



Bylaws of the
National Organization of Alternative Programs

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ARTICLE I. Title and Mission Statement

Section 1. Name

The name of this organization shall be the National Organization of Alternative Programs (NOAP).

Section 2. Mission Statement

Mission: To promote public safety through participation of healthcare professionals in monitored rehabilitation and recovery as an alternative to license discipline; emphasizing fitness to practice and retention of competent professionals.

Vision: NOAP shall serve as the leading forum for research, advocacy, education, and policy development among Alternative to Discipline Programs.

Guiding Values:

- A. **Public Safety:** NOAP promotes public safety through the development and maintenance of evidence-based programs that serve as an alternative to licensure discipline.
- B. **Retention of health care professionals:** NOAP supports the rehabilitation of health professionals so that they can return to or continue to practice their profession in a way which safeguards the public.
- C. **Education:** NOAP supports education and research to establish best practices for the prevention, identification, and monitoring of health professionals with substance use disorders.
- D. **Equality:** NOAP opposes the stigmatization of healthcare professionals solely based on the diagnosis of a medical illness.
- E. NOAP is committed to working in cooperation with regulatory and professional organizations toward this objective.

Section 3. Definitions

- A. **Alternative Program** - A program authorized, approved, and/or recognized by the appropriate regulatory board(s) that offers a voluntary, non-public opportunity for health care professionals whose practice is potentially impaired to be closely monitored by program staff in lieu of disciplinary action on the professional license.
- B. **Cooperative/Supporting organizations/individuals:** volunteer programs, non-health professional alternative to discipline programs, peer assistance groups, treatment facilities, drug-testing programs, regulatory board staff, or any other interested entities.



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ARTICLE II. Membership and Dues

Section 1. Composition

- A. NOAP is open to alternative program directors and their staff; peer assistance advocates, cooperative organizations, and interested others.

Section 2. Membership; Eligibility Requirements; Privileges

A. Individual Membership

1. Full - Employment as a director or staff of an Alternative Program. Full privileges, including voting and eligibility to hold elected executive positions, i.e. President, President Elect, Secretary or Treasurer.
2. Associate - Any peer assistance advocate, regulatory board staff, treatment professional, or other interested person. Full privileges, including voting and eligibility to hold elected position as Officer-at-Large. Excludes the ability to serve as President, President Elect, Secretary or Treasurer.
3. Volunteer/Student - Any alternative program volunteer or student enrolled in a state accredited, academic program leading to a degree/licensure as a health professional. Excludes both voting and the ability to run for Office.

B. Organizational Membership

1. Full - Alternative Program: membership includes three transferable individual full memberships.
2. Associate - Any cooperative/supporting organization: membership includes three transferable individual associate memberships.

C. Other Memberships

1. The Board of Directors will determine the inclusion of any additional categories of membership as determined necessary.

Section 3. Dues

- A. Shall be established and modified by the Board of Directors and approved by a majority vote following a 30 day discussion period.
- B. Shall be collected on an annual basis.
- C. Shall be used in the interest of NOAP.



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ARTICLE III. Bylaws

Section 1.

- A. The by-laws shall be the governing precepts of the organization.
- B. Proposed bylaws revisions shall be submitted to the bylaws committee for review.
- C. These by-laws may be amended by a two-third majority vote.

ARTICLE IV. Resolutions

Section 1.

- A. Proposed resolutions shall be submitted in writing to the Board of Directors for review.
- B. Resolutions shall be sent to members 30 days prior to the annual meeting and shall be adopted or rejected by majority vote.

Section 2.

- A. Emergency resolutions. The organization has the authority to adopt an emergency resolution at the annual meeting.

ARTICLE V. Board of Directors

Section 1. Board Composition and Eligibility

- A. The Organization shall have six (6) elected officers: President, President Elect, Secretary, Treasurer and two (2) Officers-at-Large.
- B. The Board is comprised of the eight (8) Elected Officers and one (1) Past President.
- C. Only members and associate members, can be nominated and serve as officers. The Board of Directors positions (President, President Elect, Treasurer, Secretary, Past President) shall be filled by current Directors or Staff of an Alternate to Discipline Program.
- D. No program or company entity shall be allowed more than one board member, serving concurrently.
- E. The President OR President Elect shall officiate at all Board meetings.
- F. Board meetings are open to all members.

Section 2. Board Elections

- A. All elections shall be conducted under the authority of the nominating committee.
- B. Elections shall be conducted every year, and ballots shall be sent to each eligible voting member 30 days prior to the annual meeting.
- C. Organizational officers shall be duly elected by a majority of the ballots cast.



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Section 3. Terms of Office

Terms starting during odd numbered years:

President - 2 years

President-Elect - 2 years

Immediate Past President - 2 years

Secretary - 2 years

Officer at Large - 2 years

Terms starting during even numbered years:

Treasurer - 2 years

Officer-at-Large - 2 years

- A. Officers shall serve a two-year term of office, with a limit of two consecutive terms in any one office.
- B. The President Elect, Secretary and one (1) Officer at large shall be elected on alternate years from the Treasurer and the other Officer at Large.
- C. President Elect shall be elected every two years for a six-year term, serving as President Elect year one and two, serving as President year three and four, and serving as past president, year five and six.
- D. The terms of office shall commence at the conclusion of the annual membership meeting and run through the conclusion of the annual membership meeting two (2) years hence. The outgoing President shall preside over the annual membership meeting.

Section 4. Functions of the Board of Directors

- A. The control and administration of the corporation is vested in the Board of Directors, and it shall act for the corporation between annual meetings. The Board shall have full and complete power and authority to perform all acts and to transact all business for and on behalf of NOAP. It shall conduct and manage all property, affairs, work, and activities of NOAP, subject only to the provisions of the Articles of Incorporation and Bylaws, and to resolutions and enactments of the members passed at the annual membership meeting. The Board shall be the fiscal agent of NOAP, and shall report annually to the membership.
- B. Public Policy Statements: A "public policy" shall be defined as the official public position of NOAP on a substantive health-related matter. "Substantive" matters are those which may be reasonably expected to affect the member programs when dealing with their participants, state regulatory agencies, other health care providers, health-related special interest groups, governmental bodies, and the public. The Board is the official public policy-making body of NOAP.



Section 5. Meetings

- A. The Board of Directors shall meet at least twice a year, one of which shall be in conjunction with the annual membership meeting. A majority of the Board shall constitute a quorum of the Board at any meeting of the Board.
- B. The Board of Directors may meet as frequently as required and may conduct business by telephonic conference call when necessary.
- C. Minutes must be kept of all meetings.
- D. The Board of Directors shall select the location of the annual meeting.
- E. The Secretary shall report to active members all formal actions taken by the Board in writing within 15 days of taking those actions.
- F. Special meetings of the society may be called by the Board of Directors at any time, or shall be called by the president upon receipt of written request by one-third (1/3) of the voting members, within thirty (30) days after filing of such request with the administrative office. The business to be transacted at any special meeting shall be stated in notice thereof and no other business may be considered at that time.
- G. Written notice of any regular meetings of the society shall e-mailed to the most current email address not less than thirty (30) days and not more than sixty (60) days before the date of the meeting.
- H. Voting: At all meetings of the society, each voting member shall have one (1) vote and may take part and vote in person only. Unless otherwise specifically provided by these bylaws, a simple majority of those active members present at a meeting at which a quorum is present shall govern.
- I. Parliamentary Authority: Robert's Rules of Order Newly Revised shall govern meetings of NOAP unless otherwise specified.

Section 6. Officer Functions

- A. President
 - 1. Officiates at Board of Director meetings and general Organization meetings.
 - 2. Maintains communication with committees of the organization.
 - 3. Able to sign checks.
 - 4. Serves on the Board of Directors for the two years following his/her term of office.
 - 5. Appoints members to committees as needed after consulting with the Board of Directors.
- B. President Elect
 - 1. Assumes the responsibilities at the request of, or in the absence of, the President during Board of Directors and Organization business meetings.
 - 2. Carries out those responsibilities delegated by the President.
 - 3. Provides oversight to the standing committees.
- C. Secretary
 - 1. Carries out those responsibilities delegated by the President.
 - 2. Records, maintains and distributes to the membership minutes of all organizational meetings.



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3. Maintains a current roster of the membership of the Organization, its committees and other essential documents.

D. Treasurer

1. Oversees the contracted management group in the following:
2. Maintains the Organization's financial accounts, non-profit status, and reports finances to the Board of Directors.
3. Makes a report of the financial status of the Organization at all meetings and an annual report for distribution to the membership.
4. Coordinates all financial responsibilities for the Organization including business meetings, special events and the routine expenses of the Organization.
5. Carries out those responsibilities delegated by the President or the Board of Directors.
6. Maintains an up-to-date list of the members whose dues are paid in full. Distributes notices to those members whose dues are in arrears.
7. Prepares the records of the Organization for independent review and tax preparation.

E. Immediate Past President

1. Shall serve in a consultative capacity to the Board, advising in matters as required.
2. Chair the Nominating Committee.

F. Directors

1. Represent the interests of their respective constituencies.
2. Carries out those responsibilities delegated by the President.

Section 7. Vacancies

- A. Official notice to the board or absence from more than two consecutive meetings (Board of Directors and/or annual meeting) without cause shall constitute a resignation.
- B. In the event of a vacancy in the office of the President, the President-Elect shall assume the Presidency for the remainder of the current year and shall then serve the full two-year term for which he/she was elected.
- C. In the event of a vacancy in the office of President-Elect, the Board of Directors shall select from among the Board of Directors members but not the officers-at-large to assume the duties, but not the office, of the President-Elect for the remainder of that year. At the next annual meeting of the membership, a President-Elect shall be elected.
- D. In the event of a vacancy in the office of Immediate Past President, the position shall remain unoccupied until filled by the next retiring President.
- E. In the event of a vacancy in the office of Secretary, the Board of Directors shall designate one of the regional Directors to fill the duties, but not the office, of the Secretary for the remainder of that year, and at the next annual membership meeting, a Secretary shall be elected.
- F. In the event of a vacancy in the office of Treasurer, the Board of Directors shall appoint a qualified member to perform the duties, but not the office, of Treasurer for the remainder of that year, and at the next annual membership meeting, a Treasurer shall be elected.
- G. In the event of a vacancy in the office of a Director-at-Large, the Board of Directors shall appoint a qualified member to fill the office for the remainder of that term, until the next scheduled election for that seat, at which time a Director shall be elected.



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H. If any of the above vacancies occur, the Board of Directors can make appointments either at a Board meeting or by telephone conference call of the Board, consisting of at least five Board members. An appointment is made by majority vote.

Section 8. Agents

A. The Board of Directors has the option to contract with a third party administrator to manage and supervise the daily operations of NOAP, and to assist the Board of Directors in carrying out policies and purposes of NOAP. The contractor shall be employed according to terms of a contract subject to approval of the Board of Directors. The Third Party representative will attend and participate at the Board of Directors and Committee meetings as requested by the Board of Directors, with voice, but no vote at such meetings.

ARTICLE VI. Committees

Section 1. Standing Committees

- A. The standing committees of the organization shall be:
1. Conference Planning Committee
 2. Bylaws/Resolutions/Nominating
 3. Public Relations/Membership/Education
 4. Research/Ethics
 5. Best Practices
- B. The functions of the committees shall be to plan for the implementation of the goals of the Organization.
- C. Composition – a member of the Board of Directors shall serve as a liaison member.
- D. Each committee chair shall submit a written report to the Board of Directors prior to each of their meetings.

Section 2. Ad Hoc Committees

A. Ad Hoc Committees are appointed by and serve at the discretion of the Board of Directors.

ARTICLE VII. Finances

Section 1. Raising Funds

- A. Funds for conducting the affairs of the corporation may be raised as follows:
- B. By such annual dues from members as determined by the Board of Directors.
- C. By such special assessments on members to include the due date as the Board of Directors may determine.
- D. By voluntary contributions, devises, bequests, and other gifts.
- E. In any other manner approved by the Board of Directors.



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Section 2. Fiscal Year

- A. The fiscal year is from January 1 through December 31.

Section 3. Funds Supervision

- A. Supervision of the funds, investments, and expenditures of the corporation shall be the responsibility of the Board of Directors.
- B. The Finance Committee shall adopt and submit to the Board for approval an annual operating budget in the Fall, before each fiscal year.

Section 4. Expenditures

- A. No Officer or Committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment except by order of the Board of Directors.
- B. Unexpended balances remaining in the budget allotment at the end of the fiscal year revert to the general fund.

Section 5. Dues

- A. Dues shall be established annually by the Board of Directors and shall be due and payable on or before January 1 of each year.
- B. Any member whose dues for the current year have not been received by March 31 or whose assessment has not been paid by the due date shall be suspended from membership.

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