

N12276
Neal A. McGarry

Requester's Name
1715 S. Gadsden Street
Address
Tallahassee, FL 32301 850-222-6314
City/State/Zip Phone #

FILED
00 NOV 17 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Certification Board for Addiction Professionals of Florida
(Corporation Name) (Document #)

2. Amended
(Corporation Name) (Document #)

3. 0000003468960--4
-11/17/00--01077--001
*****35.00 *****35.00
(Corporation Name) (Document #)

4. (Corporation Name) (Document #)

RECEIVED

00 NOV 17 PM 1:26
VISION OF CORPORATION

☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials AR

11/17/00

RETURN TO:

Certification Board for Addiction Professionals of Florida, Inc.
ATTN: Neal A. McGarry
1715 South Gadsden Street
Tallahassee, FL 32301

RECEIVED
NOV 17 2000

Articles of Incorporation
Amendments
for the
Certification Board for Addiction Professionals of Florida, Inc.

FILED
00 NOV 17 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE - I - NAME

The name of the Corporation shall be the Certification Board for Addiction Professionals of Florida, Inc.

ARTICLE - II - MISSION AND OBJECTIVES

- Section 1. The Mission of this organization is to continuously improve the quality of care provided to consumers of addiction services, to include prevention, intervention and treatment services.
- Section 2. This organization may participate in the cultivation, and the science of the study of addiction, to elevate and maintain standards of learning and conduct in the prevention, intervention and treating of addiction, to promote legal and medical reforms in the prevention, intervention and treatment of alcohol and/or other drug abuse; to elevate the standard of honor, dignity, and integrity of addiction professionals, prevention professionals, criminal justice professionals and to promote public welfare.

Section 3. This organization may cooperate with all official and voluntary health, welfare, educational and rehabilitation agencies concerned with the prevention and control of alcohol and/or drug abuse and related areas of public health.

Section 4. This organization may affiliate with organizations or national bodies, and may pay from its treasury dues required for such affiliation.

~~ARTICLE III - MEMBERSHIP~~

~~Section 1. Eligibility~~

~~Membership shall be open to all who are interested in the mission and objectives of the organization and who meet the qualifications for membership as hereinafter specified.~~

~~Section 2. Categories~~

~~There shall be three(3) categories of membership; Supportive Membership, Certified Membership and Addiction Professional In Training.~~

~~Section 3. Qualifications~~

~~A. Supportive Membership shall be available to any individual who is concerned with the issues of addiction and is in agreement with the Mission and Objectives of the organization.~~

~~B. Certified Membership shall be available to any individual who is qualified to act as a Addiction, Prevention, or Criminal Justice Certified Member and has completed requirements for said certification and is in agreement with the Mission and Objectives of the organization.~~

~~C. Addiction, Prevention, or Criminal Justice individuals, holding an in "Training Membership" shall be available to any individual who is working toward becoming certified, but has not achieved all requirements and is in agreement with the Mission and Objectives of the organization.~~

ARTICLE IV - BOARD OF DIRECTORS

Section 1.

A. The Board of Directors shall be composed of no more than twenty (20) ~~elected~~ individuals (members of the organization). At least one-fourth (1/4) of the Board shall be ~~elected~~ appointed annually for a four (4) year term of office. Election Appointment of the board members shall be by a majority vote of the Board members present at the first quarterly Board meeting of the new fiscal year ~~Annual Meeting of the organization by a majority vote of the Board members~~ membership present. ~~Elected members~~ Board members can be re-elected appointed to a second term following their first term, but must retire thereafter

from the Board for at least (1) year before they can be ~~elected~~ appointed to serve again.

- B. In the event of interim vacancies on the Board prior to the first quarterly Board of the new fiscal year annual meeting, the President may, at ~~their~~ his/her discretion, appoint members to serve on the Board with a majority vote of the Board. Said ~~elected~~ appointed director will serve until the next First quarterly Board meeting of the new fiscal year Annual Meeting). At the ~~first annual meeting~~ first quarterly Board meeting of the new fiscal year following said director's appointment, ~~he/she~~ they may be placed on the ballot for election presented to the full Board for an appointment for a full four year term of office.

Section 2.

- A. The Board shall annually review its standards, procedures, and guidelines; and shall revise and update them as necessary. Such modifications to the certification process of its practitioners must be promulgated to the certified population and those seeking certification. ~~membership of this organization.~~

Section 3.

- A. There shall be no less than three (3) meetings of the Board of Directors of the Corporation each year. The President shall call the meetings of the Board of Directors or upon the written request of six (6) or more Board of Directors the

President shall cause a meeting to be scheduled and held within twenty (20) days after receipt of said written request.

Section 4.

A. The removal of an Officer or Board Member, shall occur when the board member performs an action that is detrimental to this organization or under, but not limited to any one of the following conditions:

1. The Board Member or Officer is convicted by a court of competent jurisdiction of a crime which the board determines to be of such a nature as to render such person unfit to practice as a Certified Addiction, Prevention or Criminal Justice Professional.
2. The Board Member or Officer has had membership in the organization revoked or suspended by recommendation of the Ethics Committee and action by the Board of Directors because of an ethical violation.

Section 5.

- A. The members of the Board of Directors and Committee members will serve without compensation, but may be reimbursed for expenses associated with Board activities. Reimbursement for board related activities will only occur with 3/4 Board approval.

Section 6.

- A. The Board of Directors shall hire an Executive Director, who shall be responsible for the overall day to day operations of the organization.

Section 7.

- A. Each Board of Director will be able to cast one vote at any meeting of the organization. The Board Member must be present at said meeting in order to participate in the voting process.

ARTICLE V - OFFICERS

Section 1.

- A. There shall be the following officers: a President, a President-Elect, an Immediate Past-President, a Secretary, and a Treasurer. The President-Elect must commit to four years at the time of election and will maintain board member status. This will override article IV Section 1(A).

Section 2.

- A. The President, President-Elect, and Immediate Past-President shall not hold the same office for consecutive terms. The President, upon completion of the term shall be installed as immediate Past-President and the President-Elect shall be installed as President.

Section 3.

Duties of the officers shall be as follows:

- A. The President shall preside at all regular and special meetings of the Organization and of the Board of Directors. The president shall serve a two year term in office. The President shall represent the organization in any official capacity, and perform all such duties and possess all such powers as required for the supervision of the organization. The President shall be an ex-officio member of all committees.
- B. The President-Elect shall exercise all powers of the President in the event of the absence or inability of the President to serve and shall perform such other duties

as the President may assign. The President-Elect shall serve a one year term and shall be elected in the second year of the current presidents term of office.

- C. The Secretary shall keep the minutes of all meetings of the Board and Membership. The Secretary shall be an ex-officio member of all committees in order to maintain records and shall be responsible for distributing copies of minutes to Board Members. In the event the President and the President-Elect are absent from the same Board meeting the Secretary will preside.
- D. The Immediate Past-President shall advise the other officers and members of the Board on the history of procedures and actions taken by the organization. They shall have the same rights and privileges as other Board Members. The Immediate Past-President shall serve a one year term in office, which will be the year immediately following their last year in office as President.
- E. The Treasurer shall be the custodian of all funds, and shall be empowered to disburse monies upon approval of the Board or upon written order of the President, within guidelines established by the Board of Directors. The Treasurer shall present a financial report at all membership meetings and to all meetings of the Board of Directors.
- F. In the case of a vacancy occurring in any office other than that of President, the Board of Directors shall appoint a qualified person to serve in the office for the remainder of the unexpired term. If the office of President shall become vacant, the President-Elect shall automatically become President for the balance of the

term. In the event that the office of President becomes vacant in a year where there is no President-Elect the secretary shall resume the duties and responsibilities of the president until a replacement can be elected.

ARTICLE VI - COMMITTEES

Section 1.

There will be an Executive Committee which shall consist of the President, President-Elect, Past President, Treasurer, Secretary, and the Committee Chairs. The Executive Director shall serve as an ex-officio, non-voting member of the Executive Committee. The Executive Committee shall act on behalf of the Board when and if necessary, between regular board meetings. Said acts shall be brought to the next full Board meeting for ratification by the full board.

Section 2.

There shall be the following standing Committees:

- A. An Ethics Committee which shall monitor the ethical performance of the Members of this organization as indicated in the Bylaws of this organization.

B. A Professional Development and Education Committee shall plan training and development criteria for these training. This Committee shall present, at the first meeting of the Board of Directors, an outline of the proposed programs and educational plans for the coming year.

~~C. A Finance Committee which shall consist of the Treasurer and other delegated members, who shall be responsible for preparing a quarterly budget and for auditing the financial records annually and when so directed by the Board.~~

~~D. A Marketing Committee which shall perform all duties involving public relations for the organization, including the Newsletter.~~

~~E.~~ C. Written Examination Committee which shall review the performance of the written examinations (written exams performance) and make changes to the exams in order achieve (a) better tools (of) for measuring an examinee's ability.

~~F.~~ D. CPM Committee which shall perform all duties involving the oral exam and the written case process.

~~G. Quality Improvement Committee shall be committed to the continued improvement of services provided by this organization.~~

~~H.E.~~ Portfolio Committee shall be responsible for verification of all documentation for an applicant to be certified as a Addiction Professional.

~~I. — Nomination Committee shall be responsible for nominating all new board members and officers of the Board.~~

F. Business & Operations Committee shall be chaired by the Treasurer. The committee shall be responsible for the budget and for the financial records of the corporation. The committee shall perform all duties involving marketing, public relations and other business related actives for the organization.

Section 3.

All permanent Committee Chairpersons shall be appointed by the President, with the approval of the Board.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended by two-thirds (2/3) of the ~~voting~~ board members present at ~~the annual~~ a board meeting of the corporation. ~~called by the Board of Directors,~~ provided, however, in all such cases, written notice of any such amendment, including the provisions thereof, shall be mailed to each member of the Association by regular mail, at

~~least thirty (30) days prior to such meetings; provided further, that the said two-thirds (2/3) of attending members may, prior to voting, amend the language of said proposed amendment.~~

ARTICLE VIII - MEETING OF THE CORPORATION

Section 1.

- A. ~~Membership~~^M meetings of the Corporation shall be held at the call of a quorum of the Executive Committee or upon written request of any 10 board members.
~~any twenty-five (25) members of the Corporation.~~
- B. ~~There shall be an annual meeting of the membership of the Corporation.~~
- C. Notice of all meetings, stating purpose, time, and place shall be sent to all Board members ~~and/or members~~ at least twenty (20) days prior to such meeting. A quorum shall consist of ~~twenty-five (25) members of the Corporation for all annual meetings of the Corporation and ten (10) members~~ 50% of the Board Directors for all Board of Directors meetings and ~~four (4) members~~ or a majority of the Executive Committee for all Executive Committee meetings. The purpose of the annual first quarterly Board of the new fiscal year meeting shall include, but not be limited to, the ~~election~~ appointment of Directors and to conduct any such other business as may come before the meeting.

- D. All meetings of the Board at which official acts are to be taken are declared to be public meetings and open to the public at all times and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting. Any person who is a Board member who knowingly violates the provisions of this section by attending a meeting not held in accordance with the provisions hereof is in violation of the code of ethics.
- E. Each member of the Corporation must be present to cast a vote at the time of the vote, there is to be no voting by proxy.
- F. The Board will use the current issue of Roberts Rules of Order as a guide by which the business of these Board meetings will be conducted.

ARTICLE IX - HANDLING OF FUNDS AND ACCOUNTS

Section 1.

All funds of any kind received by the organization shall be deposited in the name of the organization in a depository designated by the Board. The Board shall, by resolution determine the number and kinds of deposit accounts to be maintained by the organization.

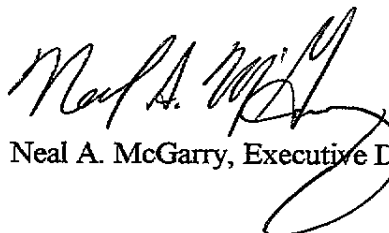
Section 2.

The Board may require from the Treasurer such periodic reports and accounting as it deems necessary. There shall also be not less than one (1) annual audit to be completed by an independent accounting firm.

The Certification for Addiction Professionals of Florida, Inc. was incorporated on November 26, 1985

The Certification Board for Addiction Professional of Florida, Inc. Board of Directors and certified members of the corporation adopted the above amendments to the Certification Board for Addiction Professional of Florida, Inc Articles of Incorporation on June 2, 2000. A quorum was present and the motion to adopt the amendments was approved unanimously. The amendments were promulgated to the certified population on July 30, 2000, and said amendments were unanimously approved by the membership present at the annual meeting of the corporation on September 5, 2000.

The registered agent is Neal A. McGarry, Executive Director of said corporation, at 1715 South Gadsden Street Tallahassee, FL 32301


Neal A. McGarry, Executive Director


Kay Doughty, President