

BYLAWS
of
CALIFORNIA SOCIETY OF ADDICTION MEDICINE

[Approved by CSAM Membership Vote August 26, 2017]

ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01. *Name* . The name of the Society is California Society of Addiction Medicine (“CSAM”), a California nonprofit public benefit corporation.
- 1.02. *Principal Office* . The Board of Directors ("Board") shall determine the location of the principal office of the Chapter.
- 1.03. *Purpose*. The specific purpose of the Chapter is to advance the treatment of substance use disorders through education of physicians, physicians-in-training, and other health professionals. Additionally, the Chapter promotes research, prevention, and implementation of evidence-based treatment.
- 1.04. *Restrictions* . All policies and activities of the Chapter shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Chapter is organized and operated, and applicable tax-exemption requirements.

ARTICLE II.A

Members

- 2.01. *Classes of members*. Classes of members in CSAM are: charter members; active members; medical student members; members who are physicians in training; retired members and honorary members.
- 2.02. *Qualifications for membership*. To be eligible for active membership, an applicant must hold an M.D. or D.O. degree; be licensed and be in good standing with the licensing agency; be of ethical character and be in good standing in his/her professional community.
- 2.03.1 *Admission procedure*. To be considered for membership, a physician will submit a completed application to the American Society of Addiction Medicine (ASAM) with sufficient information to verify that he/she meets the qualifications for membership and will pay all applicable dues for both ASAM and CSAM. Membership in both organizations is required.

Letters of recommendation from specified physician(s) and such other documents as may be requested will accompany the application. Approval or denial of membership applications shall be made by ASAM, subject to consultation with CSAM when appropriate.

2.03.2 *Non-physician Members.* The Board or its designee(s) will review the application and accompanying documents, following procedures established by the Board, and will make recommendations to ASAM concerning membership applications of non-physicians. Final approval or denial of membership applications shall be made by ASAM.

2.04. *Rights and privileges of member classes.*

2.04.1. *Candidates for Membership.* The status of candidate for membership shall be bestowed on a qualified physician, medical student or osteopathic student whose application for active membership has been accepted.

a) Candidates for membership shall pay dues as determined under Article III but shall not hold office other than membership on a committee excluding chairmanship, and shall not vote.

2.04.2. *Active Members.* Active membership shall be bestowed on a qualified physician candidate for membership by action of the Executive Council after his/her name has been published at least once to the general membership and sufficient time has been allowed for comment. Qualified fellows who have a board or board-eligibility may also be bestowed Active membership.

a) Active members shall pay dues as determined under Article III and shall have the right to hold office and to vote.

2.04.3. *Student Members.* Student membership shall be bestowed on medical students who are duly enrolled in an ACGME-accredited school of medicine or AOA-accredited school of osteopathy, who are of ethical character, are in good standing in their medical school or school of osteopathy, and apply for student membership.

a) Student members shall pay dues as determined under Article III and shall not vote; they shall not hold office other than membership on a committee excluding chairmanship except as chair of a committee of medical students or a committee of physicians in training.

b) The term of membership for a student member shall be only so long as said member is enrolled in an accredited school of medicine or osteopathy, and said membership shall terminate by its own terms and without further action of the Society in the event that said enrollment is terminated, whether on account of graduation or for any other reason.

c) This Society shall be entitled to accept the certification of the Dean of any accredited school of medicine or osteopathy as to any matter affecting the application of this Section or within the scope thereof, as to such school or its students, and the Society may delegate to each Dean any responsibility imposed on the Society by this subsection.

2.04.4. *Members who are Physicians in Training.* Membership in this category shall be bestowed on physicians in training (residents or interns) who are duly appointed in a training program accredited by the ACGME (or whatever D.O. agency) and meet all other qualifications for membership noted in Section 2, Chapter II, and apply for membership in this category.

a) Members who are physicians in training shall pay dues as determined under Article III and shall not vote; they shall not hold office other than membership on a committee excluding chairmanship except as chair of a committee of medical students or a committee of physicians in training.

b) The term of membership in this class of members shall be only so long as said physician is appointed as a physician in training in an ACGME-approved program and shall terminate by its own terms and without further action of the Society in the event that the appointment is terminated, whether by successful completion of the program or for any other reason.

c) This Society shall be entitled to accept the certification of the Director of the training program as to any matter affecting the application of this Section or within the scope thereof.

2.04.5. *Retired members.* Retired membership shall be bestowed by action of the Executive Council on an active member who meets criteria for retired status as designated by the Executive Council and who requests that his/her membership be changed to retired status.

a) Retired members shall pay dues as determined under Article III and shall not hold office other than membership on a committee excluding chairmanship, and shall not vote other than at committee meetings.

2.04.6. *Honorary members.* Honorary membership shall be bestowed by action of the Executive Council on a physician or other professional whose eminence is recognized, who has made outstanding contributions to either the clinical, teaching or research aspects of the treatment of substance use disorders and who by his/her interest and personal concern has, in the opinion of the Executive Council, fostered those goals which represent the Society.

a) Honorary members shall not have the right to hold office or to vote and shall not be subject to dues.

2.05. *Member in Good Standing .* A member in good standing is one who has paid current dues and assessments and meets the qualifications of Article II, 2.02.

2.06. *Member Obligation to Follow Chapter Rules.* Each member of this Chapter agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Chapter or voting members of the Chapter.

2.07. *Termination .* A membership shall be suspended or terminated whenever the Chapter, or a committee or person authorized by the Chapter, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the

Chapter; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Chapter; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Chapter; and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

2.08. *Discipline* . A member may be publicly reprimanded, suspended or terminated for cause by the Chapter or its designee. Cause shall include a failure, in serious degree, to observe the Chapter's rules of conduct as prescribed by the Chapter in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Chapter or its designee. The Chapter or its designee shall determine whether cause exists and the appropriate discipline, if any.

The Chapter is not required to follow the above procedure when imposing lesser discipline such as private reprimand.

2.09. *Member Liability* . No member of the Chapter shall be personally or otherwise liable for any of the debts or obligations of the Chapter.

ARTICLE II.B.

Associate Members

2B.01 *Qualifications for Associate Membership*. Individuals must have spent at least 25% of their professional time over the past year involved in teaching, research, or clinical care for individuals who are at risk for or have a substance use disorder may, subject to the provisions of these Bylaws, be eligible for Associate Membership.

2B.01.a *Professional Standing*. All applicants must be in good standing within their discipline. All applicants shall submit the required dues, and documentation of certification.

2B.01.b *Eligible Professions*. Licensed Registered Nurses (RN), Nurse Practitioners (NP), Clinical Nurse Specialists in Psychiatry (PsychCNS), Physician Assistants (PA), Certified Addictions Registered Nurses (CARN).

Professions with the requirement that these individuals hold at least Masters level degree: Licensed Social Workers, Licensed Independent Clinical Social Workers (LICSWs), Psychologists, Licensed Drug and Alcohol Counselors, Doctoral Degrees including PhD, Psy.D, DVM, DDS and DMD, PHARM D, Doctor of Nursing Science.

2B.02 *Privileges*. Associate Members shall receive complimentary subscriptions to CSAM publications, receive certain ASAM membership benefits including discounted rates on products and programs, and have access to the ASAM Career Center. Associate Members may serve as non-voting members on CSAM committees. Associate members may not vote in CSAM elections or hold elected CSAM positions.

2B.03 *Applicability of Other Membership Rules.* Except as otherwise set forth in this Article, all other membership rules and requirements, including rules relating to admission as a member, membership in good standing, member obligation to follow CSAM rules, termination of membership, discipline and member liability shall apply to Associate Members.

ARTICLE III

Dues

3.01. *Dues.* The Chapter shall set dues and fees, make assessments and set the terms of payment.

3.02. *Delinquency.* Any member of the Chapter who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.

3.03. *Refunds.* No dues will be refunded.

ARTICLE IV

Membership Meetings

4.01. *Annual Membership Meeting.* The Chapter shall hold an annual meeting of the membership through their designated representatives at the place and on the date that the Board determines. The Board shall report the activities of the Chapter to the members, and other business shall be transacted as may be properly brought before the meeting. New Chapter officers and directors shall be elected by mail ballot prior to the Annual Meeting of the Chapter with the results of the election announced at the Annual Membership Meeting.

4.02. *Special Meetings.* The President, the Board or ten percent or more of the members may call special meetings of the membership.

4.03. *Notice.* The Board must give Chapter members reasonable notice of all annual and special meetings. Written notice shall be given to each member entitled to vote. The notice shall be given in person or by postal mail to his address of record with the Association, or address supplied by him for that purpose. If a member supplies no address, notice shall be given to him at the principal office of the Association. The notice shall include a description of the business to be discussed and shall be given at least 30 days (but not more than 90 days) before the meeting.

4.04. *Quorum, Voting.* A quorum shall consist of the number of Active members present at a regular membership meeting. An act or decision made by a majority of those present is a valid act or decision. Proxy voting is not permitted.

4.05. *Action Without a Meeting.* Any action required or permitted to be taken by the members may be taken by written ballot in accordance with Section 7513(a) of the California Corporations Code.

ARTICLE V

Board of Directors

5.01. *Board of Directors .* The Board is the governing body of the Chapter and has authority and is responsible for the supervision, control, and direction of the Chapter.

5.02. *Numbers and qualifications.* The Board shall consist of sixteen (16) directors, including:

(a) *President.* The President shall be elected in odd years and shall serve a two-year term.

(b) *Immediate Past President.* The Immediate Past President shall serve a two-year term upon the expiration of the term as President.

(c) *President-elect.* The President-elect shall be elected in odd years and shall serve a two-year term.

(d) *Representative from the ASAM region.* This representative shall serve a two-year term and shall be selected through the American Society of Addiction Medicine's board election process.

(e) *Treasurer.* The Treasurer shall be elected in odd years and shall serve a two-year term.

(f) *Secretary.* The Secretary shall be elected in even years and shall serve a two-year term.

(f) *Two Directors-at-Large.* These shall be elected in accordance with procedures established in Chapter policies and procedures. The nominees receiving the most votes shall be elected to four-year terms, except in the Year 2001 election where the candidate who receives the second most votes will serve a two-year term to create alternating expiring terms for future years.

To be eligible for election as Director-at-Large, one must be an Active member in good standing who has served on the Chapter's committees or has demonstrated service to the Chapter in some other way.

(g) *Seven Committee Chairs.* The Committee Chairs shall be appointed by the President to serve two-year terms. The President shall decide which Committee Chairs will sit on the Board.

(h) *MERF/CSAM Representative.* This Chapter Member shall be appointed by the Medical Education and Research Foundation (MERF) and shall serve one or more two-year terms.

(i) *CSAM Executive Director.* The Executive Director shall hold an ex-officio, non-voting position on the Board of Directors.

5.02.1. Members of the Board, both officers and members at large, shall have no more than two assignments to committees, ad hoc committees or work groups, in addition to the seat on the Board.

5.03. *Nominations and Elections of Board of Directors Members.*

5.03.1. *Nominating Committee.* The President shall appoint, with the approval of the Board, a Nominating Committee that shall consist of at least one Active physician member not serving on the Board. The Committee chair shall be the Immediate Past President.

5.03.2. The Committee shall call for nominations from the membership at least 90 days prior to the Annual Membership Meeting. The Committee shall nominate a candidate for each position of elected office for the ensuing term and shall notify in writing the membership of its choice not less than 30 days before the annual meeting. Any person so nominated shall have given his or her prior consent to the nomination.

The Executive Director shall mail a proposed slate showing those committee-nominated and self-nominated candidates approved by the Nominating Committee and those nominated by petition of members. The Committee shall conduct an election by mail ballot in accordance with the California Nonprofit Corporation Law in which each Active member shall have one vote to cast for each officer position and each director-at-large position being filled by election.

Within 30 days after the Committee's written notice to the membership of its nominees, the members, by a petition of two percent (2%) of the voting membership, may nominate an eligible member for an elective office. In the event a petition is put forth, a vote for the contested position will take place at the Annual Membership Meeting. A vote by written ballot is permitted to the extent permitted by California Corporations Code Section 7513(a).

The results of the election shall, if possible, be announced no later than the Annual Membership Meeting.

5.04. *Vacancies.* Vacancies that occur between elections shall be filled by an appointment made by the President with the approval of the Board. No reduction of the number of Board members shall have the effect of removing any Board member prior to the expiration of his/her term of office.

5.05. *Place of Meetings.* All meetings of the Board shall be held at the principal office of the Corporation, or at any place within the State of California designated by resolution of the Board or written consent of all members of the Board.

5.06. *Quorum.* Nine (9) members of the Board shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every 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 the act of the Board.

5.07. *Meetings of the Board of Directors.*

a) *Regular and Special Meetings.* The Board shall meet at least twice a year, and more frequently, when necessary.

b) *Notice and Place of Meetings.* Regular and special meetings of the Board may be held at the principal office of the Corporation or at a place designated by the Chapter and following not less than five (5) days prior written notice. Notice may be by postal mail or in person.

5.07.1. *Meetings .* The President may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.

5.07.2. *Notice .* The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon five days notice by first class mail or 48 hours notice delivered personally, electronically or by telephone.

5.08. *Board Action .* Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Chapter. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Board Members and officers.

5.09. *Absence .* If a Board Member is absent from two consecutive in-person or two consecutive telephonic/electronic Board meetings in any one fiscal year, the Board Member's resignation shall be deemed to have been tendered and the Board member shall be notified. The President shall have discretion to either excuse such absences for cause or terminate Board membership, with the approval of the Board.

5.10. *Conduct of Meetings .* Meetings shall be governed by Sturgis, *The Standard Code of Parliamentary Procedure.*

5.11. *Meeting by Conference or Other Electronic Means.* Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply: (1) each member can communicate with all of the other members concurrently; (2) each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken; (3) a means of verification is adopted and implemented by the Board as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

5.12. *Action by Unanimous Written Consent Without a Meeting* . Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.

ARTICLE VI

Officers

6.01. *Officers* . The officers of the Chapter shall be the President, Immediate Past-President, President-Elect, Executive Director, Secretary and Treasurer, and such other officers or assistants to the officers as the Board may determine, provided that the Board shall select such additional officers or assistants as it deems appropriate.

6.02. *Duties* . The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chair of the Board; the President-Elect acts in place of the President when the President is not available; and the Treasurer is the chief financial officer.

6.03. *Vacancies* . If a vacancy occurs among the officers, other than the President, for any reason, the vacancy shall be filled by an appointment made by the President and must be approved by the Board.

ARTICLE VII

Committees

7.01. *Executive Committee*. The Board shall form an Executive Committee to have full authority of the Board to act between Board meetings, except as to those matters specifically withheld by the Board. The Committee shall report its action to the Board at the next Board meeting. The Committee shall be composed of the officers.

7.02. *Other Committees*. The Board may form such committees and select their members from time to time as it sees fit. However, in all cases, the Board shall provide each committee and its members a mission statement, specifying the mission of the committee and the authority of its members.

ARTICLE VIII

Indemnification and Insurance

8.01. *Indemnification.* To the fullest extent permitted by the law, the Chapter shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Chapter's behalf. "Agent" for this purpose shall include representatives, Board Members, officers and employees.

8.02. *Insurance .* The Chapter may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE IX

Amendment of Bylaws

9.01. *Amendment of Bylaws .* These Bylaws may be amended by the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Chapter Members, must be approved by the members.

ARTICLE X

Interpretation

10.01. *Interpretation .* These Bylaws constitute a written agreement between the Chapter and its members, Board Members and officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law which supplements and controls these Bylaws.