

# BYLAWS

OF THE .

## ALABAMA ALCOHOL & DRUG ABUSE ASSOCIATION

PROPOSED REVISION 4/13/2018

## **ARTICLE I: NAME**

The name of the Corporation shall be the Alabama Alcohol and Drug Abuse Association. Its certification process shall follow in the manner that allows reciprocity through the International Certification & Reciprocity Consortium/Alcohol & Other Drug Abuse (ICRC/AODA).

## **ARTICLE II: PURPOSE**

The Purpose of the Corporation shall be to promote prevention and rehabilitation of drug and alcohol abuse as well as addiction through:

- a. Support of quality education for professionals and persons interested in chemical addiction.
- b. Certification of addiction professionals that are competent to provide quality services.
- c. Establishment and regulation of appropriate ethical standards for addiction professionals.
- d. Support of public education in prevention and rehabilitation of substance Abuse and addiction.
- e. Promotion of local, state, and national legislation to further the cause of prevention, education and treatment of substance abuse and addiction.

## ARTICLE III: MEMBERSHIP

Membership shall be open to any person interested in drug abuse and alcoholism, who subscribes to the purpose of the association, agrees to abide by the ethical standards of conduct, and whose dues are paid in full.

## ARTICLE IV: BOARD OF DIRECTORS

### Section 1: Membership

- a. The Board of Directors shall consist of the elective officers (President, President-elect, immediate past president, treasurer, and ICRC/AODA Southeastern regional Board Member) ~~and twenty (20) board members elected at large for a total board of at least twenty six (26).~~ **and at least six (6) more Board members for a total of no less than twelve (12) and no more than twenty (20).**
- b. Term of office for president, immediate past president, president-elect, secretary and **treasurer** is ~~one year~~ **two years**. Term of office for board members elected at large is ~~two years~~ **three years**. Term of office for the ICRC/AODA Southeastern Regional Board Member is three years. ~~Officers may serve only two consecutive terms, except the office of president, which may only serve one term of office. (This can be deleted since the only two offices to which it refers is secretary and treasurer. The others are automatically restricted by the one-term president).~~ Directors elected at-large may serve only two (2) consecutive terms. Term limits apply only to the office for which elected, and not to other offices or the board at large membership.
- c. When a board member at large is elected as an officer, their term of office as a non-officer is automatically terminated on assumption of the duties as an officer. Terms of office for board members at large shall not preclude a member of the board of directors from running for an elective office during or at the conclusion of their term of office, regardless of which term it is.

## **Section 2: Vacancies.**

The board of directors shall fill vacancies occurring during an unexpired term for the remainder of the term. Upon recommendation of the President, the Board of Directors shall fill vacancies via a simple majority of the board members present and voting at the next regularly scheduled board meeting.

## **Section 3: Meetings.**

The Board of Directors shall meet at least ~~quarterly~~ every two months, one meeting to be held in the calendar month prior to the annual meeting. A special meeting may be called by the President or any three (3) directors. To constitute a quorum, 51% of the active Board membership must be present.

## **Section 4: Meeting Attendance**

Board members are expected to fulfill their board responsibilities through regular attendance to all scheduled meetings. Following the second consecutive unexcused absence, the Secretary shall notify the board member by certified mail regarding Inactive status. The board member will have the right to appeal to the executive committee to be reinstated to Active status. Failure to respond will constitute resignation from the board. Following appeal, a board member may be permanently removed by a two-thirds (2/3) vote of the board members present at the next regularly scheduled meeting of the board.

## **Section 5: General Powers.**

The business and affairs of the Corporation shall be managed by its Board of Directors. The directors shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they deem proper, not inconsistent with these Bylaws and the laws of the State of Alabama.

## **Section 6: Election of Officers and Board Members.**

- a. ~~To assure that there shall be continuity in the Board of Directors with orderly change, one half (1/2) of the board of directors shall be elected annually.~~ Elections will be held annually to replace those Board members whose terms will have expired at the end of the calendar year. Incumbents who choose to seek a second term will be included on the ballot during the election process.
- b. ~~The nominations committee will submit to the board a slate, which include at least two members for each vacancy to be filled.~~ (Not currently adhered to). Each nominee must be a member in good standing and accept the nomination before being placed on the ballot.
- c. All members in good standing are eligible to vote in all elections.
- d. Elections shall be conducted by written ballot or by private, secured invitation email and mailed or emailed to the last known address of the membership in sufficient time for the ballots to be counted and election results announced at the annual meeting. Emails will be sent first and will be tracked for delivery. Any member whose email address is returned or remains undelivered after 48 hours will be mailed a written ballot.

## **Section 7: Impeachment of Board Members and Officers,**

Articles of Impeachment may be filled in writing by any member of the Associations and shall be investigated by the Ethics Committee, even though the impeachment process itself may not involve violations of the Association's code of ethics. Members affected will be given opportunity to respond to the Articles of Impeachment. Where the Articles of impeachment are substantiated by the Ethics Committee, a final decision is rendered by a two-thirds (2/3) vote of the active Board of Directors, or otherwise as stipulated by Alabama Law.

## **Section 8: Officers and Term of Office.**

- a. The officers of the corporation shall be: (1) President, (2) President Elect, (3) Immediate Past President, (4) Secretary, (5) Treasurer and (6) ICRC/AODA Southeastern Regional Board Member.
- b. All officers shall be elected from the individual membership of the Corporation. Board membership is not a prerequisite to being nominated to the office. Elective officers shall be members of the Board and shall automatically hold the same office of the Board as they hold in the Corporation.
- c. All elective officers, with the exception of the ICRC/AODA Southeastern Regional Board Member, shall serve ~~one (1) year~~ two (2) years, beginning the first day of the Association's business year. The Treasurer shall serve for two (2) years and the ICRC/AODA Southeastern Regional Board Member shall serve for (3) years and not more than three ~~(3)~~ two (2) consecutive terms.
- d. The President-Elect shall assume the office of President at the completion of the ~~one-year~~ two-year term as President-Elect. The President shall assume the office of Immediate Past President at the completion of the ~~one-year~~ two-year term as President.

## **Section 9: Duties of Officers.**

- a. The President shall preside at all business meetings of the Corporation and shall be the Chairperson of the Executive Committee and the Board. The President shall be an ex-officio member of all standing committees.
- b. The President-Elect shall be the Parliamentarian and Chairperson of the Bylaws Committee and shall assist the President in the absence or incapacity of the President as determined by the Executive Committee.

- c. The Immediate Past President's duties shall include, but not be limited to serving as Chair of the Nominations and Elections Committee.
- d. The Secretary shall keep accurate minutes of all meetings of the Corporation, the Executive Committee and the Board. The Secretary shall serve as the Chairperson of the Program Committee.
- e. The Treasurer shall receive all funds and disburse them with the approval of the President in accordance with the policies and provisions of the Corporation and ~~it's~~ **its** Bylaws.
- f. The ICRC/AODA Southeastern Regional Board Member shall represent the Corporation at all regional and national meetings deemed appropriate by the Board of Directors. The ICRC/AODA Southeastern Regional Board Member shall be a member in good standing and certified by Association.

## ARTICLE V: COMMITTEES

### Section 1: Executive Committee.

- a. **Budget and Finance Committee:** This committee shall maintain financial records of the Corporation and shall recommend to the Board a proposed budget for the annual operation of the Corporation. The Committee shall be composed of the President, President-Elect, Immediate Past President, Immediate Past Treasurer, and the Treasurer, who shall serve as Chairperson.
  
- b. **Bylaws Committee:** This committee shall keep the membership supplied with accurate copies of the Bylaws and shall propose amendments to them when deemed appropriate. The Chairperson shall be the ~~Immediate Past President~~ **President-Elect** (correcting misprint- matches up with preceding by-law).
  
- c. **Certification Committee:** This committee shall be responsible for recommending to the board a certification process for ascertaining the competency of drug and alcohol abuse treatment professionals. The committee shall implement a certification process in accordance with ICRC guidelines, recommending candidates for certification to the Board and maintaining an active roster of certified professionals. Committee shall be composed of a chairperson and one (1) sub-committee chairs for each certified discipline. The chair and sub-committee members shall be current members of the Board, with other committee members coming from the general membership of AADAA. All members of the CPM committee shall be certified in the CPM method of their respective discipline. Committee and sub-committee chairs shall serve a two (2) year term **if their term limit allows**.
  
- d. **Education/Program Committee:** This committee shall be responsible for recommending and promoting educational activities relevant to quality prevention and treatment of alcohol and drug abuse. The Education Committee shall be responsible for providing and monitoring



training necessary to meet certification standards and shall coordinate all training events sponsored by the Corporation. This committee shall also plan all official programs except the Annual Meeting of the Corporation. The Secretary will be responsible for planning the Annual Meeting and will serve as the Chairperson of the Annual Meeting Committee. The chairperson and at least two members shall be current members of the Board.

- e. **Ethics Committee:** This committee shall be responsible for investigating all allegations of ethical violations and for educating the membership as to the Corporation's ethical standards and for keeping the membership informed of any changes in the ethical standards and/or policy and procedures for handling complaints of ethical violations. The Ethics Committee chairperson shall be a ~~Board Member or a professional that is an AADAA member in good standing~~ current Board officer designated by the President unless a conflict of interest is present. At least two (2) members of the Board of Directors shall also serve on the committee with the rest being existing Directors or AADAA members in good standing. At a minimum, the Ethics Committee will consist of ~~five (5)~~ four (4) members.
  
- f. **Legislative Committee:** This committee shall be responsible for monitoring and recommending Legislation and changes in governmental policies and procedures which will improve the quality and quantity of drug and alcohol abuse treatment and prevention services at the local, state and national level. The committee shall respond to and distribute information to the media and the membership which is deemed important to prevention and treatment issues. The Committee shall be composed of at least three members, The Committee Chairperson shall be a current member of the Board.
  
- g. **Membership Committee:** This committee shall promote interest in membership in the Corporation among all eligible persons in this State, and shall be responsible for all promotional materials, including promoting certification to all employers of counselors and prevention specialist. The

Committee will be composed of at least three members. The Chairperson and at least one other member will be current members of the Board.

h. **Nominations and Elections Committee**: This committee shall conduct the nominations and elections of the Corporation and review and recommend procedure for carrying out the annual election in accordance with the nomination and election policies as approved by the Board. The committee is encouraged to seek diversity in terms of race, gender, geography, public/private ownership, prevention/treatment certification and treatment modalities (e.g. residential, outpatient, detoxification, etc.) . The Immediate Past President will be chairperson of this committee. The committee will be composed of at least two board members and two non-board members.

~~i. **Program Committee**: This committee shall plan all official programs except the Annual Meeting of the Corporation. The Secretary will be responsible for planning the Annual Meeting and will serve as the Chairperson of the Annual Meeting Committee.~~  
(Combined with Education Committee)

J. **Publications Committee**: This committee shall establish publication policy. The Chairperson shall serve as Editor of the official publication of the Corporation.

#### **Section 4: Special Committees.**

The President and/or Executive Committee may propose special committees as necessary. The Chairperson of each Special Committee shall serve as a nonvoting member of the Executive Committee and Board.

#### **Section 5: Reports.**

~~Each Committee shall transmit an annual written report to the President of the Corporation who shall report salient developments to the Board. Each~~ Committee shall transmit a written report to the President upon request.

## ARTICLE VI: MEETINGS OF THE CORPORATION

- a. The Annual Meeting of the Corporation ~~of the Corporation~~ shall be held each year in ~~a place, time and date~~ **October or the first week of November at a time and location voted on** by the majority ~~vote~~ of the **active** Board of Directors. The agenda for the meeting shall include the election of officers and board members who shall take office the first day of the following ~~February~~ **January**.
- b. Special meetings of the Corporation may be called by the President, majority vote of the **active** Board of Directors or upon written request of fifteen (15) members of the Corporation.
- c. ~~Written notice of all meetings of the Corporation shall be mailed to each Corporation member at least two weeks in advance of the meeting. A majority of members present and voting shall constitute a quorum. (Notice of all meetings is not mailed to EVERY member of the corporation. Notice is currently mailed to Board members only.)~~ Revised:

**Notice of all meetings of the Corporation shall be emailed to all Board of Directors at least one week in advance of the meeting. If a Board member does not have access to electronic communication (email), a written notice will be mailed two weeks in advance of the scheduled meeting.**

**In the event an emergency meeting is needed, Directors will be contacted by phone and/or email 48 hours prior to the respective meeting. 51% of active Board participation will constitute quorum. Participation can be achieved by meeting in person or by conference call or internet communication (Skype, etc.).**

**Emergency voting on issues can be achieved by email so long as voting parameters are met by the active Board members.**

## ARTICLE VII: EMPLOYEES AND OTHER AGENTS

The ~~Corporation~~ Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board and shall have authority and perform such duties and shall receive such reasonable compensation as the Board of Directors may ~~from time to time~~ determine.

## ARTICLE VIII: CHECKS, NOTES, AND CONTRACTS

- a. The business year of the Corporation begins the first day of ~~February~~ January and ends the last day of the following ~~January~~ December each year. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
- b. All books and financial records of the Corporation may be inspected by any member, Director or Officer or his agent or attorney for any proper purpose at a reasonable time as determined by corporate law. A full financial report should be submitted at each scheduled Board meeting for review by the Board of Directors.
- c. An annual audit of the financial records shall be done at the close of the year by an independent entity appointed by the Board. (We need a copy of the audit for 2017 or FY2017)

## ARTICLE IX: PARLIAMENTARY AUTHORITY

Robert's Rule of Order (recent version) shall govern the proceedings of the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE X: AMENDMENTS

Interim Amendments to these Bylaws may be approved by a two-thirds (2/3) vote of the quorum of the active Board of Directors in the office at any meeting of the Board.

~~However, all Bylaws passed between Annual Meetings shall be presented to the Corporation at the next Corporation meeting for ratification by a majority of the membership present and voting at the meeting where presented.~~ By law, this is unnecessary unless the Board chooses to enforce it. The Board of Directors is elected by the membership-at-large and has the authority to ratify and implement new bylaw revisions as needed for the betterment and long-term interests of the corporation.

All amendments to the Bylaws shall be published prior to the Corporation meeting by mailing said Amendments by United States mail to the last known address of the membership not less than ten (10) days prior to the meeting at which the amendments will be presented for ratification.





