

New York Society of Addiction Medicine (NYSAM)

CONSTITUTION AND BYLAWS

October 2022

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

NYSAM Constitution

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Article I: Name, Purposes and Organization

Section 1. Name

The name and title of the organization shall be the New York Society of Addiction Medicine, Inc., hereinafter referred to as the Society, and it shall be a chapter of the American Society of Addiction Medicine. Its abbreviation shall be NYSAM.

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, medical students, residents, fellows, and the public; supporting research and prevention; and promoting the appropriate role of physicians in the care of patients with addiction in New York State.

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 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 Society are to provide:

- 2.8 a forum for sharing the ideas between addictionists, 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_____input into national standards of care in addiction medicine; and
- 2.12 a channel for____input into health care reform initiatives.

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 III: 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.

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

Section 2. Term of Office

Officers of the Society shall be elected for a term of two 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 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 VIII: Amendments

Any member of the Board of Directors or any group of at least five (5) 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 (by email is acceptable) 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 email within thirty (30) days to the active members of the Society, at their email addresses on file at the Society's 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 email vote in the affirmative.

NYSAM Bylaws

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Chapter I NYSAM Membership

ASAM shall have unified membership. Members of ASAM National who work or reside in the designated territory of New York Society of Addiction Medicine (NYSAM) shall become a member of 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.

SubSection 1. Eligibility

All members in good standing with the American Society of Addiction Medicine (ASAM) are required to be a member of a state chapter, such as NYSAM. NYSAM dues will be determined by a majority vote of the NYSAM Board of Directors and will be consistent with the ASAM Constitution & Bylaws. NYSAM dues will be established with the advice and consent of ASAM Board and staff members.

SubSection 2. Classes

The classes of membership are Active, Honorary, Retired, and any additional classes added by ASAM. The active class shall consist of seven categories: 1) Regular Members, 2) International Members 3) Early Career Members 4) Resident Members (this category of membership includes Physicians in Fellowship Training), 5) Student Members, 6) Associate Members, and 7) Provisional Members.

All members must adhere to the [ASAM Public Policy Statement on Medical Ethics with Annotations Applicable to Addiction Medicine](#).

SubSection 3. Active Members

Active members are doctors of medicine, or doctors of osteopathy or students of these professions. Active members shall pay dues as determined by the Board of Directors for each category of active membership. Active members other than students in good standing are entitled to vote, hold office, and chair committees. Medical students, residents, and fellow members may not hold office.

1) Regular Members: Regular members shall be members who are licensed to practice allopathic or osteopathic medicine in the United States*.

2) International Members: International members shall be members who reside or work outside the United States or its territories. International members shall maintain valid medical licenses in their country or province*.

*License verification for regular and international members include ASAM staff reviewing the status of an applicant's license with the state medical board or international medical registry or board for applicants.

3) Early Career Members: Two years post completion of training– ASAM's definition of early career member: Early Career Physician members are 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.

4) Resident Members: A resident or fellow serving in an approved hospital or fellowship program shall be eligible for this category (if he or she meets the criteria for regular membership) but only as long as he or she serves in said hospital or fellowship program.

5) Student Members: Students enrolled, and in good standing, in formally accredited allopathic or osteopathic medical schools, shall be eligible for student membership.

6) Associate members: see Chapter I, Section 10.

7) Provisional Members: 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 the license. Special dues may be set for this type of membership.

SubSection 4. Honorary Members

Honorary membership may be bestowed by the Board of Directors upon a physician, or other professional, whose eminence is recognized and who has made outstanding contributions to either the clinical, teaching, or research aspects of addiction medicine, and who, by his or her interest and personal concern, has fostered the goals of NYSAM.

Honorary members shall not have the right to hold office or to be voting members. They shall not be subject to payment of dues.

SubSection 5. Retired Members

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 membership may be bestowed upon an individual at the discretion of the Board of Directors and in accordance with eligibility criteria established by ASAM. Retired members may vote in NYSAM statewide elections, but they may not hold office in NYSAM. Retired members may serve on and vote within committees but may not chair committees.

Dues for retired members shall be set by the Board of Directors.

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 NYSAM is not transferable to another State Chapter of ASAM; however, membership in NYSAM 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: Governance of NYSAM

Section 1. Directors

The President, President-Elect, Secretary, Treasurer, Immediate Past-President, the Regional Director to ASAM, (2) Members-at-Large, an Early Career Physician, and Chairs of the Standing Committees (Nominating, Membership, Education and Program, Communications, Public Policy, Finance: Treasurer is Chair of the Finance Committee, and Medical Students/Residents/Fellows) will constitute the NYSAM Board of Directors.

Section 2. Removal from Board of Directors

A Director, who is absent without cause from three (3) consecutive regular meetings of the Board of Directors, shall forfeit his or her seat by majority vote of the Board of Directors. "Cause" includes illness, absence from the country, and other grounds acceptable to the Board of Directors. A Director may be removed from the Board of Directors for other reasons by a two-thirds vote of the Board of Directors of NYSAM. The removed director will be informed by mail. Consideration will be given for emergency scheduling, work situations, or other extenuating circumstances (e.g., pandemic, etc.). A BOD member may appeal his/her removal. A two-thirds vote of the BOD members of NYSAM is required to reinstate the removed BOD member.

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. The President will put forward a candidate's name and the BOD will vote on their candidacy.

Section 4. Meetings of the Board of Directors

The Board of Directors shall meet at a minimum quarterly, but preferably monthly. The BOD will meet more frequently as necessary, at the call of the President, and in his or her absence, the President-Elect, or at the request of one half of the members of the Board of Directors. General NYSAM membership meetings should ideally be held quarterly. The board may conduct its business, including voting, in face-to-face meetings, in virtual meetings, by telephone, regular mail, email, electronic communications, or any combination thereof.

Any special meetings will be announced at least seven days in advance. If a vote is required by the general membership such as for BOD member elections, the meeting will be announced thirty days in advance.

Quorum: A majority of the Board of Directors shall constitute a quorum (requires 50% of the BOD membership to be present) for the transaction of business, with the exceptions noted in other sections of these Bylaws. Each act or decision, done or made, by a majority of the Board of Directors present at a meeting duly called at which a quorum is present, shall be regarded as an act of the Board of Directors. To pass changes to the Bylaws or adopt public policy, two-thirds of the BOD membership must vote to do so.

Chapter III: NYSAM Officers and Directors

The Board of Directors should be representative of the NYSAM membership with an aim to be inclusive and diverse. All efforts should be made to have diverse representation of gender, race/ethnicity (BIPOC), sexual orientation/identity (LGTBQ+), and region among BOD membership.

Section 1. Officers

The Officers of the BOD include the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. The Officers comprise the Executive Committee.

Section 2. Terms of Office

No officer may hold an office or committee chair position for more than two terms successively. Officers shall hold their offices until their elected successors assume office. Board members who have previously held office or committee chair positions prior to the revision of these Bylaws, may serve one additional term of two years maximum (**a total of six years maximum**). 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 nomination by the NYSAM President and with approval of 50% or more of the BOD except that the office of President shall be filled by the President-Elect. In this circumstance, the office of President-Elect shall be appointed temporarily by the President, with approval of 50% or more of the BOD, for a term of not more than six months, until an election for the position can be held with the NYSAM general membership. The individual appointed should be an individual already on the BOD. The nominating committee should work to create a slate for the President-Elect office as soon as possible.

Section 3. President

The President shall be the Chief Executive Officer of NYSAM and serve as Chairperson of the Board of Directors. The President shall serve ex-officio as a member of all committees, shall preside at meetings of NYSAM and the ASAM Chapters Council. The President's duties also include facilitating the BOD meetings, developing the agenda for the BOD meetings, liaising with the BOD committees, appointing the committee Chairs, engaging with other entities, appointing ad hoc committees, and engaging with ASAM and other public entities. The President shall perform such duties as may be prescribed by the Bylaws and the Board of Directors. The President may appoint another BOD member to liaise with outside entities as needed.

Section 4. President-Elect

The President-Elect, in the absence or disability of the President, shall exercise the powers of the President. The President-Elect shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect assists with the President in implementing strategic planning for the BOD and assists in liaising with the committees.

Section 5. Immediate Past-President

The Immediate Past-President shall undertake and perform duties as may be assigned by the President, advise the President on BOD precedent and the relationship with ASAM, and shall be Chair of the Nominating Committee.

In the circumstance that the Immediate Past President cannot fulfill their role, the role of Chair of the Nominating Committee shall be appointed for the duration of the term by the President with approval of 50% or more of the BOD. The individual appointed should be an individual already on the BOD.

Section 6. Secretary

The duties of Secretary shall include the following in conjunction with the Executive Director: arrange, schedule, and send notice of board meetings, keep an accurate record of the proceedings of the meetings of NYSAM and the NYSAM BOD; preserve records, documents, and correspondence; cause notice to be given of elections, meetings of NYSAM, and meetings of the BOD; and perform all other duties incident to the office of Secretary or oversee staff in the exercise thereof.

The Secretary shall also ensure that a complete list of the members entitled to vote at the annual meeting, with the address of record for each member is prepared and accurate. This list should be available at all NYSAM meetings and should be filed in the administrative support's corporate office or cloud-based electronic storage system.

In the circumstance that the Secretary cannot fulfill their role, the office of Secretary shall be appointed for the duration of the term by the President with approval of 50% or more of the BOD. The individual appointed should be an individual already on the BOD.

Section 7. Treasurer

The Treasurer shall be the custodian of NYSAM's funds. The treasurer will work with the NYSAM accountant to oversee that NYSAM follows all federal tax filing requirements. The Treasurer or individual designated by the BOD, in conjunction with the NYSAM accountant or NYSAM administrative support staff, shall deposit these funds in the NYSAM name in such depositories as the Finance Committee following the guidelines of the Bylaws and BOD, shall recommend. The Treasurer, or individual designated by the BOD, shall dispense funds as authorized by the BOD. The Treasurer shall report an accurate account of the financial standing of NYSAM at the annual meeting of NYSAM, and at least quarterly at BOD meetings. The Treasurer shall provide to the BOD an annual financial statement, at the request of the BOD. The Treasurer shall Chair the Finance Committee.

In the circumstance that the Treasurer cannot fulfill their role, the office of Treasurer shall be appointed for the duration of the term by the President with approval of 50% or more of the BOD. The individual appointed should be an individual already on the BOD.

Section 8. Region I (NYS) Director to the ASAM BOD

The Region I Director, representing NYS, to the ASAM National BOD, shall be elected according to processes outlined by the ASAM BOD Bylaws. The Region I Director shall

have a seat on the NYSAM BOD for the duration of their term on the ASAM BOD (4 years) to facilitate as a liaison between NYSAM members, the NYSAM BOD, and the ASAM BOD.

Section 9. Members-at-Large

Members-at-Large may be assigned duties and responsibilities by the President.

Section 10. Indemnification of Directors, Officers, and Others

Directors and Officers of NYSAM 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 NYSAM, or to another organization at NYSAM's request. Persons who are not Board of Directors members or officers of NYSAM may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provision of this section shall be applicable to actions or proceedings commenced after the adoption herein, whether arising from acts or omissions occurring before or after the adoption herein, and to persons who have ceased to be Board of Directors members, officers or employees, and shall inure to the benefit of their descendants, executors, and administrators.

Chapter IV: NYSAM Committees

Section 1. Standing Committees

Standing Committees function under and at the pleasure of the President and the Board of Directors of NYSAM and shall report to them. NYSAM Standing Committees shall include: Nominating, Membership, Education and Program, Public Policy, Finance, Communications, and Medical Students/Residents/Fellows. Other committees may be established on an ad-hoc basis by the Board of Directors.

The Chairperson of all Standing Committees shall be appointed by the President, unless otherwise indicated in these Bylaws, and approved by the Board of Directors. Standing Committee Chairs serve at the pleasure of the President.

The membership of all committees shall be diverse and comprised of NYSAM members who volunteer and are approved by the Chairperson of the respective Committee. Membership in committees should be open to all NYSAM members every two years. Members of a Committee can serve for up to five years. Upon the completion of their five-year term, additional Committee membership for up to five years can be continued at the discretion of the Committee Chair and the NYSAM President. Any NYSAM member or board member may not serve on more than two committees.

The recommendations of all Committees shall be presented to the Board of Directors of NYSAM for action.

Section 2. Nominating Committee

The Nominating Committee, chaired by the Immediate Past-President, shall be charged with preparing a slate of candidates for Officers of NYSAM in accordance with provisions of Chapter VI of these Bylaws. The slate should be representative of NYSAM's diverse

membership. No member of the Committee may nominate him/herself, and any Nominating Committee member who is nominated for a position within NYSAM must withdraw from voting for that position.

Section 3. Membership Committee

Collaborating with the ASAM Membership Committee and ASAM staff, the NYSAM Membership Committee will ensure that all NYSAM members are members in good standing with ASAM. The Membership Committee shall ensure that all membership categories are consistent with those of ASAM and that all New York State ASAM members are included on the NYSAM roster of members. The Committee also will recommend to the Board of Directors strategies for member recruitment and retention, to increase NYSAM membership. The Committee has responsibility to welcome new members, and to follow up with persons who do not renew their membership.

Section 4. Education and Program Committee

The Education and Program Committee will be responsible for educational programs for NYSAM. The Committee will develop and implement a plan to enlighten and inform physicians and other medical personnel, addiction professionals, and the general public about issues related to addictive disorders and addiction medicine. The Education and Program Committee shall address the needs of NYSAM membership related to continuing medical education and shall plan such conferences and educational events as may be beneficial to the membership and other interested parties.

Section 5. Public Policy Committee

The Public Policy Committee will be responsible for identifying policy issues pertinent to addiction medicine, developing proposed positions on those issues, making recommendations to the Board for advocacy, and meeting with government and other regulatory bodies in order to implement public policy positions. The Public Policy Committee will also work to establish and maintain regular communication with government and regulatory bodies to assist in implementing policy positions. When two people co-chair the committee, each co-chair will have equal status to determine the policy positions that NYSAM pursues. All Public Policy statements must be in line with ASAM public policy. If ASAM does not have a policy statement, NYSAM will reach out to ASAM for counsel. All public policy positions must be written in collaboration with members of the public policy committee. All policy positions approved by the Public Policy Committee require the approval of two-thirds of the members of the Board to be adopted and implemented.

Section 6. Finance Committee

The Finance Committee will be chaired by the Treasurer, and comprised of Board members who volunteer, or are assigned by the President. The Finance Committee has responsibility for periodic review of NYSAM fiscal policies and procedures, monitoring of fiscal management, and monitoring of NYSAM's fiscal health. The Finance Committee reports its activities and findings to the President and Board regularly at meetings of the Board of Directors.

Section 7. Communications Committee

The Communications Committee shall be responsible for the development and oversight of communications to the membership, including but not limited to newsletters, website content, use of the NYSAM listserv, and any other communications deemed necessary, or desirable, by the Board. Such duties may also be implemented by NYSAM staff under the guidance of the Communications Committee.

Section 8. Medical Students/Residents/Fellows Committee

The Medical Students/Residents/Fellows Committee shall be responsible for the development of educational programs and student/resident/fellow membership programs, that are suitable for NYSAM medical student/resident/fellow members. These activities will be done in conjunction with the Education and Program Committee, Public Policy Committee, and the Membership Committee, as applicable. This committee will disseminate NYSAM communications and publicize NYSAM events to medical student/residents/fellows in NYS. The Chair of the Medical Students/Residents/Fellows Committee will be chaired by a Medical Student, Resident or Fellow as appointed by the President and approved by the Board.

Section 9. Executive Committee

The Executive Committee acts on behalf of the Board when Board action is required but the Board is not scheduled to meet or is unable to meet in the required timeframe. The Executive Committee is made up of the Officers of the Board (President, President-elect, Secretary, Treasurer, Immediate Past President) and is chaired and convened by the President. Deliberations and actions of the Executive Committee will be reported to the Board at the Board's next scheduled meeting. The Executive Committee is convened by the President or President-elect only if a decision is required between regularly scheduled Board of Directors meetings.

Chapter V: NYSAM Regions

NYSAM is a statewide Society with no specified regional structure. NYSAM encourages regional collegiality and local events.

Chapter VI: NYSAM Elections

Section 1. Dates and Eligibility

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

Section 2. Nominations

The Nominating Committee, chaired by the Immediate Past President, shall develop a slate of Officers (including President-Elect, Secretary, and Treasurer) for the NYSAM Board of Directors. The Nominating Committee will evaluate the inclusivity and diversity of all nominations prior to approval. The Nominating Committee shall prepare ballots for

Officers and At-Large BOD Members. For Officers, the Nominating Committee will submit a slate of candidates for voting purposes. For At-Large BOD Members, the Nominating Committee shall submit a slate of, at a minimum, three candidates for each At-Large BOD Member position. The slate of candidates will be vetted for their qualifications and then submitted to a vote to the general membership, and Elections will then proceed as in Chapter VI, Section 3. Nominations presented by the Nominating Committee are subject to majority approval by the Board of Directors. All nominations must be open to the general membership within thirty days of the NYSAM Annual Meeting. The general membership will be notified by electronic communication and a posting on the NYSAM website of all open positions.

If the NYSAM Annual Meeting does not occur as scheduled or is postponed due to an emergency or other unforeseen circumstances, the same procedure as above will occur on a different date.

For the Regional Director to ASAM position, all candidates will be vetted initially by the Nominating Committee, then the slate will be submitted to the Board of Directors in its entirety for a majority vote. A minimum of two candidates will be submitted to ASAM for election.

Section 3. Balloting

The Secretary or the Communications Chair or their designee will send via email and post on the NYSAM website the slate of nominees at least 30 (thirty) days prior to the Annual Meeting to all active members eligible to vote in NYSAM's election of Officers. The list of members eligible to vote along with their email addresses will be on file with NYSAM's administrative support.

The election shall take place one week prior to the NYSAM Annual Meeting via electronic voting. The slate of nominees shall be announced by the Immediate Past President, or a designated member of the Nominating Committee.

Candidates obtaining a majority of votes from ballots cast electronically prior to the Annual Meeting will be deemed elected to their respective positions. In the case of a tie vote between two or more candidates, the BOD by majority, shall cast a deciding vote. If the NYSAM Annual Meeting does not occur as scheduled or is postponed due to an emergency or other unforeseen circumstances, the same procedure as above will occur on a different date.

Chapter VII: NYSAM Meetings

Section 1. Meetings of the Membership of NYSAM

- a) There shall be an Annual Business Meeting (coupled with the Annual Scientific and Treatment Meetings) and quarterly general membership meetings of NYSAM. The time and place of such meetings shall be decided by the Board of Directors. A written notice for these meetings shall be sent to all members by email and posted on the NYSAM website. All notices shall be sent not less than 30 (thirty) days prior to each meeting.
- b) The Annual Meeting and the quarterly general membership meetings shall be chaired by the President or President-Elect of NYSAM and shall be for the purpose of disseminating information to the membership and soliciting feedback from the members, promoting membership engagement, and conducting any other

necessary business.

- c) A special meeting of the members for any purpose may be called at any time by the President, by a majority of the Board of Directors, or by 10 (ten) percent of the active members of NYSAM. Notice of a special meeting shall be made in the same manner as for the other meetings, except that the notice shall be emailed and posted no later than 15 (fifteen) days prior to such special meeting. The notice of any special meeting shall specify, in addition to the time and place, the general nature of the business to be transacted. No notice to other than active members needs to be given.
- d) Members may attend virtually or in person, when applicable. To conduct business that requires a vote, a majority of BOD officers must be present.
- e) The presence (in person or virtually) of the least 5 (five) percent of all active members shall constitute a quorum at any meeting for the transaction of the business for which the 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 NYSAM, whether a quorum exists, may be adjourned from time to time by the vote of a majority of the members present (in person or virtually) and voting. If a meeting is adjourned, the members will be advised of the rescheduled meeting with thirty-day notice. No notice to other than active members needs 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, BOD meetings, and all general membership meetings shall be prepared by the Secretary and filed with the NYSAM administrative support team and shall be available to all members upon request. The Secretary shall have the list present at all membership meetings for inspection by any member upon request.

Section 2. Parliamentary Procedure

All deliberations of NYSAM, its Board of Directors, and its Committees shall be governed by Parliamentary procedures as guided by the current edition of *Robert's Rules of Order*.

The President shall choose a BOD parliamentarian to oversee procedure at meetings. This shall be the Secretary or a designee by the President. The designee, if not the Secretary, is a non-voting member of the BOD.

Chapter VIII: NYSAM Relations with the Public

Section 1. Board Approval of Public Policy Statements

Official public policy statements shall be approved by an affirmative vote of two-thirds of the members of the NYSAM BOD. To ensure that NYSAM public policy statements are in concert with current ASAM policy, NYSAM will, prior to issuing its public policy statements, follow prescribed ASAM procedures (send a copy of the statement to the ASAM Executive Vice President, Public Policy Committee Chair, and the Regional Director, to be placed on the President's weekly conference call agenda). The Chapter President, Chair of the ASAM Public Policy Committee and the Regional Director will participate in the conference call discussion and make a decision). The same process must occur even if ASAM has not

taken a public policy position or released a public policy statement on an issue as ASAM already may have taken a particular legislative position on a specific topic for which there is no public policy statement.

Section 2. Public Statements in the Name of NYSAM

No member of NYSAM shall make public statements in the name of NYSAM, 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 NYSAM.

Chapter IX: NYSAM Finances

Section 1. Annual Dues

On the recommendations of the Finance Committee, 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. Dues shall be reviewed annually for possible adjustment.

Section 2. Other Sources of Revenue for NYSAM

- Publications for NYSAM
- Voluntary contributions, including bequests, legacies, and gifts
- Income from conference fees, programs, or other meetings
- Government contracts and grants
- Other means approved by the Board and aligned with ASAM State Chapter Policy.

Section 3. Use of Funds

All of the income, revenue and earnings of NYSAM 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 NYSAM, and without profit directly or indirectly to any member or officer of NYSAM; however, agents, contractors, and representatives of NYSAM who may be selected and appointed from the members of the Board of Directors may be paid such reasonable salaries or other compensation as independent contractors as the Board of Directors shall, from time to time, determine.

Section 4. Audit

The Treasurer shall provide to the Board of Directors an audited financial statement, as required by New York State law or requested by the Board.

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, NYSAM. 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 any power or authority to bind NYSAM by any contract or engagement, or to pledge NYSAM's credit, or to render

NYSAM liable for any purpose, or to any amount or obligation.

Section 6. Dispensation of Assets at Dissolution

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

Chapter X: NYSAM Amendments

Any member of the Board of Directors or any five 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 their review. With an affirmative vote of two-thirds of the members of the Board of Directors at any duly constituted NYSAM Board Meeting, proposed amendments will be approved. After a bylaws amendment is approved, the amendment will be sent to the NYSAM general membership for a thirty-day comment period. The Board of Directors will then vote whether to reaffirm its initial vote in consideration of the comments received from NSYAM general membership during the comment period.

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.

