

Bylaws of AMERSA, Inc.

ARTICLE I: NAME OF THE ORGANIZATION

The name of the ASSOCIATION shall be AMERSA, Inc. previously named 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 and advocacy 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 membership shall 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 following voting members: President, Vice President, Secretary, Treasurer, and 7 members-at-large, one of whom is designated as the Diversity member-at-large. The two non-voting Board of Directors members are the Executive Director and the Editor of the ASSOCIATION journal.

Section 3:

The President shall be the Chief Executive Officer of the ASSOCIATION and 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. The President 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 Vice President shall assist the President in carrying out the business of the ASSOCIATION and 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 5:

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 6:

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, in collaboration with the Executive Director, 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 Treasurer shall review finances quarterly with the Executive Committee. If variances to the budget are of sufficient concern to the Committee, the Treasurer will bring the variances to the attention of the Board.

Section 7:

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. In addition, the Diversity member-at-large maintains focus on issues related to diversity, equity, and inclusion.

Section 8: 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 9: The Editor of the ASSOCIATION Journal

The Editor of the ASSOCIATION journal, shall serve as a non-elected, non-voting, member of the Board. The Editor 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. The Editor 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.

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, Vice President, Treasurer, Secretary and Governance Committee Chair. The Executive Director may also serve as a non-voting member of the Executive Committee. The Executive Committee shall be responsible for oversight of Human Resources matters of the organization. This committee shall be responsible, with guidance from the Treasurer, 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.

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 three years with the option to run and serve for a 2nd term. No officer shall serve on the Board for more than six consecutive years.

The election of officers may be postponed under exceptional circumstances and when a two-third majority of current directors consent to extending their term of office, not to exceed a 2 year period. Such circumstances may occur when the membership is unable to gather in person, e.g., such as during a pandemic, natural or man-made disaster, or when the fiscal health of the organization is of concern. Extending the terms of the majority of board members provides continuity of governance at a time when the organization may be at risk.

Section 2:

The Governance Committee undertakes the responsibility of the Association's election process. In years during which a position on the Board will or has become vacant, the Governance Committee will submit at least one candidate for each position being vacated. These names shall be submitted to the Board for a majority vote of the full Board.

Section 3:

The Governance Committee will issue a Call for Nominations to Membership annually. Full members and Emeritus members will submit nominations for open positions. The Governance Committee will put forth a slate to the Board for a majority vote.

Section 4:

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

Committee chairs must be a member-at-large and shall be appointed by the Board. Committee members shall be appointed by the Committee Chair(s) with input from other board members. Non-director, AMERSA members or non-members may be considered for committee membership.

Section 1: Standing Committees 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.

- a) *Executive Committee*: The functions of the Executive Committee are addressed under Article V.
- b) *Governance Committee*: This committee assists the Board in fulfilling its oversight responsibilities with a focus on board governance practices and effectiveness, board director nomination, recruitment, appointment and ongoing development, and defining membership, and working with the board and other committees on recruitment and engagement, with attention to equity, diversity and inclusion.
- c) *Program Committee*: This committee shall be responsible for planning the educational initiatives of the organization, including the content of the annual meeting.
- d) *Diversity Committee*, chaired by the Diversity member-at-large or designee, 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, (e.g. 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.

Originated 11/78

Amended 11/4/15, 11/6/19, 1/20/20, 11/23/20, 3/19/21, 5/21/21, 5/4/22