

**AMERICAN SOCIETY OF ADDICTION MEDICINE**

# **CONSTITUTION AND BYLAWS**

**January 2024**



**American Society of Addiction Medicine**

# AMERICAN SOCIETY OF ADDICTION MEDICINE, INC.

## CONSTITUTION

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Approved December 1, 1987  
Amended January 31, 1997  
Amended May 15, 1999  
Amended July 31, 2013  
Amended January 18, 2024

# **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 a physician-led professional community for those who prevent, treat, and support harm reduction strategies, recovery and remission from addiction, and to provide resources for education, innovation, advancement and implementation of addiction science and care.

### Section 3. Organization.

The Society is an organization of individual members, and is comprised of Regions, Chapters, a Board of Directors, Officers, Councils, 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 to 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 the United States or one of its territories,

## **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.

To provide a more balanced representation on the Board of Directors, the Society's 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 de-constituted, 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 voting members of the Society in that Region, as set forth in the Bylaws.
- b) Directors-at-Large are elected by active members of the Society, as provided in the Bylaws.
- c) Elected Officers of the Society are defined in Article V of this Constitution and further defined in the Bylaws.
- d) Other, non-voting members are 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 with respect to and concerning, convey, give, grant, transfer, or otherwise dispose of all property and assets of whatever kind or nature owned by the Society, and also shall 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, Vice-President, 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 consistent 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(s) or territories, 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 the 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 Council 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) voting members in good standing may propose one or more amendments to the Constitution. A proposed amendment shall be submitted to the Board of Directors, through the Constitution and Bylaws Council, in written form at least seven (7) days prior to the next regularly scheduled meeting of the Board of Directors and shall require an affirmative vote of at least three-fourths of the Board of Directors for approval.

Once approved by the Board of Directors, the proposed amendment must be presented to the membership at the next annual membership meeting for ratification. A proposed amendment is ratified if at least two-thirds of the members present vote in the affirmative.

# AMERICAN SOCIETY OF ADDICTION MEDICINE BYLAWS

## Chapter

- I. Membership
- II. Government of the Society
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- IV. Councils and Committees
- V. Regions
- VI. Chapters of the Society
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- VIII. Relations with the Public and Professional Societies
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- XI. Official Communications: Recognition of Electronic Communications, Records and Signatures
- XII. Indemnification of Directors, Officers and Others

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# BYLAWS

## Chapter I-A 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 an application form, provide documentation of licensure and pay respective dues for that category of membership. The application shall be reviewed and approved based upon criteria developed by the Membership Council and 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 Council in writing to the Board. The Board's action on the appeal shall be conclusive.

### Section 3. Voting Membership Categories (*Regular, Early Career Physician, Resident, Provisional, and Retired*)

- a) Requirements. Voting members, with the exception of Retired members, shall maintain a valid active allopathic or osteopathic medical license, or certification of residency or fellowship. . A valid active medical license shall be issued by the appropriate agency and certify that a physician can practice medicine in 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 voting members shall submit the required dues and license certification at the time of joining, rejoining, or renewing, or shall forfeit membership.
- b) Privileges. Voting members shall have all the privileges of full membership in the Society. All Voting members shall receive complimentary subscriptions to the newsletter and Journal. A Voting member may vote in Society elections and serve on committees. Voting members, with the exception of Retired members may chair committees. Voting members may hold elected office, except for Retired and Provisional members.
- c) Categories of Voting Membership.
1. Regular Members. Regular members shall be members who are licensed to practice allopathic or osteopathic medicine in the United States.
  2. Early Career Physician Members. Early Career Physician members shall be physicians in their first two years after completing an accredited residency or fellowship program or in their first two years of practicing Addiction Medicine as a significant portion of their practice. Special dues

may be set for this type of membership.

3. Resident Members. Resident Members shall be members who are interns, residents, or fellows. 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. Resident membership is limited to a maximum of 5 years while in training and does not have to be consecutive.
4. Provisional Membership. A Provisional member shall be a physician whose license has been suspended or has stipulations that said physician cannot practice medicine due to substance use disorder, mental health conditions, or a physical health condition. Membership is contingent upon continuing with the assigned medical rehabilitation program and would be re-evaluated each year. The member must demonstrate progress each year toward reinstating their license. Special dues may be set for this type of membership.
5. Retired Members. Retired members shall be those members who are 65 years of age or older and are no longer practicing medicine or are disabled. Retired members shall receive complimentary subscriptions to the newsletter and Journal. Retired members may vote in Society elections but may not hold elected national office. Retired members may be Voting members of, but not chair committees. Special dues shall be set for this type of membership.

#### Section 4. Non-voting Membership Categories (*Emeritus, Honorary, Student and Leave of Absence*)

- a) Requirements. Non-voting members do not require an active medical license.
- b) Privileges. Privileges differ for each category of Non-voting membership.
- c) Categories of Non-voting 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. Emeritus membership shall be granted by an affirmative vote of two-thirds 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. 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 two-thirds 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. Student Members. Individuals enrolled in an accredited university/institution. Students must submit the name and email address of the Dean of the student affairs or an appropriate student affair official to confirm their student status.

#### Section 5. National and Chapter Membership

ASAM shall have a unified membership. All members of the national organization are required to join the Chapter assigned to the geographic area of the member's residence or work address. Chapters may not permit membership without national membership.

#### Section 6. 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, except as outlined under Section 3.C.6, 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 7. Suspension or Termination of Membership

a) Suspension or Termination. The Board shall have the power, by an affirmative vote of two-thirds, 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 sent by the Secretary to the member at their 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 also shall be invited to make a written presentation and be heard by a committee designated by the Board. The final decision on 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 two-thirds of the members of the Board.

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 two-thirds of the members of the Board eligible to vote and shall be conclusive.

#### Section 8. Resignation or Death

All rights and privileges of membership shall terminate upon resignation or death of the member.

### **Chapter I-B Associate Member**

#### 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 to the Associate Member and shall be the sole judge of the qualifications of applicants for membership.

#### Section 2. Application for Membership

Individuals must have spent at least 25% of their professional time over the past year involved in teaching, research, or clinical care for individuals who are at risk for or have an addiction. All applicants must be in good standing within their discipline. All applicants shall submit the required dues, and documentation of certification.

a) Eligible Professions:

Licensed Registered Nurses (RN), Nurse Practitioners (NP), Clinical Nurse Specialist in Psychiatry (Psych-CNS), Physician Assistants (PA), Certified Addictions Registered Nurse (CARN), Certified Addictions Nurse Practitioner (CANP), Certified Nurse Midwives, (CNM), Certified Nurse Anesthetists (CRNA), Clinical Nurse Specialist (CNS), Licensed Practical Nurse (LPN). Licensed Vocational Nurse (LVN)

Professions with the requirement that these individuals hold at least a Master's level degree:

Licensed Social Workers, Licensed Independent Clinical Social Worker (LICSWs), Licensed Marriage and Family Therapists (LMFT), Psychologists, Licensed Drug and Alcohol Counselor, Doctoral Degrees including PhD, Psy.D, DVM, DDS and DMD, PHARM D, Doctor of Nursing Science.

b) Privileges:

Associate members shall receive complimentary subscriptions to the electronic newsletter and online Journal, receive discounted rates on products and programs, and have access to the ASAM Career Center. Associate Members may serve as non-voting members on committees. Associate members may not vote in elections or hold elected positions.

### Section 3. National and Chapter Membership

Membership in ASAM is a unified model. Membership in both ASAM National and a State Chapter, if one exists, is required.

### Section 4. Loss of Membership

Membership 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 professional license until such time as 1) the Member has notified ASAM that the sanction has expired or been removed, and 2) ASAM has confirmed the expiration or removal of the sanction.

### Section 5. Suspension or Termination of Membership

a) Suspension or Termination. The Board shall have the power, by an affirmative vote of two-thirds, to suspend or terminate membership of any Associate Member 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 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 Associate member at their 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 Associate member also shall be invited to make a written presentation and be heard by a committee designated by the Board. The final decision on 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 Associate member. The suspension shall end by an affirmative vote of two-thirds of the members of the Board.

b) Right of Review. Associate 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 matter it may

be referred to the Board, which shall propose a solution. Request for such Board review shall be made by the Associate 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 on such matters shall be made by an affirmative vote of two-thirds of the Board and shall be conclusive.

#### Section 6. Resignation or Death

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-two (22) members with a vote: ten (10) Regional Directors, six (6) Directors-at-Large (of whom at least one shall be a Doctor of Osteopathic Medicine), and six (6) officers (President, President-Elect, Vice President, Immediate Past President, Secretary, and Treasurer).

The Executive Vice President shall be an *ex-officio* member without a vote.

In addition, if not already elected members of the Board, the following shall serve as an *ex-officio* member without a vote.

- Chair of the Medical Education Council
- Chair of the Quality Improvement Council
- Chair of the Publications Council
- Chair of the AMA Delegation
- Chair of the Legislative Advocacy Committee
- Chair of the Public Policy Committee
- Chair of the Physicians-in-Training Committee

#### 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 b). A Regional Director who relocates outside of their Region during his/her term of office will be offered the opportunity to fulfill the term or to resign and allow the Alternate Director to serve the remainder of the term.

#### 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 themselves only once and subsequently may 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 onboarding.

#### Section 6. Ineligibility to Serve on/Removal from Board of Directors

A Director who is absent from two (2) consecutive regular meetings of the Board of Directors shall forfeit their seat if they have not requested a Regional Alternate Director to attend the meetings in their place. An Alternate Regional Director, acting on behalf of the Regional Director, is permitted to exercise all the rights and privileges of the absent Regional Director. An Alternate Regional Director may attend in the place of a Director-At-Large and is permitted to exercise all the rights and privileges of the absent Director-At-Large.

Physicians will be ineligible to serve and continue to serve as an ASAM Officer or Board Member if there is a disciplinary action that results in the loss of their medical license to practice medicine in any state or jurisdiction (and thereby the loss of their membership in ASAM) or an adjudicated action which may result in the loss of their license, even if such action is stayed pending the completion of probation or other conditions.

A Director or Officer also will be ineligible to serve or to continue to serve if their medical license to practice in any state or jurisdiction is placed on probation. A letter of reprimand issued by a licensing board that does not impact the status of the license itself would not result in the vacating of a Director or Officer position.

Vacancy in the position of Director or Officer takes effect as of the date of the initial ruling or adverse action of the medical licensure board, even if such an action is appealed. The position of Director or Officer that is vacated before the end of the term is filled according to procedures outlined in these Bylaws.

Should a position become vacant based on a medical license action described above, and should said action of the medical board later be reversed on appeal or otherwise itself vacated, the original holder of the ASAM position shall return immediately to that position and any person serving as their replacement shall step aside from that position, effective as of the date of the reversal or vacating of the original disciplinary action and continuing for the duration of the original term.

An action to remove a Director or an Officer may be initiated by one of the following steps: (1) a vote by a two-thirds majority of the Board members; or (2) a petition signed by 10% of the voting members.

A Director or an Officer may be removed from the Board by the affirmative vote, in a ballot, of three-fourths of the members of the Society entitled to elect said Director or Officer and currently exercised their right to vote, or at any regular or special meeting of such voting members, provided that the motion to remove such person shall be furnished in advance to such members. Written notice of intent to remove, setting forth the reason and grounds, therefore, must be sent by the Secretary to said Director or Officer at their last known address at least thirty (30) days prior to the date 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 two-thirds 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.

A vacancy in the position of Regional Director on the Board of Directors shall be filled by the Alternate Director, serving for the remainder of the original term. An Alternate Director who has relocated outside of their elected Region will be offered the opportunity to fulfill the term or to resign and allow the vacancy to be filled as outlined below.

A vacancy in the position of Alternate Director shall be filled by 1) the second runner-up in the election (in the event 3 candidates were running), or 2) a nomination for a candidate from the region by the

President of the ASAM Board. The nominee for the position of Alternate Regional Director shall then be approved by an affirmative vote of two-thirds of the remaining members of the Board within 30 days of notification by the President of the vacancy. The appointee shall serve for the remainder of the term.

In the event of simultaneous vacancies in the positions of Regional and Alternate Regional Director in one Region, there are 2 options: 1) if three people ran in the original election, the runner-up will fill the Director position; 2) if only two ran, the President will nominate a candidate from the region for the vacant Director's position and for the Alternate Director's position, subject to board approval. The nominees then shall be approved by an affirmative vote of / two-thirds of the remaining members of the Board eligible to vote within 30 days of notification by the President of the vacancy. The appointees shall serve for the remainder of the term.

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

A Regional Director completing two full consecutive elected terms will be eligible to fill an Interim Vacancy on the Board but subsequently may not run for reelection as Regional Director until after a hiatus of 4 years. They 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 four (4) meetings a year. The Board shall meet more frequently, when necessary, at the call of the President, or in their absence, the President-Elect, or at the request of 2/3 of the members of the Board. One of the meetings shall be held in conjunction with the Society's first Annual Meeting following each election. The Board may conduct its business, including voting, in-person meetings, by telephone, or video conference, mail, electronic communications, or any combinations thereof; provided that any actions taken outside a meeting in which all Board members can hear each other must be approved by unanimous consent in accordance with the procedures set forth under New York law.
- 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. Executive Council

The Officers of the Society (President, Immediate Past President, President-Elect, Vice President, Secretary and 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 10. 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. Their position description shall be established and approved by the Board. They shall report and be responsive to the President and be responsible to the Board.

#### Section 11. Founding President

In recognition of her valuable contribution as a founder of the Society, the late Ruth Fox, MD is hereby designated as Founding President of the Society and shall be so listed, 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 themselves once without a hiatus and subsequently may be re-elected after a hiatus of two (2) years. The Vice-President may succeed themselves twice without hiatus and subsequently may 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

##### a.) Prior to Term of Office

A person who is elected as an Officer, but has not yet taken office, and is unable to assume the position 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 two-thirds of the remaining members of the Board.

##### b) During Term of Office

If any Officer fails to complete their 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 two-thirds of the remaining members of the Board except that the office of President shall be filled by the Vice-President. If the Vice President assumes the position of President, they will appoint a new Vice President with Board approval by an affirmative vote of two-thirds of the remaining members of the Board.

#### 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 their 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 chair the Public Policy Coordinating Council and succeed the President at the designated elected term. The President-Elect shall perform such other duties as may be assigned by the President.

#### Section 6. Vice-President

The Vice President shall succeed the President only in absence or disability of the President and exercise the powers of the President for no longer than the existing remaining term of the President. The Vice President shall perform such other duties as may be assigned by the President.

#### Section 7. Immediate Past President

The Immediate Past President shall chair the Nominations and Awards Council. The Immediate Past President shall perform such other duties as may be assigned by the President.

#### Section 8. Secretary

The Secretary shall:

- (a) Chair the Constitution and Bylaws Council.
- (b) Keep an accurate record of the proceedings of the meetings of the Society and the Board.
- (c) Ensure records, documents, and correspondence are preserved.
- (d) Advise the Board on parliamentary procedure in the conduct of its meetings.
- (e) Provide advice on contents of Board policies.
- (f) Perform such other duties as may be assigned by the President.

#### Section 9. Treasurer

The Treasurer shall:

- a) Chair the Finance Council.
- b) Provide direction on the financial stewardship of the Society.
- c) Report on the financial state of the organization at the Annual Meeting of the Society, and at all Board meetings.

#### Section 10. Ineligibility to Serve as/Removal of Officers

The grounds and procedures for making determinations of ineligibility or removal of an officer shall be the same as those set forth for Directors in Chapter II, Section 6 of these Bylaws.

## **Chapter IV Councils and Committees**

#### 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 may have oversight of one or more Committees.
- Councils are Chaired by an elected or ex-officio member of the Board and are composed of members as their charter describes.
  - The Chair of the Executive Council will be assumed by the President.
  - The Chair of the Finance Council will be assumed by the Treasurer.
  - The Chair of the Nomination and Awards Council will be assumed by the Immediate Past President.
  - The Chair of the Public Policy Coordinating Council will be assumed by the President-Elect.
  - The Chair of the Constitution and Bylaws Council will be assumed by the Secretary.
  - The Chair of the Chapters Council will be assumed by an elected member of the Board.
  - The Chair of the Membership Council will be assumed by an elected member of the Board.

## b) Committees

- Committees are structures under Councils that support the Council in carrying out their charge. The Ethics Committee will report to the Board of Directors.
- Committees are composed of members who meet the criteria outlined in the Committee charge.

## 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, with the exception of Region IX (the International Region), should reflect as much as possible contiguous geographic location and uniformity in numbers of members.

Regions of ASAM are as follows:

Region I: NY

Region II: CA

Region III: CT, MA, ME, NH, RI, VT

Region IV: NJ, OH, PA

Region V: DE, DC, GA, MD, NC, SC, VA, WV

Region VI: IA, IL, IN, MI, MN, WI

Region VII: AR, OK, KS, LA, MO, NE, TX

Region VIII: AK, AZ, CO, HI, ID, MT, NM, ND, NV, OR, SD, UT, WA, WY

Region IX: Canada/International

Region X: AL, FL, KY, MS, PR, TN, VI

### Section 2. Creation and Dissolution of Regions

- a) A Region may be a single state or a group of geographically contiguous states, with the exception of Region IX (the International Region) which shall be comprised of individual international physicians

engaged in addiction medicine.

- b) Action to create, dissolve, and modify Regions shall be recommended by the Membership Council 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 three-fourths of the members of the Board eligible to vote is required for approval.

## **Chapter VI Chapters of the Society**

### 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, or U.S. territory, 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 and agrees to and signs the Chapter Affiliation Agreement.

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 of the members of the Board 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 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 or possession, 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 on its letterhead and in legal documents and formal correspondence.

### Section 4. Chapter Charters

Each Chapter shall agree that the Constitution and Bylaws of the Chapter shall not conflict or be inconsistent with the Constitution and Bylaws of ASAM. The Chapter Affiliation agreement will provide guidance on the minimum requirements to ensure conformity of the Constitution and Bylaws between the two organizations.

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. 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

ASAM shall have a 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.

### 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 Chapter VI. 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 one of the following procedures:

- a) Chapter no longer meets the criteria for eligibility:
  1. The Chapter will be sent written notice from the Regional Director and given 6 (six) months to comply.
  2. If compliance is not attained within 6 (six) months, then the Regional Director will introduce a motion that the Board of Directors will vote to suspend the Chapter provisionally. Such action will require an affirmative vote of at least two-thirds of the members of the Board, and the Chapter will be given an additional 6 (six) months to come into compliance.
  3. If the Chapter is unable to meet the minimum eligibility within 12 months [6 (six) months with written notice, 6 (six) months as provisionally suspended], the Regional Director will introduce a motion to the Board of Directors to revoke the Chapter. This motion will require an affirmative vote of at least two-thirds of the members of the Board. A Chapter can be re-established as a new Chapter once the eligibility criteria can be met.
  
- b). Violation of the Society's Constitution and Bylaws:
  1. The Board of Directors review the allegation brought forward by the Executive Council and vote to send written notice to the Chapter President. The notice will specify the grounds upon which the violation is based, and the Chapter will be provided sixty (60) days from the date of such notice to respond and correct any alleged violation.
  
  2. The Secretary will present to the Board of Directors the response of the Chapter and the Board of Directors will determine if the violation has been corrected. If the violation has not been corrected or the Chapter is contesting the allegation, then the Board of Directors will convene a face-to-face meeting between the ASAM Board of the Directors and the Chapter's Executive Committee to review the facts and explore a resolution.
  
  3. After that meeting, the Board of Directors will decide on any actions to be taken. This vote shall require an affirmative vote by at least two-thirds of the members of the Board.

### 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 VII Meetings**

### Section 1. Meetings of the Membership of the Society

- a) There shall be an Annual Meeting of the Society. Notice thereof shall be given to all members 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 two-thirds 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 need to be given.
- d) The presence in person of the lesser of 100 active members or ten (10) percent of all active members, shall constitute a quorum at any meeting for the transaction of business for which that meeting was called.
- 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 need to be given.
- f) Cumulative and proxy voting are expressly prohibited.

### Section 2. Parliamentary Procedure

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

## **Chapter VIII 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 of members of the Board.

### 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 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.

## **Chapter IX Finances of the Society**

#### Section 1. Annual Dues

- a) On the recommendation of the Membership Council and Finance Council, 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 Council 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.

#### 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 Council 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.

#### Section 4. Ruth Fox Memorial Endowment Fund

Investment of the Fund's money is to be determined by the Society's Board and managed by the Finance Council.

#### Section 5. Audit

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

#### Section 6. 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. 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 in any amount.

### **Chapter X Amendments**

Any member of the Board of Directors or any group of at least twenty-five (25) voting members in good standing may propose one or more amendments to the Bylaws. A proposed amendment shall be submitted to the Board of Directors, through the Constitution and Bylaws Council, in written form at least seven (7) days prior to the next regularly scheduled meeting of the Board of Directors and shall require an affirmative vote of at least two-thirds of the Board of Directors for approval.

### **Chapter XI**

#### **Official Communications: Recognition of Electronic Communications, Records and Signatures**

Unless otherwise required by applicable law, if any provision of these Bylaws of the Society requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these Bylaws of the Society requires the signature or written consent or approval of a member, director, or committee member, an electronic signature or authenticated electronic communication satisfies the requirement.

### **Chapter XII**

#### **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 indemnified similarly 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.