

Northern New England Society of Addiction Medicine

CONSTITUTION AND BYLAWS

September 2022

**A Chapter of the American Society of
Addiction Medicine**

Constitution

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Article I Name, Purposes and Organization

Section 1. Name

The name and title of the organization shall be the Northern New England Society of Addiction Medicine, Inc., hereinafter referred to as the Society, and it shall be a chapter of the American Society of Addiction Medicine (ASAM) representing ASAM members living or practicing in Vermont, New Hampshire, and Maine. Its abbreviation shall be NNESAM.

Section 2. Mission, Purposes, and Goals

The Mission of the Society is:

To provide a medium for physicians and associated professionals dedicated to increasing access and improving the quality of addiction treatment, educating physicians, other medical professionals, and the public; supporting research and prevention; and promoting the appropriate role of physicians and associated professionals in the care of patients with addiction.

The **Purposes** of The Society are:

- 2.1 to enable networking with colleagues in addiction medicine
- 2.2 to provide closer liaison between members and the national activities of ASAM.
- 2.3 to provide closer liaison to other physicians, associated professionals and professional societies regarding addiction medicine issues
- 2.4 to increase public awareness in/about the existence and vitality of the physician specialty of addiction medicine
- 2.5 to increase public awareness and address public health issues related to addiction
- 2.6 to promote professionalism in the delivery of services to patients with problems which result from addiction and
- 2.7 to be a resource for state and national public policy issues that affect addiction medicine services and patients with addiction.

The **Goals** of the Society are to provide:

- 2.8 a forum for sharing the ideas and experiences among colleagues in addiction medicine, especially regarding clinical management strategies that are evidence based.
- 2.9 a vehicle for increased professionalism and higher quality

information, prevention, training, and treatment regarding addiction problems.

- 2.10 to demonstrate that caring for those with addiction is the same as caring of persons with others acute and chronic diseases and management should align with this concept
- 2.11 an enhancement of knowledge and attitudes among citizens and institutions about the primary nature of the disease of addiction.
- 2.12 a channel for addiction care providers and advocates to provide input to national standards of care in addiction medicine; and
- 2.13 a channel for addiction care providers and advocates to provide input to health care reform initiatives.
- 2.14 A forum for advocating what is in the best interest of patients taking into consideration best scientific evidence, population health, diversity, equity, and inclusion.

Section 3. Organization

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

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 IV Government of the Society

Part A. Board of Directors

Section 1. Composition

The Board of Directors shall consist of elected Officers of the Society as defined in this Constitution and as further defined in the Bylaws and up to four members at

large.

Section 2. Powers and Duties

Subject to provisions of this Constitution and the 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 and 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.

Part B. Executive Committee

There shall be no Executive Committee, unless later specified by the members as prescribed in the Bylaws, to facilitate the business of the Society.

**Article V
Officers**

Section 1. Composition

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

Section 2. Term of Office

Officers of the Society shall be elected for a term of two years. Upon comple

of the President's term of office, the President-Elect shall assume the office of the 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.

Section 4. Geographic Representation

Officers shall be elected by overall vote of the membership and not on a regional basis. At all times at least one officer of the Society shall live or practice in each of the three states that comprise the Society the Office of President shall pass to a member who lives or works in a different state from the President so that the Office of President is held by a member from each of the three states that comprise the Society in each six-year period. Should no qualified candidate for President meet this geographic diversity requirement, this requirement can be waived by the Board of Directors.

Article VI 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 VII Hearings and Petitions

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

Article VIII 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 Board shall assure the development of an itemized budget stating the proposed expenditures of the Society for the ensuing year.

Section 4. Funds of the Society

The Treasurer shall be responsible for the security of all funds and monies received by the Society. The treasurer shall be responsible for the handling, depositing, and investing of the Society funds as directed by the Board of Directors and defined by the Bylaws. The Treasurer 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.

Section 5. Dispensation of Assets at Dissolution

In the event that this Society should dissolve its corporate status, any and all of its assets shall be remitted to the American Society of Addiction Medicine.

Article IX Seal

The Society may 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 X Amendments

Any member of the Board of Directors or any group of at least 3 (three) active members in good standing may propose one or more amendments to the Constitution. The proposed amendment shall first be submitted to the Board of Directors in written form at ~~least~~ thirty(30) days prior to the next regularly scheduled meeting of the Board of Directors for approval.

Once approved by the Board of Directors, the proposed amendment must be submitted by electronic or paper mail within thirty (30) days to the active members of the Society, 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.

Bylaws

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Chapter I Membership

ASAM shall have unified membership. Members of ASAM National who work or reside in the designated territory of Vermont, New Hampshire and Maine comprising the Northern New England Society of Addiction Medicine shall become a member the Chapter. All members of the Chapter must be members of ASAM National.

Section 1. Eligibility.

Classes and privileges of membership are defined in the ASAM National Bylaws.

Section 2. Suspension or expulsion of a Member.

Loss, suspension, and termination of membership are defined in the ASAM National Bylaws.

Section 3. Relocation of Members.

Membership in the NNE Society of Addiction Medicine is not transferable to another State Chapter of ASAM. However, membership does not preclude simultaneous membership in any other State Chapter of ASAM.

Section 4. Resignation.

Resignations shall be submitted in writing to the Secretary who in turn shall report them to the Board of Directors. All rights and Privileges of membership shall terminate upon resignation or death of the member.

Section 5. Classes of Membership

The classes of membership include active and honorary. The active class consists of the following categories: general, retired, associate, fellows, residents, and students. All members must adhere to the Principle of Medical Ethics of the American Society of Addiction Medicine.

Section 6. Active Members

Active members include MD/DO physicians, retired physicians, medical students, residents and fellows, RN, PhD, psychology, master's in social work, APRN and physician assistants whose dues to ASAM and the Society are current. The following are classes included in Active Membership.

- a. General Members: a general member must hold the degree of Doctor of Medicine or doctor of osteopathy issued by an institution of learning accredited at the time of the issuance of such degree.

- b. Associate Members: an associate member includes those who teach, conduct research, or provide clinical care for people with risk of or have addiction. Associate members may serve as non-voting members on committee. Associate members may not vote in elections or hold elected positions.
- c. Resident/Fellow/students: ASAM and NNESAM recognize physicians in training and students as members. Such members should be in good standing at their respective training institutions and schools. Dues for residents and fellows shall be set by the Board of Directors. Membership for medical students is free.

Section 7. Honorary Members

- a. Honorary membership may be bestowed by the Board of Directors upon a physician or other professional whose eminence is recognized, who has made outstanding contributions to either the clinical, teaching, or research aspects of addiction, and who, by his or her interests and personal concern, has fostered the goals of the Society.
- b. Honorary members shall not hold office or vote, nor shall they be subject to payment of dues.

Section 8. Retired Members

- a. Retired membership may be bestowed by the Board of Directors and in accordance with the criteria established by ASAM.
- a. Retired members shall have voting rights in chapter Society votes and may hold chapter office.
- b. Retired members may serve on chapter committees and may chair chapter committees.
- c. Dues for retired members shall be set by the Board of Directors.

Section 9. Grievances and Right of Review

Each member and each applicant for membership shall be given an opportunity for a review by the Board of Directors, or by a committee which may be designated by the Board of Directors, in the event that he or she is aggrieved by the following types of action taken by the Society: 1) questions involving membership and membership status; 2) controversies arising under the Society's articles, constitution or bylaws; or 3) legal matters involving the Society. Request for such review shall be made with specificity, in writing, and e-mailed to an Officer of the Society within thirty (30) days of the action taken by the Society. The member or applicant shall be entitled to receive a statement in writing by registered mail, return receipt requested, or email, setting forth the basis of the action that elicited the grievance. The grievance process shall proceed according to a written grievance procedure adopted by the Board of Directors or a process that otherwise ensures adequate due process safeguards.

Section 10. Leave of Absence

Announcement of leave of absence shall be submitted to the secretary who shall submit this to the BOD. Leaves may be granted for good a sufficient reason but only to those whose membership dues have been paid in full. A leave of absence shall be granted for no more than one year but may be subject to renewal by request. A member, while on leave of absence, shall be excused from the payment of membership dues. All privileges of membership shall be forfeited during a leave of absence.

Chapter II

Government of the Society

Section 1. Directors

The Officers of the Society and up to FOUR members at large will constitute the Board of Directors.

Section 2. Removal from Board of Directors.

Removal from Board of Directors are defined in the ASAM National Bylaws.

Section 3. Interim Vacancies

Vacancies that occur on the Board of Directors between elections shall be filled by a majority vote of the remaining members of the Board of Directors, and each member so elected shall hold office during the remainder of such unexpired term and until his or her successor is elected and takes office.

Section 4. Terms of Directors

Officers shall be elected to a term of 2 year(s)

Section 5. Meetings of the Board of Directors

- a) **Organizational Meeting:** An organizational meeting of the Board of Directors shall be held within sixty (60) days following each election.
- b) **Regular and Special Meetings:** In addition to any organizational meeting, the Board of Directors shall meet at least two times a year, and more frequently, when necessary, at the call of the President, and in his/her absence, the President-Elect, or at the request of one-half of the members of the Board of Directors. The Board may also conduct its business, including voting, by telephone or by electronic mail.
- c) **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Each act or decision done or made by a majority of the Board members present at a meeting duly called at which a quorum is present shall be regarded as an act of the Board of Directors.

Chapter III Officers

Section 1. Terms of Office.

No member may hold the office of the President or President-Elect for more than one term, successively. Officers shall hold their offices until their successors are elected and assume office. 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 an election of the Board of Directors. In the case of the president, the president-elect will fill that office.

Section 2. Geographic Representation

At all times at least one officer of the Society shall live or practice in each of the three states that comprise the Society. The office of the president shall pass to a member who lives or works in a different state from the president so that the office of the president is held by a member of each of the three states that comprise the society in each six-year period. Should no qualified candidate for president meet this geographic diversity requirement, this requirement can be waived by the board of directors.

Section 3. President.

The President shall be the chief executive officer of the Society and serve as Chairperson of the Board of Directors. The President 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 of Directors.

Section 4. President Elect

The President-elect in the absence of or disability of the President. The President-elect shall perform such other duties as may be assigned by the President of Board of Directors.

Section 5. Immediate Past President

The Immediate Past-President shall undertake and perform duties as may be assigned by the President and as agreed to by the immediate past president.
The IPP also serves as the Society's representative to the State Chapters Committee of ASAM.

Section 6. Secretary

The secretary shall:

- a) Keep an accurate record of the proceedings of the meetings of the Society and the Board of Directors; preserve records, documents and correspondence, cause notice to be given of elections and of meetings of the Society and of the Board of Directors; and perform all other duties incident to the office of the Secretary.
- b) 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.
- c) The Secretary will submit the list of nominees at least 90 days prior to

the Annual meeting to all active members entitled to vote for the nominees at their addresses on file in the Society's headquarters office.

Section 7. Treasurer

- a) The Treasurer shall be the custodian of the Society's funds. The Treasurer shall deposit these funds in the Society's name, following the guidelines of the Bylaws and the Board of Directors, shall recommend. The Treasurer shall dispense funds as authorized by the Board of Directors. The Treasurer shall report an accurate account of all transactions at the Annual meeting of the Society, and at all Board of Directors meetings.
- b) The Treasurer shall provide to the Board of Directors an audited financial statement or review by an independent public accountant annually.

Section 8. 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 legal 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 of Directors. The provisions of this Section shall be applicable to action or proceedings commenced after the adoption hereof, whether arising from the 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 Committees

Section 1. Standing Committees

The Standing Committees function under and at the pleasure of the President and Board of Directors and shall report thereto. There shall be such other standing Committees as the Board of Directors may establish. The Chairperson of all standing Committees shall serve two years, or at the pleasure of the President or Board of Directors and shall be appointed by the President and approved by the Board of Directors. The Members of all Committees shall be appointed by Chairperson of the committee. Committee members shall be approved by the Board of Directors. The recommendations of all Committees shall be presented to the Board of Directors for action.

Section 2. Ad Hoc Committees

The President may select and appoint a chair and members of Ad-hoc Committees, subject to approval of the Board of Directors. Ad-hoc Committees shall continue at the pleasure of the President and only so long as the reason for the establishment of the Committee remains.

Chapter V Elections

Section 1. Dates and Eligibility.

- a) Officers shall be elected upon Chapter inception and every two years thereafter.
- b) Only active members of the Society with the exception of Student Members, are eligible to be elected Officers or Directors.

Section 2. Nominations.

- a) For the initial election, only, Chapter members present for the Organization Meeting shall serve as the Nominating committee and ask for nominations from the Chapter members present. The committee will prepare ballots for Officers/Directors and proceed with elections as in Section 3.
- b) For future elections, nominations for Officer/Directors may be made upon petition of at least 3 and up to six (6) active members.
- c) Notwithstanding nominations received in accordance with section 2 (b), the Board shall select nominees for Officers at least 90 days prior to the Annual Meeting of the year in which the elections are to be held.

Section 3. Balloting.

- a) The Secretary will submit the list of nominees at least 60 days prior to the Annual meeting to all active members entitled to vote for the nominees at their physical or email addresses on file in the Society's headquarters office.
- b) Candidates obtaining a plurality of votes from ballots received at the Society's Office at least 15 days prior to the Annual Meeting will be deemed elected to their respective positions. In the case of a tie between 2 or more candidates receiving the most votes, the President shall designate one of the candidates as elected

Chapter VI Meetings

Section 1. Meetings of the Membership of the Society

- a) There shall be an Annual Meeting of the Society. The time and place of such Annual Meeting shall be determined by the Board of Directors and communicated to all members at 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 the Board of Directors, or by a majority of the Society. Notice of a special meeting shall be made in the same manner as for the Annual Meeting, except that the notice shall be mailed no later than fifteen (15) days prior to such special meeting. The
- d) notice of any special meeting shall specify the time, place, and the general nature of the business to be transacted. No notice to other than active members need to be given.
- e) The presence of at least 10% active members or 15 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.
- f) In the absence of a quorum, no business may be transacted at any meeting. However, 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. 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.
- g) Cumulative and proxy voting is expressly prohibited.
- h) A complete list of the members entitled to vote at the Annual Meeting, with 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 meeting for inspection by any member.

Section 2. Parliamentary Procedure

All deliberations of the Society, its Board of Directors, and its Committees shall be

governed by parliamentary usage as interpreted by the current edition of Robert's Rules of Order, when not in conflict with the Constitution and Bylaws of this Society.

Chapter VII Relations with the Public

No member of the Society shall make public statements in the name of the Society without prior consent of the Board of Directors. 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.

Chapter VIII Finances of the Society

Section 1. Annual Dues.

- a) The Board of Directors 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.

Section 2. Other Sources of Revenue.

Funds may be raised by the Society by:

- 2.1) publications of the Society,
- 2.2) voluntary contributions including bequests, legacies, and gifts
- 2.3) solicited unrestricted funds from relevant corporations and organizations in support of NNESAM mission
- 2.4) special assessment levied by the BOD
- 2.5) income from conference fees and other programs and meetings.

Section 3. 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 of Directors to carry out the objectives and purposes of the Society.

Any salary-type compensation paid to members of the Board of Directors must be approved in advance by a $\frac{3}{4}$ vote of the Society membership.

Section 4. Audit.

The Treasurer shall provide to the Board of Directors an audited financial statement or review by an independent public accountant every three years.

Section 5. Contracts.

The Board of Directors, 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 of Directors, no officer, agent, or member shall have 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 IX
Amendments**

Any member of the Board of Directors or any group of 6 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 of Directors for approval. An amendment will be approved upon the affirmative vote of two-thirds of the members of the Board of Directors 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.

**Chapter X
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.