**AMERSA Bylaws**

**Approved by the Board of Directors on February 5, 2015**

**\*Amended 11/4/15**

**\*\*Amended 11/6/19**

**\*\*\*Amended 1/20/20**

**ARTICLE I: NAME OF THE ORGANIZATION**

\*\*\*The name of the ASSOCIATION shall be AMERSA, Inc (the Association for Multidisciplinary Research and Education in Substance use and Addiction).

**ARTICLE II: MISSION**

AMERSA’s mission is to improve health and well-being through interdisciplinary leadership in substance use education, research, clinical care and policy.

**ARTICLE III: MEMBERSHIP**

Section 1: Membership

There shall be four categories of membership. The Board shall create additional categories as it sees fit. Application for membership presumes and implies support for the mission of the ASSOCIATION.

(a) Full membership confers the privileges of voting and holding elected office. All who support the mission of the ASSOCIATION and have evidence of scientific training or specialized experience beyond the undergraduate level are eligible to be members. Additional qualifications may be required from time to time as deemed appropriate by the Board.

(b) Associate membership is for those with a demonstrated interest or involvement in the field of substance use, who are enrolled in a training program, or who do not meet the criteria for full membership. Additional qualifications may be required from time to time as deemed appropriate by the Board. Associate members shall not have the right to vote or hold office; however, they may serve on committees.

(c) Emeritus membershipshall be by invitation only, by unanimous vote of the Board, in recognition of long service to AMERSA. Emeritus members shall enjoy the rights and privileges of full membership.

(d) Corporate membership may be conferred by discretion of the Board.

Membership benefits are determined on a case-by-case basis by the Board.

Section 2: Termination/Suspension/Revocation of Membership

Nonpayment of dues will result in loss of membership. Membership may also be suspended or revoked due to conduct that contravenes the mission of the ASSOCIATION or conduct prejudicial to the best interests of the ASSOCIATION. Suspension or revocation requires a three-quarters vote of the full Board.

Section 3: Dues

Dues for all categories of membership shall be established by the Board.

**ARTICLE IV: BOARD OF DIRECTORS**

Section 1:

The Board shall act upon all matters concerning the ASSOCIATION which are required for the fulfillment of its mission. Board functions include, but are not limited to, assessing the will of the membership; designing, recommending, and implementing policy; fundraising; fulfilling fiduciary, due diligence, and other responsibilities; and developing and maintaining the organizational structure of the ASSOCIATION. A majority of the full Board shall constitute a quorum for the transaction of business of the ASSOCIATION.

Section 2:

\*\*\*The Board of Directors is comprised of the President, Past President, President-Elect, Secretary, Treasurer, 4 members-at-large, and four non-voting members - the Executive Director, Deputy Director, Diversity Committee Chair and Editor of the ASSOCIATION journal, *Substance Abuse*.

Section 3:

The President shall be the Chief Executive Officer of the ASSOCIATION. S/he shall perform all duties incident to the office of President and such other duties as may be assigned by the Board. The President may delegate as appropriate duties to relevant Board members. S/he shall preside over meetings of the membership, the Board and Executive Committee. The President shall present an annual report of the ASSOCIATION to the membership at the Annual Business Meeting.

Section 4:

The Past-President shall assist the President in carrying out the business of the ASSOCIATION.

Section 5:

The President-Elect shall assist the President in carrying out the business of the ASSOCIATION. S/he shall, in the absence of or in the event of disability of the President, perform the duties and exercise the powers of the President.

Section 6:

The Secretary shall record the minutes of all meetings of the Board, of the Annual Business Meeting of the ASSOCIATION, and of any other meetings of the membership. The minutes of the Board Meetings shall be distributed to the members of the Board and any other member of the ASSOCIATION who so requests.

Section 7:

The Treasurer shall be the custodian of the books, records, and the funds of the ASSOCIATION. The Treasurer, or the Executive Director, shall dispense funds as authorized by the Board. The Treasurer shall submit an annual report at the Annual Business Meeting. The Treasurer is the Chair of the Finance Committee.

Section 8:

The members-at-large help ensure compliance with Board policies and procedures and all relevant legal and ethical standards, including policies and standards governing corporate relationships, act as representatives or spokespersons for the ASSOCIATION at the President’s request, and perform other duties as directed by the Board or the President.

Section 9: Executive Director

The members of the Executive Committee shall hire an Executive Director who shall administer the affairs of the ASSOCIATION subject to Board approval or ratification. The Board may delegate certain of its authority and responsibility to the Executive Director. The Executive Director shall serve as a non-elected, non-voting member of the Board. This authority may include serving as an agent of the ASSOCIATION and thereby holding authority to enter into contracts, receiving and disbursing funds and gifts subject to Board approval or ratification. The Executive Director is responsible for maintaining books and records for the ASSOCIATION as required by law. Annually, the Board shall determine reasonable, competitive, and sustainable compensation for the Executive Director.

Section 10: The Editor of the ASSOCIATION Journal

The Editor of the ASSOCIATION journal, *Substance Abuse,* shall serve as a non-elected, non-voting, member of the Board. S/he shall be appointed up to a five year term by the President, with the approval of two-thirds of the full Board. Reappointments for subsequent terms require approval of two-thirds of the full Board. During her/his term, s/he may resign or be removed from office for cause by a vote of two-thirds of the full Board. A successor for the duration of the term office shall be appointed by simple majority of the full Board.

\*\*\*Section 11: Deputy Director

The Deputy Director, hired by the Executive Committee, shall support the Executive Director in the day-to-day administration, organization, and management of all affairs of the ASSOCIATION. Annually, the Board shall determine reasonable, competitive, and sustainable compensation for the Deputy Director.

**ARTICLE V: EXECUTIVE COMMITTEE**

\*\*\*The Executive Committee may act in place and stead of the Board when time does not permit the convening of the full Board on all matters, except those specifically reserved to the Board by the bylaws. The Executive Committee shall consist of the President, Past-President, President-Elect, Treasurer and Secretary. The Executive Director may also serve as a non-voting member of the Executive Committee.

**ARTICLE VI: ELECTIONS**

Section 1:

Officers of the Board shall take office at the conclusion of the first National Meeting held following an election and serve for a period of two years. No officer shall serve on the Board for more than eight consecutive years, excluding the two year term as Immediate Past-President. No member shall hold the office of President for more than one term.

Section 2:

The office of President shall be filled by the member holding the office of President-Elect in the term prior to the seating of the new officers. Prior to the election for the term in which the President-Elect will become President, s/he must reaffirm to the Board her/his intent to assume the Presidency and this decision to assume the Presidency must be confirmed by majority vote of the full Board. In the event that the President-Elect is unable to assume the office of President, the Board shall nominate candidates for the office of President. The Office of Immediate Past-President will be filled by the member holding the office of President in the term prior to the seating of the new officers.

Section 3:

The Nominating Committee shall consist of the Executive Committee, another Board member, a full-member from the AMERSA membership, and the Executive Director.

The President-Elect shall serve as Committee Chair. The Nominating Committee shall be comprised of at least 2 disciplines. In years during which a position on the Board will or has become vacant, the Nominating Committee will submit at least one candidate for each position being vacated. These names shall be submitted to the Board for by a majority vote of the full Board.

Section 4:

The President-Elect, Secretary, and Treasurer shall be elected by the Membership, full members and Emeritus members, by simple plurality of those ballots cast. The four candidates for Member-at-Large shall be elected by the Membership by those receiving the highest number of ballots cast.

Section 5:

All full members shall have a vote by electronic mail.

Section 6:

\*\*\*The AMERSA Executive Director or Secretary shall electronically mail the ballots to the membership at least three months prior to the expiration of the terms of current Board. The ballot shall include the nominee’s brief professional biography. Electronic ballots must be returned to the AMERSA office within 15 calendar days of receipt.

\*\*\*Section 7:

Vacancies in any elected office may be filled for the balance of the term thereof by the board of directors at any regular or special meeting. An officer may resign at any time by giving thirty (30) days written notice to the President. The Board of Directors may remove, by majority vote of its members in favor, any officer from office for cause when the best interests of the ASSOCIATION would be served thereby.

**ARTICLE VII: COMMITTEES**

The President may invite the Chairperson of a Standing Committee to attend a Board meeting at which matters pertaining to the said Standing Committee are to be discussed. Any member of the ASSOCIATION may attend a Board meeting at the discretion of the President. \*Standing Committee Chairs may invite other AMERSA members to serve on their committee. The President will appoint a chair of each committee, with the exception of the Finance Committee, which is chaired by the Treasurer.

The Standing Committees of the ASSOCIATION are:

*\*\*Executive Committee*

*Publication Committee*

*Finance Committee*

*Program Committee*

*Nominating Committee*

*\*Diversity Committee*

These committees shall have duties and authority as assigned to them by the Board in accordance with the by-laws. Each Standing Committee shall make an annual report to the Board, and any additional reports, as requested by the President.

Section 1: Standing Committees

\*\*a) *Executive Committee:* The functions of the Executive Committee are addressed under Article V.

 b) *Publication Committee*: The committee will provide oversight for the ASSOCIATION’S journal and make recommendations to the Board of Directors concerning the ASSOCIATION’S publication policies and procedures

 c) *Finance Committee*: This committee is comprised of the Executive Committee, with the Treasurer serving as the Chair. This committee shall be responsible for recommendations regarding fiscal policy to the Board, including but not limited to proposals and recommendations regarding investment and management of the ASSOCIATION’s reserves. The Finance Committee shall determine accounting and fiscal procedures and shall propose a draft budget for the next fiscal year for approval by the Board prior to the beginning of the fiscal year, and at the annual Board meeting, or for the annual report submitted in lieu of the annual Board meeting. The Finance Committee shall review finances quarterly. If variances to the budget are of sufficient concern to the Committee, the Treasurer/Chair will bring the variances to the attention of the Board. Additional duties may be assigned to the Finance Committee by the Board.

\*d) *Program Committee*: This committee shall be responsible for planning the educational content of the annual meeting.

 e) *Nominating Committee*: The functions of the Nominating Committee are addressed under Article VI, Section 3.

\*f) *Diversity Committee* focuses on increasing the diversity of AMERSA’s membership and activities, including but not limited to race/ethnicity, sexual minority and health disciplines.

Section 2: Additional Committees

Additional Committees may be created and seated by the Board in order to carry out the business of the ASSOCIATION. Ad hoc committees, (eg. Travel Award Committee) may be created for the purpose of researching and recommending action on a specific, goal-oriented project or issue. At the completion of an ad- hoc committee’s work, the committee will be disbanded.

Section 3: Structure and Terms

Unless otherwise stated, the Structure and Terms of Committee Chairs shall be determined by the Board.

**ARTICLE VIII: MEETINGS**

Section 1: National Meetings

 a) Annual: There shall be at least one National Meeting yearly, devoted to the scholarly purposes of the ASSOCIATION. The Secretary shall electronically notify the membership of the National Meeting.

 b) Business: An Annual Business Meeting will be held at the National Meeting. A quorum shall consist of those members attending the Business meeting.

 c) Meetings of the Board: The Secretary shall call a meeting of the Board at the request of the President, or at the request of any officer acting temporarily in the capacity of the President, or at the request of the Board.

Section 2: Awards

\*\*The Awards of the ASSOCIATION are:

*The Betty Ford Award*

*The W. Anderson Spickard, Jr. Excellence in Mentorship Award*

*The John P. McGovern Award for Excellence in Medical Education Award*

*The David C. Lewis, MD Service to AMERSA Award*

*The New Investigator/Educator Award*

*Marianne T. Marcus EdD, RN, FAAN Nursing Scholarship Award*

*The John Nelson Chappel Best Curriculum, Quality Improvement, and Program Abstract Award*

*Best Curriculum, Quality Improvement, and Program Abstract Award Runner-up*

*Best Research Abstract Award*

*Best Research Abstract Award Runner-up*

*Best Workshop Award*

The specific criteria for each of the awards are established by the Board.

**ARTICLE IX: PARLIAMENTARY AUTHORITY**

The ASSOCIATION adheres to Robert’s Rules of Order in its most current edition.

**ARTICLE X: BYLAW AMENDMENT**

Bylaws may be amended by two-thirds vote of the full Board at any regularly scheduled Board meeting. Notice of proposed changes shall be communicated in writing at least 30 days in advance.