

# **Georgia Society of Addiction Medicine**

## **CONSTITUTION & Bylaws**

**5/01/2022**

**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 Georgia Society of Addiction Medicine, Inc., hereinafter referred to as the Chapter, and it shall be a chapter of the American Society of Addiction Medicine. Its abbreviation shall be G S A M.

Section 2. Mission, Purposes, and Goals

The Mission of the Chapter 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 in the care of patients with addiction.

The Purposes of The Chapter 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 in/about problems 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 physician resource for state and national public policy issues that affect addiction medicine services and patients with addiction.

The Goals of the Chapter are to provide:

- 2.8 a forum for sharing the ideas between addictionologists, especially regarding clinical management strategies and strategies for interfacing with managed care organizations;
- 2.9 a vehicle for increased professionalism and higher quality information, prevention, training, and treatment regarding addiction problems;

- 2.10 an enhancement of knowledge and attitudes among citizens and institutions about the primary nature of the disease of addiction;
- 2.11 a channel for GSAM input into national standards of care in addiction medicine; and
- 2.12 a channel for GSAM input into health care reform initiatives.

### Section 3. Organization

The Chapter 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 Chapter 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 Government of the Chapter**

### Part A. Board of Directors

#### Section 1. Composition

The Board of Directors shall consist of elected Officers of the Chapter as defined in this Constitution and as further defined in the Bylaws.

#### 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 IV Officers**

### **Section 1. Composition**

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

### **Section 2. Term of Office**

Officers of the Chapter 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 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.

## **Article V 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 VI**  
**Hearings and Petitions**

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

**Article VII**  
**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 Chapter**

The Treasurer shall be responsible for the security of all funds and monies received by the Chapter. The treasurer shall be responsible for the handling and depositing of the Chapter 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 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 X Amendments**

Any member of the Board of Directors or any group of at least ten (10) 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 sixty (60) 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 mail within thirty (30) days to the active members of the Society, at their addresses on file at the Chapter office, 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 Georgia 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 Georgia 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.**

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

## **Chapter II Government of the Society**

### **Section 1. Directors**

The Officers of the Chapter 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 two (2) years.

#### Section 5. Meetings of the Board of Directors

- IX.a Organizational Meeting: An organizational meeting of the Board of Directors shall be held within sixty (60) days following each election.
- IX.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, email or video conference.
- IX.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 (1) 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.

#### Section 2. President.

The President shall be the chief executive officer of the Chapter 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 Chapter, and shall perform such other duties as may be prescribed by the Bylaws and the Board of Directors.

#### Section 3. Immediate Past-President.

The Immediate Past-President shall undertake and perform duties as may be assigned by the President.

#### Section 4. Secretary

The secretary shall:

- a Keep an accurate record of the proceedings of the meetings of the Chapter and the Board of Directors; preserve records, documents and correspondence, cause notice to be given of elections and of meetings of the Chapter 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 Chapter and shall be available to all members. The Secretary shall have the list present at all membership meetings for inspection by any member.

#### Section 5. Treasurer

- a The Treasurer shall be the custodian of the Chapter's funds. The Treasurer shall deposit these funds in the Chapter'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 Chapter, 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 every three (3) years.

#### Section 6. 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 Chapter or to another organization at the Chapter'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 (2) 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 the President. Committee members shall be approved by the Board of Directors. The recommendations of all Committees shall be presented to the Board of Directors for approval.

### Section 2. The following are the standing committees and their charges.

#### Executive Committees

(a) The Executive Committee shall consist of the President, President-Elect, Immediate Past-President, Secretary and Treasurer, and one (1) Director appointed by and from the Board of Directors, as delineated in the Constitution and will be constituted at the Organizational Meeting of the Board of Directors following the election of officers. The representative from the Board of Directors shall not also serve as an elected officer of the organization. The Executive Committee shall act for the Board of Directors as necessary between meetings of the Board.

(b) The Executive Committee shall meet on call of the President or at the request of the Board of Directors. It may conduct all the business of the Board except it may not approve proposed additions, deletions, or changes to the Constitution or the Bylaws of the Chapter, or members, or the Board of Directors. Actions must be affirmed by the Board of Directors at its next meeting. The Executive Committee may conduct its business including voting, by telephone, email or video conference.

#### Public and Legislative Committee

The Public and Legislative Affairs Committee shall represent the interest of the Chapter and the field of Addiction Medicine to the public and the State Legislature. This Committee shall also serve as a resource to the Board of Directors for matters that relate to public relations and legislative affairs.

#### Nominating Committee

The Nominating Committee shall consist of the Immediate Past President as Chair and three (3) members of the Board of Directors and appointed by the President and approved by the Board of Directors. The Committee shall be charged with preparing a list of candidates for Officers of the Chapter and for the Board of Directors, in accordance with the provisions of Chapter VI of these Bylaws.

## **Chapter V Elections**

### Section 1. Dates and Eligibility.

- a Officers shall be elected upon Chapter inception and every two (2) 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 six (6) active members.
- c Notwithstanding nominations received in accordance with section 2 (b),
- d The Nominating Committee shall select nominees for Officers and Directors 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 sixty (60) days prior to the Annual meeting to all active members entitled to vote for the nominees at their addresses on file in the Chapters headquarters office.
- b Candidates obtaining a plurality of votes from ballots received at the Chapters Office at least fifteen (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 Chapter

- a There shall be an Annual Meeting of the Chapter. 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 Chapter 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 Chapter 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 Chapter. 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 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 needs to be given.
- d The presence of at least 5% of active members 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 In the absence of a quorum, no business may be transacted at any meeting. However, any meeting of the Chapter, 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 needs to be given.
- f Cumulative and proxy voting is expressly prohibited.
- g 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 Chapter 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 Chapter by:

- 2.1 publications of the Chapter,
- 2.2 voluntary contributions including bequests, legacies, and gifts
- 2.4) income from conference fees and other programs and meetings.

### Section 3. Use of Funds.

All of the income, revenue and earnings of the Chapter 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 Chapter. 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 Chapter membership.

### Section 4. Audit.

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

### 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 Chapter, and such authority may be general or confined to specific instances. Such a contract shall first be reviewed by the Finance Committee.

Unless authorized by the Board of Directors, no officer, agent, or member shall have power or authority to bind the Chapter 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 fifteen (15) 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 Chapter 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 Chapter 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.