

BYLAWS
of
CALIFORNIA SOCIETY OF ADDICTION MEDICINE

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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 California Society of Addiction Medicine (hereinafter “Society” or “CSAM.”)
- 1.03. *Purpose.* The specific purpose of the Society is to advance the treatment of substance use disorders through education of physicians, physicians-in-training, and other health professionals. Additionally, the Society promotes research, prevention, and implementation of evidence-based treatment.
- 1.04. *Restrictions .* All policies and activities of the Society 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 Society is organized and operated, and applicable tax-exemption requirements.

ARTICLE II.A

Members

- 2.01. *Classes of members.* Classes of members in CSAM are as set forth in the Bylaws of the American Society of Addiction Medicine (ASAM). The Board of Directors may establish additional written rules and requirements relating to classes of members and other participants, provided said rules and requirements are not in conflict with ASAM Bylaws.
- 2.02. *Qualifications for membership.* Qualifications for membership are as set forth in the Bylaws of ASAM. The Board of Directors may establish written requirements for qualifications, provided said rules and requirements are not in conflict with ASAM Bylaws.

2.03. *Admission procedure.* Applicants for membership in CSAM must submit a completed application and any attachments to ASAM in accordance with ASAM rules and procedures. Approval or denial of membership applications shall be made by ASAM, subject to consultation with CSAM when appropriate.

2.04. *Rights and privileges of member classes.* The Board of Directors shall establish written rights and privileges for each membership class, provided said rights and privileges are not in conflict with ASAM Bylaws, and further provided that only active physician members shall have voting rights, and only active members may hold director and/or officer positions.

2.04.1 *Regular Member.* Regular membership shall be bestowed on a qualified physician candidate for membership per requirements set forth by ASAM and through the CSAM Chapter Agreement. This shall be the only voting-eligible category of membership and shall be eligible to hold board or officer positions within CSAM.

2.05. *Member in Good Standing.* A member in good standing is one who has paid current dues and assessments and meets the qualifications established in writing by ASAM and the CSAM Board of Directors.

2.06. *Member Obligation to Follow Society Rules.* Each member of this Society agrees to be bound by these Bylaws and any amendments thereto, the written policies of the Society, and the lawful decisions of the CSAM Board of Directors and duly constituted CSAM committees.

2.07. *Termination.* A membership shall be suspended or terminated whenever the Society, or a committee or person authorized by the Society, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Society; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Society; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Society and/or ASAM; and (d) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.

2.08. *Discipline/Removal.* Per the ASAM Bylaws (Section 8) and CSAM Chapter Agreement:

ASAM/CSAM Membership Suspension or Termination. The ASAM Board shall have the power, by an affirmative vote of 2/3 to suspend or terminate membership of any member of the Society for good cause. Good cause may consist of, but is not limited to, conviction of a criminal offense, serious misconduct, and/or the violation of professional ethics. Action to suspend or terminate a member may be taken at any meeting of the ASAM Board, provided that twenty-eight (28) days prior to the date of such meeting, written notice has been mailed by the Secretary to the member at his or her last known address, setting forth the reason for the suspension or termination of membership and the time and place of the meeting of the ASAM Board at which action thereon may be taken. Such member shall also be invited to make a written presentation and be heard by a committee designated by the ASAM Board. The final decision in such matters shall be made by the ASAM Board and shall be conclusive. All rights

and privileges of membership shall terminate upon suspension or termination of the member. The suspension shall end by an affirmative vote of 2/3 of the members of the ASAM Board.

b) *Right of Review.* Members shall be given an opportunity for review, in the event that they are aggrieved by any action taken by ASAM. If the President is unable to satisfy the aggrieved member, the matter may be referred to the ASAM Board, which shall propose a solution. Request for such ASAM Board review shall be made by the member with specificity at least fourteen (14) days prior to the date of such meeting. The member shall be entitled to receive a statement in writing by registered mail, return receipt requested, setting forth the basis of the action that elicited the grievance. The final decision in such matters shall be made by an affirmative vote of 2/3 of the members of the ASAM Board eligible to vote and shall be conclusive.

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

ARTICLE II.B.

Associate Members

2B.01 *Qualifications for Associate Membership.* Qualifications for Associate membership are as set forth in the Bylaws of ASAM. The Board of Directors may establish written requirements for Associate member qualifications, provided said rules and requirements are not in conflict with ASAM Bylaws.

ARTICLE III

Dues

3.01. *Dues.* The CSAM Board of Directors shall set dues and fees, make assessments and set the terms of payment in accordance with the ASAM Chapter Agreement.

3.02. *Delinquency.* Any member of the Society 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 Society shall hold an annual meeting of the membership through their designated representatives at the place (including virtual delivery)

and on the date that the Board determines. The Board shall report the activities of the Society to the members, and other business shall be transacted as may be properly brought before the meeting. New Society officers and directors shall be elected by written ballot prior to the Annual Meeting of the Society 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 Society 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 first class or electronic mail to the member's address of record with the Association, or electronic 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 the California Corporations Code.

ARTICLE V

Board of Directors

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

5.02. *Numbers and qualifications.* The Board shall consist of no fewer than twelve (12) and no more than sixteen (16) voting directors, including:

(a) *Directors.* These shall be elected by the members in accordance with procedures established in CSAM policies and procedures. The nominees receiving the most votes shall be elected to two-year terms.

To be eligible for election as Director, one must be an Active regular (physician) member in good standing who has served on one or more of CSAM committees or has demonstrated service to CSAM in some other way, as may be determined in the discretion of the Board of Directors, and such other written criteria established by the Board.

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

(c) *Committee Chairs.* The Committee Chairs shall be selected from among the elected members serving on the Board and shall be nominated for chair position by the President with the ratification of the Board, to serve terms of approximately two-years, or until a successor is elected and installed.

(d) *MERF/CSAM Representative.* This regular (Physician) CSAM Member shall be appointed by the Medical Education and Research Foundation (MERF), typically the current President, and shall serve until a successor is appointed and installed.

(e) *CPPPH/CSAM Representative.* This Regular (Physician) CSAM Member shall be appointed by the CPPPH and shall serve until a successor is appointed and installed.

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

5.03. *Nominations and Elections of Board of Directors Members.* The Board of Directors shall establish written policies and procedures governing the nomination and election of the Board of Directors. The nomination committee shall ensure that the members annually elect regular (Physician) members to fill each board seat.

5.04. *Vacancies.* Vacancies that occur between elections shall be filled by an appointment made by the President with the approval of the Board.

5.05. *Date and Place of Meetings.* The President or any three (3) directors may call meetings of the Board. 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 a majority of 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.*

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

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 Society. 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.* In the event that a Board Member is absent without excuse from two consecutive Board meetings in any one fiscal year, the Board may, in its discretion, deem that the Board member has voluntarily resigned. In that event, 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 Society shall be the President, Immediate Past-President, President-Elect, Executive Director, Secretary and Treasurer, each of whom shall be a member of the Board, 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. Officers shall be elected in odd years.

(a) *President.* The President shall be appointed by the Board from among the duly elected members of the Board and shall generally serve a two-year term, or until a successor is elected and installed, whichever occurs first.

(b) *Immediate Past President.* The Immediate Past President shall be automatically installed upon expiration of their term as President, and shall generally serve a two-year term.

(c) *President-elect.* The President-elect shall be appointed by the Board from among the duly elected members of the Board and shall generally serve a two-year term, or until a successor is elected and installed, whichever occurs first.

(d) *Treasurer.* The Treasurer shall be appointed by the Board from among the duly elected members of the Board and shall generally serve a two-year term, or until a successor is elected and installed, whichever occurs first.

(e) *Secretary.* The Secretary shall be appointed by the Board from among the duly elected members of the Board and shall generally serve a two-year term, or until a successor is elected and installed, whichever occurs first.

(f) *CSAM Executive Director.* The Executive Director shall hold an ex-officio, non-voting position on the Board of Directors. The Executive Director shall (1) serve at the pleasure of the Board, (2) serve as the head of the Society office(s) and manage all staff, (3) be subject to supervision and oversight of the Board of Directors.

6.02. *Duties.* The duties and authority of officers shall be as determined in writing by the Board. 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, the vacancy shall be filled by the Board of Directors.

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 Executive Committee is a subcommittee of and accountable to the Board, and shall report all of its action to the Board at the next Board meeting. The Committee shall be composed of the CSAM Board officers.

7.02. *Other Committees.* The Board may form such committees and select their chairpersons and members from time to time as it sees fit. 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 Society 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 Society's behalf. "Agent" for this purpose shall include representatives, Board Members, officers and employees.

8.02. *Insurance.* The Society 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 Society Members, must be approved by the members.

ARTICLE X

Emergency Action

10.01 *Emergency Action.* The Board of Directors or Executive Committee of this Association may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Association and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Association, in its sole discretion, upon conclusion of the emergency.

Addendum –

ASAM/CSAM Chapter Agreement
ASAM Bylaws