



National Certification Council for Activity Professionals

Enriching Lives Through Person-Centered Engagement

3015 Upton Drive, Suite 103, Kensington, MD 20895 USA | (757) 552-0653 | info@nccap.org

BYLAWS

NATIONAL CERTIFICATION COUNCIL FOR ACTIVITY PROFESSIONALS

Effective October 1, 2021

In response to the requirements of the Omnibus Budget Reconciliation Act of 1987 (OBRA '87), the National Association of Activity Professionals (NAAP) established the National Certification Council for Activity Professionals (NCCAP) as the credentialing body for meeting the Professional Standards of Practice of the Activity Profession. NAAP and NCCAP share the mission to advance the Activity Profession.

ARTICLE I: NAME

The name of this body shall be the National Certification Council for Activity Professionals, hereinafter in this document to be referred to as the "Council" or "NCCAP."

ARTICLE II: PURPOSES AND FUNCTIONS

Section 1. Purposes: The purposes of the Council shall include:

- A. Promote quality of life for persons in the care of Activity Professionals;
- B. Establish national evaluative standards for the certification and recertification of individuals who attain the required competencies of the Activity Profession;
- C. Issue certification to persons who apply, qualify and meet the standards for certification as determined by the Council;
- D. Develop other certifications that will add value to or advance the Activity Profession;
- E. To provide professional education opportunities to Activity Professionals intended to enhance their ability to deliver professional services.

Section 2. Functions: The functions of the Council shall include:

- A. Establish and monitor criteria, policies, procedures and fiscal accounts necessary to affect the Council's operation;
- B. Empower Council officers, directors and volunteers, as may be applicable, to act upon certification and recertification applications;
- C. Research, formulate and evaluate standards and sound practices to assure the maintenance of competencies relevant to the practice of Activity Professionals and those that promote quality of life for persons under the care of activity professionals;
- D. Develop and disseminate credentialing information to certificate Activity Professionals;
- E. Maintain and make available a summary of credentialing activities to include a registry of certified Activity Professionals and personnel;
- F. Inform and educate across the public, private and nonprofit sectors on the Activities Profession credentialing process;



- G. Actively pursue liaison with health certifying agencies and professionals who serve the Activity Professional community;
- H. Provide evidence that the evaluative tools are properly developed;
- I. Directly provide opportunities for, and information about, activity professional certification, thereby enabling individuals to pursue professional development and certification.

ARTICLE III: CERTIFIED ACTIVITY PROFESSIONALS

Section 1. Classes of Certified Activity Professionals: The Council shall have classes of certification and other related credentials as determined by the Board of Directors to be necessary and appropriate to meet the needs of the Activity Profession.

Section 2. Selection of Certified Activity Professionals: Certified Activity Professionals shall be those individuals who meet the established standards of the Council.

Section 3. Voting Rights: Each Certified Activity Professional shall be entitled to one (1) vote on each matter submitted to a vote, if any, of the Council.

Section 4. Termination of Certification: The Board of Directors, by affirmative vote of the majority of all the voting members of the Board, may terminate the certification of any Certified Activity Professional who fails to meet the certification criteria or who has presented false or incorrect information in the certification or recertification process, or who shall be in default in the payment of fees.

Section 5. Appeal: Any Certified Activity Professional may choose not to accept the decision of the Certification Review Committee by filing a written statement of appeal with the Council. The statement shall not relieve the Certified Activity Professional so doing of the obligation to pay the appropriate processing fee.

Section 6. Resignation: Any Certified Activity Professional may voluntarily resign and terminate his/her certification by filing written notice thereof with Council. Such resignation and termination of certification shall not relieve the Certified Activity Professional of his/her unpaid fees due the Council through the effective date of termination.

Section 7. Renewal: Each Certified Activity Professional must renew their certification as outlined in the specific requirements of the certification standards.

Section 8. Transfer of Certification: Certification in this organization is not transferable or assignable.

Section 9. Reinstatement: The Council shall set requirements for reinstatement as determined by the Board of Directors to be necessary and appropriate to meet the needs of the Activity Profession.

ARTICLE IV: MEETINGS OF CERTIFIED ACTIVITY PROFESSIONALS

Section 1. Annual Meeting: An annual meeting of the Council shall be held for the purpose of transaction of business. The specific date of the meeting shall be determined by the Board of Directors.



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Any meeting of the Council may be conducted by video conference or other electronic means whereby each voting Certified Activity Professional has a reasonable opportunity to participate in the proceedings, including the opportunity to communicate, read or hear the proceedings or the meeting, substantially concurrently with the proceedings.

Section 2. Special Meeting: Special meetings of the Council may be called by the President of the Board of Directors, a quorum of the Board of Directors, or not less than one-half of the Certified Activity Professionals having voting rights.

Section 3. Place of Meeting: The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors, keeping in mind the geographic areas that the Board of Directors are located.

Section 4. Notice of Meetings: Notice stating the place, day, and hour of any meeting shall be delivered by appropriate means such as US mail, email, fax and social media to each Certified Activity Professional entitled to vote at such meeting, not less than ten (10) days before the date of such meeting, to the Certified Activity Professional at his/her address as it appears on the records of the organization.

Section 5. Quorum: A quorum for the purpose of conducting business at a meeting of the Council shall be one percent (1%) of the Certified Activity Professionals in good standing and authorized to vote. Unless otherwise required by applicable law, a simple majority of votes of the Certified Activity Professionals present at such meeting shall be required for approval of any action put before the voting members of the Council.

Section 6. Voting by Ballot: Directors are to be elected by majority of the ballots received from a slate of candidates proffered by the Nominating Committee and approved by the Board of Directors. Ballots must be submitted electronically by email.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Council shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualification: The number of individuals serving on the Council's Board of Directors and having the authority to each cast a single vote on matters placed before the Board shall be five (5). The Board may increase to no more than nine (9) if deemed necessary and appropriate. The composition of the Board shall be the President, Vice President and Immediate Past President, each of whom shall be Certified Activity Professionals, and the Secretary and the Treasurer, each of whom may be a Certified or non-Certified Activity Professional. The President, Vice President, Secretary and Treasurer each serve three (3) year terms, with the President and Vice President being limited to no more than two (2) consecutive terms in that office without a break in service of at least one (1) year. Upon conclusion of his or her term(s) in office, the President shall automatically succeed to the position of Immediate Past President and serve in that position until the next change in the office of President. The Secretary and Treasurer are eligible to serve more than two (2) consecutive three (3) year terms,



with the Treasurer being an individual with familiarity with for-profit or non-profit entity financial matters. Each Director shall hold office until a qualified successor shall have been elected.

Section 3. Nominations: Every three (3) years the Nominating Committee of the Board of Directors shall propose a slate of Officers/Directors for the positions of President, Vice President, Secretary and Treasurer. Such slate shall be put before the voting members of the Council for election either at the Annual Meeting of the Council or by electronic mail ballot sent to each voting Council member of record.

Section 4. Advisory Members: The Board of Directors may appoint advisors as needed at their discretion. All committee chairs shall serve as non-voting advisory members to the Board of Directors.

Section 5. Regular Meetings: The Board of Directors will hold meetings at least twice a year via any acceptable medium.

Section 6. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix the place, extending reasonable consideration to other Board members. Notice of any special meeting shall be given at least ten (10) days in advance in written and confirmed notice by appropriate means. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice unless specifically required by law or by the bylaws.

Section 7. Quorum: A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Manner of Acting: The act of a majority of the voting members of the Directors shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies: Vacancies among the voting Director positions on the Board shall be filled by majority vote of the remaining voting members of the Board for the unexpired term. A Director elected by the Board to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until his or her successor is elected and qualified.

Section 10. Removal of Directors: Except as otherwise provided by law, an elected Director may be removed by a majority vote of the Board of Directors *for cause* at any regular or special meeting of the Board where a quorum is present. "Cause" shall be defined to include, but not be limited to, acts, errors or omissions on the part of the Director that violate the Council's Articles of Incorporation, these Bylaws or Board approved policies and procedures of the Council or whose conduct is deemed by the Board to be contrary to the best interests of the Council, its mission, work, activities, and its tax-exempt purposes. In the event of a removal *for cause*, the Board member will be provided with prior written notice of the reasons for the removal and provided with an opportunity to respond to the Board in person and/or in writing to the grounds for removal. The decision of the Board on such removal shall be final and binding upon the Director.



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A Director may also be removed for unexcused absence from two (2) consecutive regular Board meetings, which removal shall not require notice of removal or the opportunity to respond either in person or in writing to the Board.

Section 11. Resignation: Except as otherwise provided by law, a Director may resign from the Board at any time by giving written notice to the President of the Board of Directors or the Council's Executive Director. Such resignation shall take effect at the time specified therein. Where no effective date is so specified, the resignation shall take effect upon receipt by the President or the Executive Director/Chief Executive Officer.

Section 12. Voting: Each Council Director authorized to vote shall be entitled to cast one (1) vote on matters submitted to the Board for a vote. Proxy voting by members of the Board of Directors is prohibited.

Section 13. Compensation: Directors as such shall not receive any stated compensation for their service as Board Members. However, the Board of Directors may authorize payment of a pre-approved fixed sum for expenses directly related to attendance, if any, for any regular or special meeting of the Board.

Section 14. Informal Action by Directors: Except to the extent that the Articles of Incorporation or these Bylaws require that action by the Board of Directors be taken at a meeting, action required or permitted by the Virginia Nonstock Corporation Act to be taken by the Board of Directors may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Council's Executive Director/Chief Executive Officer. Action taken under this Section shall be the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Council's Executive Director/Chief Executive Officer.

ARTICLE VI: OFFICERS

Section 1. Officers: The officers of the Council shall be President, Vice President, Secretary, Treasurer and Immediate Past President. The Board of Directors may elect or appoint other officers deemed necessary or desirable to perform duties prescribed by the Board of Directors.

Section 2. President: The President shall be principal executive officer of the Council and shall in general supervise and control all of the business and affairs of the Council. The President shall preside at all meetings of the Council and of the Board of Directors. The President shall be a Certified Activity Professional.

Section 3. Vice President: In the absence or inability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 4. Secretary: The Secretary shall be responsible for keeping the minutes of the meetings of the Council and of the Board of Directors and in general perform the duties incident to the office of



Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5. Treasurer: The Treasurer shall be responsible for all funds and securities of the Council and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Immediate Past President: At the end of his/her term, the President shall serve as the Immediate Past President until the position of President is next changed so as to ensure the highest degree of organizational and operational continuity and historical knowledge for the Council.

ARTICLE VII: COUNCIL MANAGEMENT

Affairs of the Council shall be managed by staff hired with Board approval. Staff shall have non-voting status and shall perform the duties necessary to affect the purpose and functions of the Council. Salary, travel, and expenses of the staff shall be approved by the Board.

ARTICLE VIII: COMMITTEES

Section 1. Committees: The Board of Directors by resolution adopted by a majority of the Directors in office, may designate, oversee and appoint such standing committee(s) and special committee(s), as it deems prudent to the effective and efficient management of the Council and its affairs. Each standing or special committee shall include one (1) or more Directors. The standing committees of the Board of Directors shall be: Finance, Nominations, and Standards and Certification.

The designation and appointment of the standing and special committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board or the individual Director by law.

Section 2. Finance: The Finance Committee shall be charged with management of the fiscal matters of the Council and shall be chaired by the Treasurer.

Section 3. Nominations: The Nominations Committee shall present names of prospective directors to the Board, which shall approve a slate of directors for submission to the Council's voting members for a vote.

Section 4. Standards and Certification Committee: The functions of the Standards and Certification Committee shall be to review, develop, establish, maintain and enhance the standards and requirements for certification and related credentialing including denial of certification and review of requests for appeal of such decisions

Section 5. Chairperson: Except for the Finance Committee, one (1) member of each committee shall be appointed by the Board of Directors from their membership to be the Chairperson of said committee.

Section 6. Vacancies: Vacancies in the membership of any committee shall be filled by the Committee Chairperson with input from the Board of Directors.



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Section 9. Compensation: Members of the committees shall not receive any stated salaries for their services as such. However, the Board of Directors may authorize payment of a pre-approved fixed sum for expenses directly related to attendance, if any, for any regular or special meeting of the Committee. Committee Chairpersons shall submit anticipated budgets for operating expenses, if any.

Section 10. Quorum: A majority of the whole committee shall constitute a quorum unless otherwise provided and the act of a majority of the committee members present at a committee meeting at which a quorum is present shall be the act of the committee.

Section 11. Rules: Each committee may adopt rules for its own governance not inconsistent with these bylaws or policies adopted by the Board of Directors.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, or staff of the Council, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such authority must be explicit and in writing, and confined to specific instances and timeframes.

ARTICLE X: CERTIFICATE OF CERTIFICATION

Section 1. Certificates of Certification: The Board of Directors shall provide for the issuance of certificates verifying the specific level of certification, which shall be in such form as may be determined by the Board.

Section 2. Issuance of Certificate: When an applicant's credentials have been reviewed and approved through a process determined appropriate by the Board, and when the required credentialing fees have been paid, a certificate of certification shall be issued in the applicant's name and delivered in a form determined appropriate by the Board.

ARTICLE XI: BOOKS AND RECORDS

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings, Board of Directors, Standards and Certification Committee and other committees having any of the authority of the Board of Directors, and shall keep a record giving the names, addresses and identification number of the Certified Activity Professionals. Books and records of the Council may be inspected by an agent of a Certified Activity Professional or attorney for legal purposes only. All records pertaining to a certified individual will be kept confidential except as authorized by the Board or required by law.

ARTICLE XII: FISCAL YEAR

The fiscal year of the corporation shall begin on first day of January and end on the last day in December in each year.



ARTICLE XIII: FEES

Section 1. Fee Structure: The Board of Directors shall determine the fees payable to the Council for each class of certification or related service.

Section 2. Payment of Fees: Fees shall be payable to the National Certification Council for Activity Professionals, Inc. or “NCCAP” when services are rendered and in accordance with the current fee structure approved by the Board of Directors.

Section 3. Default and Termination of Certification: When any Certified Activity Professional of any class shall be in default in the payment of fees, certification may be terminated by the Board of Directors in the manner provided in Article IV of these Bylaws.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

Roberts Rules of Order revised shall govern this Council to the degree necessary and appropriate.

ARTICLE XV: AMENDMENTS TO BYLAWS

Except as otherwise required by applicable law, these Bylaws may be altered, amended, repealed, or replaced by a majority vote of the Board of Directors.

ARTICLE XVI: DISSOLUTION

In the event the Council should dissolve, but prior to the completion thereof, and after satisfying all outstanding debts and obligations, the Board of Directors shall select an organization or organizations which qualify under Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code to receive any remaining monies to be used for the purposes mutually agreed upon by the Council and the selected organization.

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- *These Bylaws were adopted by the National Certification Council for Activity Professionals at the Annual Meeting on April 27, 1989 following a mail-in balloting of NCCAP members.*
 - *These Bylaws were amended by the NCCAP by a mail-in balloting of Certified Activity Professionals and ratified at the annual meeting on April 7, 1996.*
 - *These Bylaws were amended by the NCCAP by a mail-in balloting of Certified Activity Professionals and ratified at the annual meeting on April 26, 2001.*
 - *These Bylaws were amended by the NCCAP, by a mail-in balloting of Certified Activity Professionals and ratified at the annual meeting, April 2006.*
 - *These Bylaws were amended by the NCCAP, by a mail-in balloting of Certified Activity Professionals and ratified at the annual meeting June 6, 2009.*
 - *These Bylaws were amended by membership electronic vote 6/2016- and ratified at the annual meeting June 9, 2016.*
 - *These Bylaws were amended by electronic ballot and ratified at the annual meeting of June 21, 2018.*
 - *These Bylaws were amended by electronic ballot and ratified at the annual meeting of April 1, 2019.*