

AMERICAN SOCIETY OF ADDICTION MEDICINE

CONSTITUTION AND BYLAWS

May 2008



**American Society of Addiction Medicine
4601 No. Park Ave., Arcade Suite 101
Chevy Chase, MD 20815**

AMERICAN SOCIETY OF ADDICTION MEDICINE, INC.

CONSTITUTION

Article

- I. Name, Purposes and Organization.
- II. Membership.
- III. Regions.
- IV. Government of the Society.
- V. Officers.
- VI. Chapters of the Society.
- VII. Meetings.
- VIII. Hearing and Petition.
- IX. Financial Provisions.
- X. Seal.
- XI. Amendments.

Approved December 1, 1987
Amended January 31, 1997
Amended May 15, 1999

CONSTITUTION

Article I Name, Purposes, and Organization

Section 1. Name.

The name and title of this organization shall be the American Society of Addiction Medicine, Inc. (ASAM) hereinafter referred to as the Society.

Section 2. Purposes.

The American Society of Addiction Medicine is an association of physicians dedicated to improving the treatment of alcoholism and other addictions, educating physicians and medical students, promoting research and prevention, and enlightening and informing the medical community and the public about these issues. The Society serves its members by providing opportunities for education and sharing of experiences, and by promoting the development of a body of professional knowledge and literature to enhance the quality and increase the availability of appropriate health care for people affected by the addictions.

Section 3. Organization.

The Society is an organization of individual members, and is comprised of Regions, Chapters, a Board of Directors, Officers, and Committees, as defined elsewhere in this Constitution and in the Society's Bylaws.

Section 4. Regions.

Regions are established for the purpose of electing certain members of the Board of Directors, as further defined in this Constitution and Bylaws.

Section 5. Chapters.

A Chapter is an organization which has been chartered by the Society, existing within the geographic boundaries of one of the United States or one of its districts, territories, or possessions, or a foreign country, or portion thereof.

Article II Membership

Section 1. Classes of Membership.

The membership of the Society shall be divided into classes, as provided in the Bylaws.

Section 2. Membership Qualifications, Rights, Privileges, Duties, and Obligations.

The qualifications, rights, privileges, duties, and obligations of the several classes of membership are as stated in the Bylaws.

Article III Regions

Section 1. Composition and Purpose.

For the purpose of providing for more balanced representation on the Board of Directors, the Society's active membership shall be divided into Regions, as described in the Bylaws.

The Society will conduct regional elections to nominate and elect Directors to the Board of Directors of the Society, as provided in the Bylaws.

The sole purpose of the Regions is to elect Regional Board Members.

Section 2. Dissolution of Regions.

A Region can be deconstituted, as provided in the Bylaws.

**Article IV
Board of Directors**

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of:

- a) Regional Directors elected from Regions by active members of the Society in that Region, as set forth in the Bylaws.
- b) Directors-at-Large elected by the active members of the Society, as provided in the Bylaws.
- c) Elected Officers of the Society as defined in Article V of this Constitution and as further defined in the Bylaws.
- d) Other, non-voting members, as defined in the Bylaws.

Section 2. Powers and Duties.

Subject to the provisions of this Constitution and Bylaws, the Board of Directors shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, make contracts in respect of and concerning, convey, give, grant, transfer, or otherwise dispose of all property and assets of whatever kind or nature owned by the Society, and shall also be vested with full and complete power and authority to do and perform all acts and to transact all business for and on behalf of the Society and to manage and conduct all the work and activities of the Society in carrying out the purposes thereof. The Board of Directors shall have such additional duties, powers, and functions as are prescribed in the Bylaws.

**Article V
Officers**

Section 1. Composition.

The Officers of the Society shall consist of President, Immediate Past President, President-Elect, Secretary, and Treasurer.

Section 2. Term of Office.

Officers of the Society shall be elected for a term of two (2) years. Upon completion of the President's term of office, the President-Elect shall assume the office of President and the President shall assume the office of Immediate Past President.

Should any Officer's position become vacant prior to the end of the prescribed term of office, the vacant position shall be filled as prescribed in the Bylaws.

Section 3. Powers and Duties.

The powers and duties of the Officers of the Society shall be as prescribed in the Bylaws.

**Article VI
Chapters of the Society**

Section 1. Composition and Purpose.

It is the policy of the Society to encourage the formation and development of Chapters. Chapters shall be organized in a manner that is not inconsistent with the Constitution and Bylaws of the Society.

A Chapter shall have as its major purposes to promote membership in the Society, to conduct educational programs, to address special public policy issues within its geographical area, to establish and maintain liaison with medical societies and other associations within the state, and to further in other ways the purposes and objectives of the Society.

Section 2. Financial Requirements.

Each Chapter shall provide for its own financial requirements. The Society shall not have responsibility for the financial obligations of any Chapter.

**Article VII
Meetings**

Section 1. Annual Meeting.

In each year, there shall be an Annual Meeting of the membership as provided in the Bylaws. Special meetings of the membership may be called and held as provided in the Bylaws.

Section 2. Board of Directors.

The Board of Directors shall meet as prescribed in the Bylaws.

**Article VIII
Hearing and Petition**

Procedures for hearing and petition shall be as set forth in the Bylaws.

**Article IX
Financial Provisions**

Section 1. Annual Dues.

Dues for various classes of members shall be established by the Board of Directors.

Section 2. Other Sources of Revenue.

Funds may be raised by any means approved by the Board of Directors and as set forth in the Bylaws.

Section 3. Annual Budget of Expenditures.

The Finance Committee shall submit to the Board an itemized budget stating the proposed expenditures of the Society for the ensuing year.

Section 4. Funds of the Society.

The Treasurer or other individual designated by the Board of Directors shall be responsible for the security of all funds and monies received by the Society. The Treasurer or other individual designated by the Board of Directors shall be responsible for the handling, depositing, and investing of Society funds as directed by the Board of Directors and defined by the Bylaws. The Treasurer or other individual designated by the Board of Directors shall cause funds to be dispensed only as authorized by the Board of Directors. An accurate account of all transactions of the Treasury shall be reported at the Annual Meeting of the Society and at each meeting of the Board of Directors.

**Article X
Seal**

The Society shall have a seal appropriate to the name of the Society, consisting of such emblems, figures, or words as the Board of Directors shall prescribe.

The power to change the seal shall rest with the Board of Directors.

**Article XI
Amendments**

Any member of the Board of Directors or any group of at least twenty-five (25) active members in good standing may propose one or more amendments to the Constitution. A proposed amendment shall first be submitted to the Board of Directors in written form at least sixty (60) days prior to the next regularly scheduled meeting of the Board of Directors and shall require an affirmative vote of at least three-fourths (3/4) of the Board of Directors for approval.

Once approved by the Board of Directors, the proposed amendment must be submitted by mail within thirty (30) days to the active members of the Society, at their addresses on file at the Society's offices, for ratification. A proposed amendment is ratified if at least two-thirds (2/3) of the members whose responses are received no later than thirty (30) days from the date of the mailing vote in the affirmative.

AMERICAN SOCIETY OF ADDICTION MEDICINE BYLAWS

<u>Chapter</u>	<u>Page</u>
I. Membership	8
II. Government of the Society	11
III. Officers	14
IV. Councils, Committees and Work Groups	15
V. Regions	20
VI. Elections	21
VII. Chapters of the Society	23
VIII. Meetings	25
IX. Relations with the Public and Professional Societies	25
X. Finances of the Society	26
XI. Amendments to the Bylaws	28

Approved December 1, 1987
 Amended March 8, 1989
 Amended April 26, 1989
 Amended September 25, 1989
 Amended April 25, 1990
 Amended February 12, 1991
 Amended April 17, 1991
 Amended October 5, 1991
 Amended April 1, 1992
 Amended October 3, 1992
 Amended April 28, 1993
 Amended April 13, 1994
 Amended October 2, 1994
 Amended April 26, 1995
 Amended October 1, 1995
 Amended April 17, 1996
 Amended May 28, 1996
 Amended October 5, 1996
 Amended April 16, 1997
 Amended October 5, 1997
 Amended April 15, 1998
 Amended May 15, 1998
 Amended October 3, 1998
 Amended May 15, 1999
 Amended October 10, 1999

Amended May 3, 2003
 Amended November 2, 2003
 Amended October 16, 2004
 Amended January 27, 2005
 Amended April 13, 2005
 Amended July 27, 2005
 Amended May 3, 2006
 Amended January 24, 2007
 Amended April 25, 2007
 Amended January 23, 2008
 Amended April 9, 2008

BYLAWS

Chapter I Membership

Section 1. Eligibility.

The Board of Directors (*hereinafter referred to as "The Board"*) of the American Society of Addiction Medicine (*hereinafter referred to as "The Society"*) shall, subject to the minimum requirements for eligibility as herein provided below, determine the privileges and requirements for membership, and shall be the sole judge of the qualifications of applicants for membership.

Section 2. Application for Membership

All physicians wishing to become members of the Society shall complete a written application form, provide documentation of licensure and pay respective dues for that category of membership. The application shall be reviewed and approved or denied by the Membership Committee, based upon criteria approved by the Board. Members shall adhere to the Principles of Medical Ethics of the Society, maintain an active allopathic or osteopathic medical license, unless otherwise noted, and meet any other requirements set by the Board for each category of membership. Applicants denied membership may appeal the action of the Membership Committee in writing to the Board. The Board's action on the appeal shall be conclusive.

Section 3. Active Membership Categories (*Regular, International, Resident and Student*)

- a) Requirements. Active members shall maintain a valid active allopathic or osteopathic medical license or certification of residency, fellowship, or student status. A valid active medical license shall be issued by the appropriate agency and shall certify that a physician is permitted to practice medicine within that country, province or state. The Society shall consider a medical license to be valid where stipulations and/or conditions have been placed on the license. The Society shall not consider a license to be valid if it has been revoked, suspended, surrendered, or made subject to a sanction similar or equivalent to revocation, suspension, or surrender, until such time as 1) the physician has notified ASAM that the sanction has expired or been removed, and 2) ASAM has confirmed the expiration or removal of the sanction with the state licensing board. These provisions shall apply equally to all licenses held by a physician. All active members shall submit the required dues and license certification at the time of joining, rejoining, or renewing, or shall forfeit membership.
- b) Privileges. Active members shall have all the privileges of full membership in the Society. All Active members shall receive complimentary subscriptions to the newsletter and Journal. An Active member may vote in Society elections, be a voting member of and chair committees. Active members may hold elected office, with the exception of student members.
- c) Categories of Active Membership.
1. Regular Members. Regular members shall be members who are licensed to practice allopathic or osteopathic medicine in the United States.
 2. International Members. International members shall be members who reside or work outside the United States or its territories. International members shall maintain valid medical licenses in their country or province. Special dues may be set for this type of active membership.

3. Resident Members. Resident Members shall be members who are interns, residents, or fellows serving in an approved hospital or fellowship program. Resident members shall have a valid medical license in localities where that is required or an equivalent certifying document. Special dues may be set for this type of active membership.
 4. Student Members. Student members shall be members who are enrolled and in good standing in formally accredited allopathic or osteopathic medical schools. Students shall submit a certifying letter from their school upon application for membership. Student members may not hold elected office. Special dues may be set for this type of active membership.
- d) Special Status of Active Membership (*Certified and Recertified*)
1. Certified Members. Certified Members shall have passed the Society's certification examination based upon criteria approved by the Board.
 2. Recertified Members. Recertified Members shall have passed the Society's recertification examination based upon criteria approved by the Board.

Section 4. Fellow Membership

- a) The Board, by an affirmative vote of 2/3 of its members eligible to vote, may grant Fellow Membership to active members for contributions to the Society and/or the field of addiction medicine or osteopathy, or to active members who apply and, minimally, shall have been a Society member for at least the last five (5) consecutive years, certified by the Society, and shall have made significant contributions to the Society and/or the field of addiction medicine or osteopathy. Applications for Fellow Membership shall be approved by the Membership Committee, based upon criteria approved by the Board.
- b) In the event that any license held by the member is revoked, suspended, or surrendered, or made subject to a sanction similar or equivalent to revocation, suspension, or surrender, the Fellow designation may not be used until the member is reinstated by the licensing board(s), applies for and regains active membership status in ASAM, and is approved for reinstated Fellow status by the Fellow Committee, following procedures established by that committee.
- c) In the event of the member's change to inactive status as a result of conversion to Retired or Emeritus membership, the designations "Retired Fellow" or "Emeritus Fellow" may be used.

Section 5. Inactive Membership Categories (*Emeritus, Honorary, Retired and Leave of Absence*)

- a) Requirements. Inactive members do not require a medical license.
- b) Privileges. Privileges differ for each category of inactive membership.
- c) Categories of Inactive Membership
 1. Emeritus Members. Emeritus members shall be those members at or near the end of their professional careers by reason of age and/or health, who shall have made outstanding contributions to the Society and/or the field of addiction medicine or osteopathy, based upon criteria approved by the Board. Emeritus membership shall be granted by an affirmative vote of 2/3 of the members of the Board eligible to vote, following an application process. Emeritus Members, by request, shall receive complimentary subscriptions of the newsletter and Journal.

Emeritus Members may be voting members of and chair committees, and vote in Society elections. Emeritus Members shall not hold elected office. There shall be no application fee or dues for Emeritus membership.

2. Honorary Members. Honorary members shall be nonmember physicians or other professionals whose eminence is recognized, by an affirmative vote of 2/3 of the members of the Board eligible to vote, for outstanding contributions to the field of addiction medicine and/or the Society. Honorary Members, by request, shall receive complimentary subscriptions to the newsletter and Journal. Honorary members may not be voting members of or chair committees. Honorary members shall not vote in Society elections or hold elected office. Honorary members shall not pay dues.
3. Retired Members. Retired members shall be those members who have completely retired from the practice of medicine or osteopathy. A written application shall be submitted to the Membership Committee for approval, based upon criteria approved by the Board. Retired members shall receive complimentary subscriptions to the newsletter and Journal. Retired members shall not vote in Society elections or hold elected office. Retired members may be voting members of, but not chair, committees. Special dues shall be set for this type of membership.
4. Leave of absence. A written application for leave of absence shall be submitted to the Membership Committee for approval based on criteria set forth by the Board. Members on Leave of Absence shall resign from being members or chairs of committees. Members on Leave of Absence shall not receive complimentary subscriptions to the newsletter or Journal. Members on Leave of Absence shall not vote in Society elections or hold elected office. Members on Leave of Absence shall not pay dues, if absent for a period greater than six months. A Leave of Absence shall terminate after twelve months, or prior to, when the applicant so notifies the Membership Committee in writing. Leave of Absence can be extended for an additional twelve months by an application submitted to the Membership Committee for approval.

Section 6. National and Chapter Membership

ASAM shall have unified membership. All members of ASAM shall join the chartered chapter in their state or country of residence or work. All members of a chapter shall join ASAM. Members may join more than one chapter. Chapter dues will be consistent with the Constitution and Bylaws of the chapter with the advice and consent of the ASAM Board.

Section 7. Loss of Membership

Membership in the Society shall be terminated automatically for failure to pay dues and/or revocation, suspension, surrender, or imposition of a sanction similar or equivalent to the revocation, suspension, or surrender of the member's medical license until such time as 1) the physician has notified ASAM that the sanction has expired or been removed, and 2) ASAM has confirmed the expiration or removal of the sanction with the state licensing board. Where a license is not required for Student or Resident Members, loss of their respective status will result in termination of membership unless the member is otherwise certified by a medical license or new acceptable certification.

Section 8. Suspension or Termination of Membership

a) Suspension or Termination. The Board shall have the power, by an affirmative vote of 2/3 of its members who are eligible to vote, to suspend or terminate membership of any member of the Society for good cause. Good cause may consist of, but is not limited to, conviction of a criminal offense, serious misconduct, and/or the violation of professional ethics. Action to suspend or terminate a member may be taken at any meeting of the Board, provided that twenty-eight (28) days prior to the date of such meeting, written notice has been mailed by the Secretary to the member at his or her last known address, setting forth the reason for the suspension or termination of membership and the time and place of the meeting of the Board at which action thereon may be taken. Such member shall also be invited to make a written presentation and be heard by a committee designated by the Board. The final decision in such matters shall be made by the Board and shall be conclusive. All rights and privileges of membership shall terminate upon suspension or termination of the member. The suspension shall end by an affirmative vote of 2/3 of the members of the Board eligible to vote.

b) Right of Review. Members shall be given an opportunity for review, in the event that they are aggrieved by any action taken by the Society. If the President is unable to satisfy the aggrieved member, the matter may be referred to the Board, which shall propose a solution. Request for such Board review shall be made by the member with specificity at least fourteen (14) days prior to the date of such meeting. The member shall be entitled to receive a statement in writing by registered mail, return receipt requested, setting forth the basis of the action that elicited the grievance. The final decision in such matters shall be made by an affirmative vote of 2/3 of the members of the Board eligible to vote and shall be conclusive.

Section 9. Resignation or Death

Resignations shall be submitted in writing to the Membership Committee, who shall report the resignations to the Board. All rights and privileges of membership shall terminate upon resignation or death of the member.

Chapter II Government of the Society

Section 1. Composition of Board of Directors.

The Board of Directors shall consist of twenty-one (21) members with vote: ten (10) Regional Directors, six (6) Directors-at-Large (of whom at least one shall be a Doctor of Osteopathic Medicine), and five (5) officers (President, President-Elect, Immediate Past President, Secretary, and Treasurer). In addition, there shall be seven (7) *ex-officio* members without vote: the Executive Vice President; and, if not already elected members of the Board, the chairs of the Chapters Council, the Membership Council, the Finance Committee, the Public Policy Committee and the Physicians-in-Training Committee, and the AMA Delegate. In the event that the *ex officio* committees have co-chairs, one of whom is elected to the Board, the non-elected chair shall serve in the *ex officio* seat. If the AMA Delegate is elected to the Board, the Alternate AMA Delegate shall serve in the *ex officio* seat.

Section 2. Regional Directors.

Each Region as defined in Chapter V of these Bylaws shall be represented by one Director on the Society's Board (except as provided in Chapter V. Regions, Section 2. Creation and Dissolution of Regions, paragraph d). A Regional Alternate Director may, with the President's approval, attend Board meetings on behalf of the Regional Director. The Regional Alternate Director may vote at Board meetings only in the absence of the Regional Director. The Regional Director is responsible for notifying

the Alternate Regional Director and the Executive Vice President if the Regional Director cannot attend a Board meeting.

Section 3. Directors-at-Large

There shall be six (6) Directors-at-Large on the Society's Board of Directors, at least one of whom shall be a Doctor of Osteopathic Medicine.

Section 4. Terms of Directors.

Regional Directors and Directors-at-Large shall be elected to four-year terms. A Regional Director or Directors-at-Large may succeed himself/herself only once, and may subsequently be re-elected after a hiatus of four (4) years.

Section 5. Installation of Incoming Directors

Incoming directors shall be installed at the end of the first Annual Business Meeting of the Society subsequent to their election, and remain in office until the conclusion of the Annual Business Meeting four years hence. Incoming members not already on the Board will attend the last meeting of the outgoing Board, as non-voting observers, for the purpose of familiarization.

Section 6. Removal from Board of Directors

A Director who is absent without cause from two (2) consecutive regular meetings of the Board of Directors shall forfeit his or her seat by an affirmative vote of 2/3 of the members of the Board eligible to vote. "Cause" includes illness, absence from the country, and other grounds acceptable to the Board.

A Director may be removed from the Board for other reasons by the affirmative vote, in a mail ballot, of three-quarters (3/4) of the members of the Society entitled to elect said Director, or at any regular or special meeting of such members provided that the motion to remove such Director shall be furnished in advance to such members. Written notice of intent to remove, setting forth the reason and grounds therefore, must be mailed by the Secretary to said Director at his or her last known address at least thirty (30) days prior to the date of the mailing of the ballot, or prior to the date of the meeting at which the action is to be voted upon.

Section 7. Interim Vacancies

Vacancies for the position of Director-at-Large that occur on the Board of Directors between elections shall be filled by a presidential appointment approved by an affirmative vote of 2/3 of the remaining members of the Board eligible to vote within 30 days of notification by the President of the vacancy. The appointee shall serve for the remainder of the term.

Vacancies for the position of Regional or Alternate Regional Director on the Board of Directors shall be filled by a nomination by a Regional Nominating Committee composed of Chapter Presidents or State Chairpersons of that Region appointed by the President of the ASAM Board. The nominee for the position of Regional or Alternate Regional Director shall then be approved by an affirmative vote of 2/3 of the remaining members of the Board eligible to vote within 30 days of notification by the President of the vacancy. The appointee shall serve for the remainder of the term. Until the vacancy in the position of the Regional Director is filled, the Alternate Regional Director shall act on behalf of the Regional Director.

A Director-at-Large completing two consecutive elected terms will be eligible to fill an Interim Vacancy on the Board, but may not subsequently run for reelection as Director-at-Large until after a hiatus of 4 years. He/she may run for the position of Regional Director or Officer.

A Regional Director completing two consecutive elected terms will be eligible to fill an Interim Vacancy on the Board, but may not subsequently run for reelection as Regional Director until after a hiatus of 4 years. He/she may run for the position of Director-at-Large or Officer.

Section 8. Meetings of the Board of Directors

- a) Regular and Special Meetings: The Board shall have at least two (2) face-to-face meetings a year, and shall meet twice per year by conference call. The Board shall meet more frequently when necessary, at the call of the President, or in his or her absence, the President-Elect, or at the request of 2/3 of the members of the Board eligible to vote. One of the two required meetings shall be held following the Society's first Annual Meeting following each election. The Board may conduct its business, including voting, in face-to-face meetings, by telephone, mail, electronic communications, or any combinations thereof. While ballots may be sent to members via electronic mail, until the laws of Maryland (the state in which ASAM operates) or New York (the state in which ASAM is incorporated) expressly permit voting by electronic mail, members of the Board will vote by facsimile.
- b) Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business, with the exceptions noted in other sections of the Bylaws. Each act or decision done or made by a majority of the quorum shall be regarded as an act of the Board.

Section 9. Conflict of Interest

Members of the Board shall disclose in writing to the ASAM Board any interest they or members of their immediate family or household may have in any organization which transacts or seeks to transact business with the Society. Such disclosure shall be updated and resubmitted when there is a change. An "interest" will be considered to exist when a director (including a member of his/her immediate family or close relative):

- a) Is an officer, director, trustee, partner, employee, or agent of the organization;
- b) Has any other substantial interest or dealings with the organization.

Where a conflict of interest may exist, the director will abstain from discussion or voting on any matter involving the affected organization.

Section 10. Executive Council

The Officers of the Society (President, Immediate Past President, President-elect, Secretary, Treasurer) along with the Executive Vice President/CEO shall constitute an Executive Council. The Executive Council shall act on behalf of the Board of Directors as necessary between meetings of the Board. The Executive Vice President/CEO serves as an *ex officio* non-voting member of the Executive Council.

The Executive Council shall meet at the request of the President or members of the Board of Directors to conduct business of the Board. Those matters which, under the provisions of the Bylaws, require approval by a two-thirds or three-quarters majority of the voting members of the Board of Directors must be referred to the Board for action.

Upon consultation with the appropriate Council and/or Committee Chairpersons, the Executive Council may craft a Society response on behalf of the Board to requests for public comment on specific issues or coordinate Society efforts with cooperating organizations or public entities.

Actions taken by the Executive Council on behalf of the Board must be reported to the Board of Directors at its next regular meeting or at a special meeting of the Board.

In an emergency that requires action by the Executive Council on behalf of the Board that cannot wait for a regular or special meeting of the Board, the Executive Council must immediately report its action to the full Board. Such actions shall be reviewed by the Board as soon as possible at the next regular or special meeting of the Board. At the request of any two Executive Council members or Board members, a special meeting, conference call, or email survey of the Board shall be called to discuss such emergency action by the Executive Council taken on behalf of the Board.

Section 11. Board Policy Implementation.

Notwithstanding that the governing body of the Society shall be the Board, the Board may appoint a director, whose title shall be Executive Vice President and Chief Executive Officer, to implement the Board's policies and administer the organization. His or her position description shall be established and approved by the Board. He or she shall report and be responsive to the President, and be responsible to the Board.

Section 12. Founding President.

In recognition of her valuable contribution as a founder of the Society, the late Ruth Fox, M.D. is hereby designated as Founding President of the Society and shall be so listed, with the dates of her birth and death, on the Society's letterhead.

Chapter III Officers

Section 1. Terms of Office

The term of office shall be two (2) years. No member may hold the office of President or President-Elect for more than one (1) term successively. A Secretary or Treasurer may succeed him/herself once without hiatus, and may subsequently be re-elected after a hiatus of two (2) years. Officers shall hold their offices until their successors are elected and assume office.

Section 2. Interim Vacancies

If any Officer fails to complete his or her term of office because of resignation, removal for cause, or death, that office shall be filled for the duration of the term by a presidential appointment approved by an affirmative vote of 2/3 of the remaining members of the Board eligible to vote, except that the office of President shall be filled by the President-Elect.

Section 3. Installation of Officers

Officers shall be installed with incoming directors at the end of the first Annual Business Meeting subsequent to their election.

Section 4. President

The President shall serve as Chairperson of the Board, as a voting member of the Nominating & Awards Committee, shall serve *ex-officio* as a member of all other Committees, shall preside at meetings of the Society, and shall perform such other duties as may be prescribed by the Bylaws and the Board. As Chairperson of the Board, the President will refrain from voting except (i) when the vote is by ballot, or (ii) whenever his/her vote will affect the result (to break a tie or to create a tie, causing the motion to fail; or to cause or to block attainment of a required two-thirds majority).

Section 5. President-Elect

The President-Elect shall, in the absence or disability of the President, exercise the powers of the

President. The President-Elect shall perform such other duties as may be assigned by the President.

Section 6. Immediate Past President.

The Immediate Past President shall undertake and perform duties as may be assigned by the President and shall be Chair of the Nominations and Awards Council.

Section 7. Secretary.

The Secretary shall: (a) keep an accurate record of the proceedings of the meetings of the Society and the Board; (b) preserve records, documents, and correspondence; (c) cause notice to be given of elections and of meetings of the Society and Board; (d) advise the Board on parliamentary procedure in the conduct of its meetings, and (e) perform all other duties incident to the office of the Secretary.

Section 8. Treasurer.

a) The Treasurer shall be the custodian of the Society's funds from whatever source these may derive. The Treasurer or individual designated by the Board of Directors shall deposit these funds in the Society's name in such depositories as the Finance Committee, following the guidelines of the Bylaws and the Board, shall recommend. The Treasurer shall dispense funds as authorized by the Board. The Treasurer shall report an accurate account of all transactions at the Annual Meeting of the Society, and at all Board meetings.

b) The Treasurer shall be Chair of the Finance Council and a member of the Finance Committee.

Section 9. Indemnification of Directors, Officers, and Others.

Directors and officers of the Society shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to the Society or to another organization at the Society's request. Persons who are not directors or officers of the Society may be similarly indemnified in respect of such service to the extent authorized at any time by the Board. The provisions of this Section shall be applicable to actions or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to persons who have ceased to be directors, officers or employees and shall inure to the benefit of their heirs, executors, and administrators.

Chapter IV Councils, Committees and Work Groups

Section 1. Definitions

a) Councils

Councils are organizational structures of the Society that carry out the Mission of the Society and oversee the execution of the strategies and the attainment of the operational objectives determined by the Board. Councils are chaired by a member of the Board and are composed of members of the Society and its Board. Councils have oversight of one or more Standing Committees. Councils of the Society shall receive staff support from the Society.

b) Standing Committees

Standing Committees of the Board are organizational structures of the Society that carry out the Mission of the Society and serve the interests of the members. Each has a Mission Statement that identifies the work of the committee. Standing Committees of the Board are composed of members

of the Society or its Board, and may be chaired by a member of the Board.

The Standing Committees of the Society shall be: Eligibility and Application Committee; Examination Committee; Fellow Committee; Finance Committee; Development Committee; Medical Scientific Conference Program Committee; CME Committee (for all other ASAM sponsored and co-sponsored CME); Medical Teaching Committee; Membership Committee; Physician Health Committee; Physicians-In-Training Committee; Public Policy Committee; Legislative Advocacy Committee; Media and Public Information Committee; Newsletter and Web page Committee; Practice Guidelines Committee; Treatment Criteria, Outcome and Clinical Performance Measures Committee.

c) **Work Groups**

The mission of Work Groups of the Society is usually to address the needs of a subset of patients; to address a particular aspect of substance use and addiction; or to address a medical condition or comorbidity of addiction. Most Work Groups of the Society promote access to and improvement of treatment services and prevention services for substance use and substance use disorders. Member participation in Work Groups of the Society serves the additional function of advancing involvement of individual members of the Society in the Society's activities. Work Groups of the Society will receive staff support from the Society for funded projects or activities, but not for other efforts.

Work Groups of the Society shall include: Infectious Diseases, Family and Generational Issues, Child and Adolescent, Criminal Justice, Forensic Medicine, MRO, Pain, Cross Cultural, Nicotine, Therapeutic Communities, Pharmacological Issues.

Section 2. Councils

The Councils of the Society shall include the following (committees in **boldface** are Standing Committees):

- a) **Advocacy Council**: Chair is a member of Board
The mission of this Council is to envision and implement advocacy activities on behalf of recovering persons, including recovering physicians.
- b) **Certification Council**: Chair is a member of Board
The mission of this Council is to oversee the processes by which a physician may become designated as ASAM-Certified in Addiction Medicine or designated as a Fellow of the American Society of Addiction Medicine.
- **Eligibility and Application Committee**
 - **Examination Committee**
 - **Fellow Committee**
- c) **Chapters Council**: Chair is a current or past chair of a chapter of ASAM, who becomes an ex-officio, non-voting member of the Board.
- d) **Constitution and Bylaws Council**: Chair is a member of Board
The Constitution & Bylaws Council shall be responsible for the oversight of the American Society of Addiction Medicine Constitution & Bylaws, including such amendments as may be approved by the Board, according to the provisions of the Bylaws. The Committee shall be responsible for keeping the Bylaws current. Amendments to the Bylaws may originate with the Constitution and Bylaws Council or with any other Standing Committee. All proposals to amend the Bylaws must be

considered and approved by the Constitution and Bylaws Council, which shall bring them to the Board for action.

e) Finance Council: Chair is the Treasurer of the Society

- **Finance Committee**
- **Development Committee**

f) Medical Education Council: Chair is a member of Board

- **Medical Scientific Conference Program Committee**
- **CME Committee** (for all other ASAM sponsored and co-sponsored CME).
- **Medical Teaching Committee**

g) Medical Society Council: Chair is the President

The mission of the Medical Society Council is to oversee the liaison activities between ASAM and other physician organizations. The President shall appoint a member of the Society to serve as liaison to each designated organization, except the AMA. Physician organizations to which ASAM designates a formal liaison will be determined from time to time by action of the Board, and shall include such organizations as:

- American Academy of Child and Adolescent Psychiatry
- American Academy of Family Practice
- American Academy of Pediatrics
- American Academy of Addiction Psychiatry
- American College of Emergency Physicians
- American College of Obstetrics and Gynecology
- American College of Physicians
- American College of Preventive Medicine
- American College of Surgeons
- American Medical Association
- American Osteopathic Association
- American Osteopathic Academy of Addiction Medicine
- American Psychiatric Association
- National Medical Association

h) Organization Relations Council: Chair is the President.

The mission of the Organization Relations Council is to oversee the liaison activities between ASAM and other addiction organizations. The President shall appoint a member of the Society to serve as liaison to each designated organization.

- American Association for the Treatment of Opiate Dependence
- Association for Medical Education and Research in Substance Abuse
- National Association of Addiction Treatment Providers
- National Association of State Alcoholism and Drug Abuse Directors
- National Commission on Correctional Health Care
- National Council on Alcoholism and Drug Dependencies
- National Institute on Alcohol Abuse and Alcoholism
- National Institute on Drug Abuse

i) Membership Council: Chair is the Membership Committee Chair who becomes an *ex-officio*, non-voting member of Board.

- **Membership Committee**
- **Physicians-In-Training Committee**

- j) Nominations and Awards Council: Chair is the Immediate Past President of the Society
The Nominations and Awards Council shall be charged with presenting a slate of candidates for officers of the Society and for members of the Board of Directors for Board approval, in accordance with provisions of Chapter VI of these Bylaws. The Council shall also be charged with submitting for Board approval their nominations for recipients of the Society's various honors and awards.
- k) Public Affairs Council : Chair is the Secretary of the Board
- **Public Policy Committee**
 - **Legislative Advocacy Committee**
- l) Publications Council: Chair is a member of the Board
- **Newsletter and Web page Committee**
- m) Quality Improvement Council: Chair is a member of Board
The mission of this Council is to coordinate ASAM's activities in treatment improvement, performance measurement and practice guidelines.
- **Practice Guidelines Committee**
 - **Treatment Criteria, Treatment Outcome and Clinical Performance Measures Committees**
 - JCAHO Liaison
 - CARF Liaison
 - NCQA Liaison

Section 3. Nominations and Awards Council

- a) The Nominations and Awards Council shall be composed of the Immediate Past President as Chair (who shall vote only in the event of a tie); the President (with vote); the President-Elect (*ex officio*, without vote); two (2) ASAM council/committee chairpersons, elected by all ASAM council/committee chairpersons; two (2) chapter presidents elected by all chapter presidents; two (2) members of the Board of Directors elected by the Board; and the Executive Vice President (*ex officio*, without vote). The terms of appointment will be concurrent with the term of the President.
- b) The Nominations and Awards Council will select a slate of candidates with diverse credentials, such as academic/research credentials, and experience as council/committee chairpersons, as well as members who represent the specialties that comprise the Society, such as psychiatry, family practice, internal medicine, and other specialties. The Council shall also take into account the need to provide representation of the Society's geographic, public/private sector, male/female, minority and other characteristics of the membership-at-large.
- c) Members of the Nominations and Awards Council may not be candidates for the offices of President, Secretary or Treasurer of the Society. Members of the Council may be candidates for election to the Board of Directors as Regional Directors or Directors-at-Large. A Nominations and Awards Council member may not nominate him/herself. Any Nominations and Awards Council member who is nominated for a position within ASAM must withdraw from Council voting for that position.
- d) The Council shall also submit for Board approval their nominations for recipients of the Society's various honors and awards and their recommendations regarding proposals for special or new awards.

Section 4. Publications Council

The Publications Council shall be responsible for evaluating and making recommendations on all matters concerning publications of the Society. No relationship between the Society and any publication

may be assumed, and no binding or legal responsibility taken, in regard to any publication, without approval of the Board.

The Publications Council shall be responsible for evaluating and recommending to the President and the Editor(s) of each publication with which the Society is associated. The President, in consultation with the Board, shall then appoint an Editor for a three-year term. Upon recommendation of the Publications Council, an Editor may be removed from office or reappointed for another three-year term by the President.

Appointment to an Editorial Board shall be made by the Publications Council after consultation with the Board of Directors. Such appointments will be for three (3) years and may be renewable, but not consecutive. An Editorial Board may elect its own Chairperson for a single such term from among its members.

Each Editor shall be responsible for the formation of a yearly budget. After submission to the Treasurer, a report shall be made to the Board of Directors. This shall include the budget and balance sheet (statement of income and expenses) for the previous year, as well as the budget for the current year for each publication. All income and disbursements must pass through the Treasurer and budgets must be approved in advance by the Board.

The provisions of the preceding clauses of this Section apply to all publications of the Society. No publication may be made in the name of the Society, or using the name of the Society, without prior approval of the Board.

Section 5. Finance Committee

The Finance Committee shall develop and monitor an annual budget and undertake general supervision of all funds, securities, and other assets of the Society. The Finance Committee shall recommend where and in what form the Society's treasury will be kept and secured. The Finance Committee will report at each Board meeting on the current financial state of the Society and make recommendations of a fiduciary nature to ensure the Society's financial well-being.

Section 6. Membership Committee

The Committee will recommend to the Board means of increasing the membership of the Society. This Committee may also recommend restructuring of Regions as member populations shift.

Section 7. Chairpersons of Councils, Standing Committees and Work Groups

The Chairpersons of all Councils, Standing Committees and Work Groups shall serve two (2) years, or at the pleasure of the President or Board, and, with the exception of the Nominations and Awards Council, shall be appointed by the President and approved by the Board. In selecting committee chairs, the President shall consult with the Council Chairperson(s).

Section 8. Members of Committees

The members of all committees shall be appointed by the Chairperson of the respective Committees. Committee members shall be approved by the Board. The recommendations of all Committees shall be presented to the Board for action.

Section 9. Term of Office of Committee and Work Group Chairs and Members

Committee and Work Group chairs are appointed for a term of up to two (2) years. Chairpersons of Committees and Work Groups may be reappointed to a maximum of two (2) consecutive terms, for a total of six (6) years. Notwithstanding the foregoing, at his/her discretion, the President may ask a

Committee or Work Group Chair to serve beyond the six year period. Committee members may be reappointed at the end of two (2) years. No person can serve on more than three (3) Committees simultaneously unless an exception is approved by the President and the Board of Directors..

Section 10. State Chairpersons/State Contactpersons

The Regional Director will nominate a person in each state where a Chapter does not exist, who must be approved by a majority vote of the Board. State chairpersons/contactpersons shall be invited to attend meetings of the Board, but will not be entitled to vote.

Chapter V Regions

Section 1. Composition

Regions, established for the purpose of electing Regional Board Members in a manner to provide balanced representation of the membership, will be defined by the Board from time to time, in accordance with Section 2 of this Chapter, as the membership of the organization fluctuates. The composition of each Region should reflect as much as possible contiguous geographic location and uniformity in numbers of members.

Section 2. Creation and Dissolution of Regions

- a) A Region may be a single state or a group of geographically adjacent states. Each Region shall have at least one hundred (100) members of the Society residing therein.
- b) Whenever the number of active members of the Society residing in a Region falls below fifty (50), the Board shall dissolve that Region and assign the jurisdictions within that Region to another Region, or Regions.
- c) Whenever two or more geographically adjacent states exceed an aggregate active membership of two hundred (200), such states may be designated a Region by the Board.
- d) When active membership in a Region exceeds four hundred (400), the Region is entitled to have a second Regional Director, to be elected following the provisions of the Bylaws. Should active membership in a Region fall below 385 by the time specified in the Bylaws that nominations for Regional Directors are due, the second Directorship of that Region shall be deleted from the Board.
- e) Action to create, dissolve, and modify Regions shall be recommended by the Membership Committee and, when necessary, be taken at the next Board meeting. Notification of the impending action must be given in writing to the Board at least thirty (30) days prior to the action. An affirmative vote of at least 3/4 of the members of the Board eligible to vote is required for approval.

Chapter VI Elections

Section 1. Dates and Eligibility

- a) Officers shall be elected in odd numbered years. Except as provided in Section 4 of this Chapter, Regional Directors shall be elected in 1989 and every four years thereafter. Except as provided in Section 5 of this Chapter, Directors-at-Large shall be elected in 1991 and every four years thereafter.

- b) Regional Alternate Directors shall be elected in 1997 and every 4 years thereafter.
- c) Only active members (except student members) of the Society are eligible to be elected officers or directors.
- d) Nominees for Directors-at-Large and Regional Director or Regional Alternate Director
 1. must have been an active member of ASAM for three (3) years.
 2. must have demonstrated a commitment to ASAM's Mission by having engaged in activities such as service on an ASAM Committee, Task Force, or other significant national or state endeavor.
 3. must be willing to attend two Board Meetings per year for four years at his/her own expense.
 4. must be willing to furnish a brief statement of his/her involvement in ASAM, qualifications for Board membership, and reasons why he/she wishes to serve on the Board. Nominees for Directors-at-Large will provide their statements to the Chair of the Nominations and Awards Council; nominees for Regional Director will send their statements to the Regional Nominating Committee Chair.

Section 2. Nominations

- a) There shall be at least two (2) nominees for each office. There shall be at least twice the number of nominees for the available positions of Directors-at-Large. At least two (2) doctors of osteopathy must be nominated for a Directors-at-Large seat reserved for a doctor of osteopathy. The membership will vote for five (5) out of ten (10) candidates and for one (1) of the two (2) D.O.s nominated for the reserved seat, so that six (6) Directors-at-Large will be elected. There shall be at least two (2) nominees for the positions of Regional Director.
- b) The Nominations and Awards Council shall present its nominees for all elected positions to the Board for approval at the January meeting of the Board in the year of the election. The nominees must be approved by a 2/3 majority of all members of the Board eligible to vote.
- c) Nominations from the membership-at-large for officers and for Directors-at-Large may be made in two ways:
 1. Individual nominations from the membership-at-large may be made to the Nominations and Awards Council following procedures determined by the Board and announced in ASAM News and on the ASAM Website following the Board of Directors' spring meeting of the year prior to the upcoming election. These nominations will be reviewed by the Nominations and Awards Council, which shall present to the Board of Directors at least two nominees for each office, President-Elect, Treasurer and Secretary, and for each Directors-at-Large seat.
 2. Nominations for officers and for Directors-at-Large also may be made upon petition of at least one-hundred (100) active members of the Society, following procedures developed by the Nominations and Awards Council
- d) Nominees for the offices of President-Elect, Treasurer, and Secretary must be from, or have served on the Board as voting or *ex officio* members without vote within the four years prior to the Annual Meeting at which the new officers are to be installed. An exception may be made in the case of a nominee for the office of Treasurer, who may be a nominee from the general membership, having qualifications for the position, and having been active on the Finance Committee within the past four years.
- e) Eligible members may be candidates for only one office (President, Secretary, Treasurer) and/or one director position. In the event a member running for an officer and a director position receives

the highest vote in each race, that member will assume the officer position. The highest runner-up for the director position will become director.

- f) The Nominations and Awards Council shall be responsible for putting forth a slate of candidates for Directors-at-Large positions that will encourage adequate representation on the Board for the Society's diverse membership and interests.
- g) Nominations for Regional Directors and for Regional Alternate Directors shall be made by a Regional Nominating Committee of Chapter Presidents and State Chairs of the Region, or by at least twenty-five (25) active members of the Society residing in a Region. Each Region shall nominate at least two (2) candidates. Regional Directors who have not already served two consecutive four-year terms are eligible for nomination as candidates. All candidates for Regional Director, including incumbents, are subject to nomination by the respective Regional nominating committee. Such nominations must be received at the Society's headquarters at least two hundred fifty (250) days prior to the Annual Meeting of the year in which the elections are to be held.
- h) If nominations received in accordance with Section 2(g) do not result in at least two (2) nominees for the positions of Regional Director and Regional Alternate Director, the Nominations and Awards Council shall select nominees so as to achieve the required number at least one hundred twenty (120) days prior to the Annual Meeting of the year in which the elections are to be held.
- i) Members of the Nominations and Awards Council may not be candidates for the offices of President, Secretary or Treasurer of the Society. Members of the Council may be candidates for election to the Board of Directors as Regional Directors or Directors-at-Large.

Section 3. Balloting

Elections shall be by mail ballot. The President will mail to all active and Emeritus members who are entitled to vote for the nominees, at the addresses on file in the Society's headquarters office, the list of nominees at least ninety (90) days prior to the Annual Meeting. Regional Directors and Regional Alternate Directors shall be elected by the members of their Regions solely. The Regional Director shall be the person receiving the highest number of votes cast; the Regional Alternate Director shall be the person receiving the second highest number of votes cast. Directors-at-Large shall be elected by the entire active membership.

Candidates obtaining a plurality of votes from ballots received at the Society's office at least sixty (60) days prior to the Annual Meeting will be deemed elected to their respective positions. In the case of a tie between two (2) or more candidates receiving the most votes, the President shall designate one of the candidates as elected.

Section 4. Campaigning

Candidates for national office must be in compliance with campaign guidelines established by the Nominations and Awards Council and approved by the Board of Directors. A copy of these guidelines will be furnished to each candidate.

Chapter VII Chapters

Section 1. Formation and Composition

Any group of ten (10) or more active members of the Society residing in a state or group of states within the same Region, a U.S. territory, district, or possession, province or group of provinces, or a foreign country or group of foreign countries may petition the Chapters Council to become a Chapter of the Society and shall be eligible for approval and receipt of a charter, provided that:

- a) A majority of Society members who reside within that geographic boundary and who respond to a ballot mailed by the Society vote in favor of developing a chapter.
- b) The group endorses and seeks to implement the purposes and objectives of the Society.
- c) Effective January 1, 1994, Chapter membership is in compliance with Chapter 1, Section 3 of the Bylaws.
- d) Its Officers and members of its Board of Directors are members of the Society.

The Board of Directors of the Society will consider and act upon a petition no later than its second meeting following receipt of the petition by the Chapters Council. An affirmative vote by at least two-thirds (2/3) of the members of the Board eligible to vote is required for acceptance. Acceptance will be signified by the issuance of a charter to the petitioner(s). Issuance of a charter will preclude subsequent consideration of petitions by other groups or entities in that jurisdiction unless and until the charter is surrendered or revoked.

Section 2. Modification of Chapters

Action to modify chapters shall be recommended by the Chapters Council and taken no later than at the second Board of Directors meeting following the recommendation for action by the Chapters Council. Notification of the impending action must be given in writing to the Board at least thirty (30) days prior to the action. An affirmative vote of at least two thirds (2/3) of the members of the Board eligible to vote is required for approval.

Section 3. Name

Each Chapter shall be named _____ Society of Addiction Medicine, with the first word being the name of the State or group of states, district, territory, possession, province or group of provinces, or foreign country or group of foreign countries, under which will be placed the words, "A Chapter of the American Society of Addiction Medicine." The Chapter shall be required to use the full name only on its letterhead and in legal documents and formal correspondence.

Section 4. Chapter Charters

The charter of each Chapter shall provide that all the provisions of the Constitution and Bylaws of the Society in force at the time of the issuance of such charter, together with all amendments to either thereof thereafter adopted, insofar as the same are applicable, shall be or become an integral part of the Constitution and Bylaws of the Chapter to which the charter is issued and that the terms and provisions thereof shall control and govern such Chapter, and the Officers and members thereof, and that the Constitution and Bylaws of the Chapter shall not be amended so as to conflict or be inconsistent with the Constitution and Bylaws of the Society. Each Chapter charter shall be signed by the President and the Secretary of the Society.

A charter issued pursuant to this Section shall become effective immediately, provided that prior thereto, the charter recipient has organized, adopted a Constitution and Bylaws, and elected Officers, and notified the Society of its current roster of members. Each Chapter shall also provide the Society with a copy of its Constitution and Bylaws and proof of its right to function as a legal entity in its respective

jurisdiction, and will provide the Society with a list of its Officers and members of its Board of Directors.

Section 5. Membership in a Chapter

To be a member of a Chapter, a person must be a member in good standing of the Society (ASAM).

Section 6. Revocation of Chapter Charters

A Chapter's charter may be suspended or revoked by the Society if the Chapter no longer meets the criteria for eligibility as stated in Section 1 of this Chapter, or on grounds of violation of the Society's Constitution and Bylaws. Action to suspend or revoke may be taken only in accordance with the following procedure:

- a) Complaint. A written complaint, stating the grounds for such action, shall be filed with the Secretary by the President of the Society pursuant to a resolution adopted by the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the members of the Board eligible to vote.
- b) Within thirty (30) days of its receipt, the Secretary shall send, by registered mail, return receipt requested, a copy of such complaint to the President of the Chapter concerned.
- c) Hearing. A hearing on such complaint shall be held by the Board at its first meeting occurring not less than three (3) months after the date of its presentation to the Secretary.
- d) Decision. Suspension or revocation of the charter of a Chapter shall require an affirmative vote by at least two-thirds (2/3) of the members of the Board eligible to vote.

Section 7. Governance

Officers of a Chapter shall consist of a President, Secretary, Treasurer, and such other Officers as the Chapter may choose.

There shall be a Board of Directors consisting of the Officers and other members of the Chapter as duly nominated and elected by a democratic process.

Regional Directors of the ASAM Board may serve as *ex-officio* members of each Chapter Board in each chapter where requested to do so within each Regional Director's Region.

The qualifications, duties, and tenure of Officers and other Board members shall be as established by the Chapter.

There shall be at least one membership meeting per year.

Chapter VIII Meetings

Section 1. Meetings of the Membership of the Society

- a) There shall be an Annual Meeting of the Society, which shall be held during the first six (6) months of each calendar year. The time and place of such Annual Meeting shall be determined by the Board, and written notice thereof shall be given to all members by mail to the address of record with the Society or other address supplied by the member for that purpose. All notices shall be sent not less than thirty (30) days prior to each meeting.
- b) The Annual Meeting shall be chaired by the President of the Society and shall be for the purpose of disseminating information to the membership, and conducting any other necessary business.

- c) A special meeting of the members for any purpose or purposes may be called at any time by the President, or by an affirmative vote of 2/3 of the members of the Board eligible to vote, or by ten (10) percent of the active members of the Society. Notice of a special meeting shall be made in the same manner as for the Annual Meeting except that notice shall be mailed no later than fifteen (15) days prior to such special meeting. Notice of any special meeting shall specify, in addition to the time and place, the general nature of the business to be transacted. No notice to other than active members needs to be given.
- d) The presence in person of at least five (5) percent of all active members, and at least three (3) percent of the active members in each Region, shall constitute a quorum at any meeting for the transaction of business for which that meeting was called, except for the installation of Officers at the Annual Meeting.
- e) Any meeting of the Society, whether or not a quorum exists, may be adjourned from time to time by the vote of a majority of the members present and voting. In the absence of a quorum, no business may be transacted at any meeting. When any meeting is adjourned for thirty (30) days or more, notice of reconvening shall be given as per an Annual Meeting. No notice to other than active members needs to be given.
- f) Cumulative and proxy voting are expressly prohibited.
- g) A complete list of the members entitled to vote at the Annual Meeting, with the address of record for each, shall be prepared by the Secretary and filed in the corporate office of the Society and shall be available to all members. The Secretary shall have the list present at all membership meetings for inspection by any member.

Section 2. Parliamentary Procedure

All deliberations of the Society, its Board and Committees shall be governed by parliamentary usage as interpreted by the current edition of Roberts Rules of Order, when not in conflict with the Constitution and Bylaws of this Society.

Chapter IX Relations With the Public and Professional Societies

Section 1. Board Approval of Public Policy Statements and Practice Guidelines

Official public policy statements and Practice Guidelines of the Society shall be approved by an affirmative vote by two-thirds (2/3) of members of the Board eligible to vote.

Section 2. Chapter Public Policy Statements

To ensure that a Chapter public policy statement is in concert with current ASAM policy, any Chapter planning to issue a public policy statement will, prior to its issuance, send a copy to the Executive Vice President, Public Policy Committee Chair and the Regional Director, to be placed on the Presidents' weekly conference call agenda. The Chapter President, Chair of the ASAM Public Policy Committee and Regional Director will participate in the conference call discussion and make a decision.

Section 3. ASAM Committee Public Policy Statements

Any ASAM Committee developing a Public Policy Statement should send a completed policy both to the ASAM Public Policy Committee and to the Chapters Council for comment at least sixty (60) days prior to

formal presentation to the ASAM Public Policy Committee for review and presentation to the Board for adoption; exceptions to this procedure can be made when the President and the Chair of the Public Policy Committee determine that the proposed policy concerns an urgent issue.

Section 4. Public Statements in the Name of the Society

No member or Chapter of the Society shall, except as outlined in Section 2, make public statements in the name of the Society without prior consent of the Board. Individual members may mention their membership in public statements or scientific publications, but shall state that their views do not necessarily represent those of the Society.

Section 5. Public Citations of Member Status

References to the member's status in and association with ASAM in any format (e.g., public media, advertisements, CVs, citations) must be so worded as to convey accurately any honors or credits conferred by ASAM, such as Fellow status, awards, certification, or CME training.

Section 5. AMA Delegation

The President shall appoint a Delegate and Alternate Delegate to represent the Society to the American Medical Association for a term of two (2) years. The appointment shall be subject to confirmation by an affirmative vote of 2/3 of the members of the Board eligible to vote. The Delegate and Alternate may succeed herself/himself.

Chapter X Finances of the Society

Section 1. Annual Dues

- a) On the recommendation of the Finance Committee, the Board shall establish dues for various classes of membership. Dues shall be uniform and equal within each class, but dues may be different for each class.
- b) Members who fail to pay dues by the time determined by the Membership Committee and approved by the Board shall be dropped from the active membership roster. Dues shall be uniform and equal within each class, but dues may be different for each class. The Treasurer will report such failure to meet dues obligations to the Board annually.

Section 2. Other Sources of Revenue

Funds may be raised by the Society by:

- a) Publications of the Society;
- b) Voluntary contributions including bequests, legacies, advices, and gifts;
- c) Special assessment levied by the Board;
- d) Income from conference fees and other programs and meetings;
- e) Government contracts and grants; and
- f) Other means approved by the Board.

In the event that the Board levies any special or other assessment other than the annual assessment of dues, it may, in the resolution levying the assessment, fix and determine the time within which such assessment must be paid, the class or classes of members of the Society upon whom it is levied, and the penalty, if any, including forfeiture or suspension of membership in the Society, to result from nonpayment thereof within the time prescribed.

Section 3. Annual Budget

a) At the meeting of the Board prior to the beginning of a calendar year, the Finance Committee shall submit to the Board an itemized budget stating the proposed expenditures and income of the Society for the ensuing year. The budget may be altered or revised by the Board, but must be adopted by the Board before adjournment of its final meeting of the year. After the adoption of the budget, no expenditures in excess of the amount of the budget item covering the subject of such expenditures may be made in the year covered by the budget by the Society or any of its Officers, agents, or employees, unless the Board shall first approve such excess expenditure.

b) Recurring items in the budget (fixed expenditures covering more than one year) shall, when first adopted, be binding as to subsequent budgets to the extent of commitment or obligations entered into by the Society within authority granted by the Board, the Constitution, or the Bylaws.

Section 4. Handling of Funds of the Society

a) The Treasurer shall be responsible for the secure handling of all Society funds. All funds and monies received for the Society by any of its Officers or agents thereof shall be promptly paid to and deposited in the Treasury. The Treasurer shall set forth procedures for the handling, transfer, depositing, and payment of Society funds. These procedures will be reviewed by the Finance Committee and approved by the Board.

b) The Treasurer, with the approval of the Finance Committee and the ratification of the Board at its next meeting, will make fiduciary decisions concerning the management of Society funds. The Treasurer shall ensure that sufficient funds are available in a timely manner to handle Society obligations. Society funds shall only be deposited in secure investments in which the principal is placed at minimum risk. Consistent with this principle, the Finance Committee shall recommend such secure investments which will maximize return.

Section 5. Use of Funds

All of the income, revenue, and earnings of the Society shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board to carry out the objectives and purposes of the Society and without profit directly or indirectly to any member or Officer of the Society as such; provided, however, that Officers, agents, and representatives of the Society who may be selected and appointed from the members of the Board or otherwise may be paid such reasonable salaries or other compensation as the Board shall from time to time determine.

Section 6. Ruth Fox Memorial Endowment Fund

Investment of the Fund's money is to be determined by the Society's Board, and the interest derived from and not required for maintaining the fund would likewise be invested until a total of 10 million dollars has been obtained. Thereafter, the interest would go to the benefit of the Society as determined by the Board.

Leadership of the Fund will be appointed by the Board, with the approval of 2/3 of the members of the Board eligible to vote.

Section 7. Audit

The Treasurer shall provide to the Board an annual audited financial statement by an independent public accountant.

Section 8. Contracts

The Board, except as otherwise provided in the Bylaws, may authorize any Officer, agent, or agents to enter into any contract or execute any instrument in the name, or on behalf of, the Society, and such authority may be general or confined to specific instances. Such contract shall first be reviewed by the Finance Committee. Unless authorized by the Board, no Officer, agent, or member shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Chapter XI
Amendments**

Any member of the Board of Directors or any group of twenty-five (25) active members in good standing may propose one or more amendments to the Bylaws. Proposed additions, deletions, and changes shall first be submitted in written form to the Board for approval. An amendment will be approved upon the affirmative vote of two-thirds (2/3) of the members of the Board eligible to vote, at any duly constituted Board meeting, provided that the proposed amendment shall have been placed on the agenda for said meeting and distributed in advance to all Board members.