

MISSOURI ADDICTION COUNSELORS' ASSOCIATION  
CONSTITUTION  
Revised August 2022

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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 President, PO Box 73, Owensville, MO 65066.

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 four Members: President, Vice President, and Secretary/Treasurer are elected by the Membership-At-Large and Immediate Past President. The President of the Association shall serve as Chairperson of the Board of Directors.

Section 2 - The Board of Directors shall consist of fourteen (14) Members: one qualified Association Member from each of six Regions (Central, Northern, Western, Eastern, and South-eastern, South-western, two members at large and the four members of the Executive Board. All Board Members must be certified or recognized by the Missouri Credentialing Board (MCB), the Association for Addiction Professionals or be qualified professionals as defined by the State of Missouri. In the event a Board Member serves on another organizations board, it should be disclosed to the Board to determine if there is a conflict of interest; if the Board of Directors deems this a conflict of interest that member should immediately make the decision to which board, he/she wants to serve. In the event that fewer than two qualified candidates from any region are nominated or accept nomination, the candidates(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, in the event there is no other nominees, the President will appointment a member to that position as long as the member accepts the appointment by the President.

Section 3 – A representative of the Missouri Credentialing Board (MCB) shall be a member of the MACA Board of Directors with full voting rights. This representative shall either be the President of MCB or her/his designee.

## 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 seven other members of the Board of Directors shall constitute a quorum at such emergency meetings. A total of nine (9) or more will constitute a quorum at all regularly scheduled Board of Directors' meetings. Written (email and/or other electronic communication sources are included) 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.