

**WISCONSIN SOCIETY OF ADDICTION MEDICINE
(WISAM)**

CONSTITUTION AND BYLAWS

01/30 /2017

A Chapter of the American Society of Addiction Medicine

Constitution

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ARTICLE 1

Name, Purposes, and Organization

Section 1: Name

The name and title of the organization shall be the Wisconsin Society of Addiction Medicine, Inc., hereinafter referred to as WISAM, and it shall be a chapter of the American Society of Addiction Medicine, hereinafter referred to as ASAM.

Section 2: Mission, Purposes, and Goals

The **MISSION** of WISAM is:

To provide a medium for Wisconsin physicians and associated professionals dedicated to increasing access to and improving the quality of addiction treatment; educating physicians, other health care professionals, and the public; supporting research and prevention; and promoting the appropriate role of physicians and associated professionals in the care of patients with addiction.

The **PURPOSE** of WISAM is to:

- 2.1 enable networking with colleagues in addiction medicine;
- 2.2 provide closer liaison between WISAM members and the national activities of ASAM;
- 2.3 provide closer liaison to other physicians, associated professionals, and professional societies regarding addiction medicine-related issues;
- 2.4 increase public awareness in and about the existence and vitality of the specialty of addiction medicine in Wisconsin;
- 2.5 increase public awareness in and about problems related to the disease of addiction and related health conditions as well as non-addictive forms of unhealthy substance use in Wisconsin;
- 2.6 promote professionalism in the delivery of services to patients with problems, which result from the disease of addiction.
- 2.7 be a professional resource for state and national public policy issues that affect addiction medicine services and patients with the disease of addiction and those who manifest non-addictive forms of unhealthy substance use.

The **GOALS** of WISAM are to provide:

- 2.8 a forum for sharing of ideas among Wisconsin addiction specialty professionals, especially regarding clinical management strategies and strategies for interfacing with managed care organizations and other purchasers of health care services;
- 2.9 a vehicle for increased professionalism and higher quality information, prevention, training, and treatment regarding the disease of addiction;
- 2.10 an enhancement of knowledge and attitudes among citizens and institutions about the primary nature of the disease of addiction;
- 2.11 a channel for Wisconsin input into national standards of care for the disease of addiction;
- 2.12 a channel for Wisconsin input into health care reform initiatives to improve access to care and enhance the quality and outcomes of care for persons with addiction and related health conditions;
- 2.13 a mechanism to promote the treatment and rehabilitation of health professionals who suffer from the disease of addiction as an alternative, where appropriate, to professional disciplinary actions;
- 2.14 a vehicle to offer practice improvement tools to addiction specialists;
- 2.15 a decrease in isolation experienced by Wisconsin addiction specialty professionals; and
- 2.16 an increase in practice satisfaction and professional fun and enjoyment for Wisconsin addiction specialty professionals.

Section 3: Organization

WISAM is an organization of individual members, and is comprised of a Board of Directors, Officers, and Committees as defined elsewhere in this Constitution and in WISAM's Bylaws.

Article II Membership

Section 1: Classes of Membership

The membership of WISAM shall be divided into classes, as provided in the Bylaws.

Section 2: Membership Qualifications, Rights, Privileges, Duties, and Obligations

The qualifications, rights, privileges, duties, and obligations of the several classes of membership are as stated in the Bylaws.

Article III Governance of WISAM

PART A: Board of Directors

Section 1: Composition

The Board of Directors of WISAM shall consist of the following:

- a. The elected Officers of the Society as defined in this Constitution and as further defined in the Bylaws;
- b. A Director at Large, with a mode of selection and a term of office as further defined in the Bylaws;
- c. An Early Career Physician (ECP) Director, with a mode of selection and a term of office as further defined in the Bylaws.

Section 2: Powers and Duties

Subject to provisions of this Constitution and the Bylaws, the Board of Directors shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, make contracts in respect of and concerning, convey, give, grant, transfer or otherwise dispose of all property and assets of whatever kind and nature owned by WISAM, and shall also be vested with full and complete power and authority to do and perform all acts and to transact all business for and on behalf of WISAM and to manage and conduct all the work and activities of WISAM in carrying out the purposes thereof. The Board of Directors shall have such additional duties, powers, and functions as are prescribed in the Bylaws.

PART B: Executive Committee

There shall be no Executive Committee, unless later specified by the members as prescribed in the Bylaws, to facilitate the business of WISAM.

Article IV Officers

Section 1: Composition

The Officers of WISAM shall consist of the President, President-Elect, Immediate Past-President, Secretary, and Treasurer.

Section 2: Term of Office

Officers of WISAM shall be elected for a term of two (2) years. Upon completion of the President's term of office, the President-Elect shall assume the office of the President, and the President shall assume the office of Immediate Past-President.

Should any Officer's position become vacant prior to the end of the prescribed term of office, the vacant position shall be filled as prescribed in the Bylaws.

Section 3: Powers and Duties

The powers and duties of the Officers of WISAM shall be as prescribed in the Bylaws.

Article V Meetings

Section 1: Annual Meeting of the Membership

In each year, there shall be an Annual Meeting of the membership as provided in the Bylaws. Special meetings of the membership may be called and held as provided in the Bylaws.

Section 2: Meetings of the Board of Directors

The Board of Directors shall meet as prescribed in the Bylaws.

Article VI Hearings and Petitions

Procedures for hearing and petition shall be as set forth in the Bylaws.

Article VII Financial Provisions

Section 1: Annual Dues

Dues for various classes of members shall be established by the Board of Directors.

Section 2: Other Sources of Revenue

Funds may be raised by any means approved by the Board of Directors and as set forth in the Bylaws.

Section 3: Annual Budget of Expenditures

The Board shall assure the development of an itemized budget stating the proposed expenditures of the Society for the ensuing year.

Section 4: Funds of WISAM

The Treasurer shall be responsible for the security of all funds received by WISAM. The Treasurer shall be responsible for the handling, depositing, and investing of WISAM funds as directed by the Board of Directors and defined by the Bylaws. The Treasurer shall cause funds to be dispensed only as authorized by the Board of Directors. An accurate account of all transactions of the Treasury shall be reported at the annual meeting of WISAM and at each meeting of the Board of Directors.

Section 5: Dispensation of Assets at Dissolution

In the event that WISAM should dissolve its corporate status, any and all of its assets shall be remitted to the American Society of Addiction Medicine.

Article VIII Seal

WISAM shall have a seal appropriate to the name of WISAM, consisting of such emblems, figures, or words as the Board of Directors shall prescribe. The power to change the seal shall rest with the Board of Directors.

Article IX Amendments

Any member of the Board of Directors or any group of at least six (6) of the active membership in good standing may propose one or more amendments to the Constitution. The proposed amendment shall first be submitted to the Board of Directors in written form at least two (2) weeks prior to the next meeting of the Board of Directors for approval.

Once approved by the Board of Directors, the proposed amendment must be submitted by mail or electronic-mail within thirty (30) days to the active members of WISAM, at their addresses on file at WISAM's office, for ratification. A proposed amendment is ratified if at least two-thirds (2/3) of the members respond in the affirmative no later than thirty (30) days from the date of mailing/ e-mailing.

Bylaws

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Chapter I Membership

ASAM and WISAM shall have unified membership. Members of ASAM who work or reside in the designated territory of the WISAM shall become a member of WISAM, a Chapter of ASAM. All Members of WISAM must be members of ASAM.

Section 1: Eligibility

Classes and privileges of membership are defined in the ASAM Bylaws.

Section 2: Suspension or Expulsion of a Member

Loss, suspension, and termination of membership are defined in the ASAM Bylaws.

Section 3: Relocation of Members

Membership in the WISAM is not transferable to another Chapter of ASAM. However, membership in WISAM does not preclude simultaneous membership in any other Chapter of ASAM.

Section 4: Resignation

All rights and privileges of membership shall terminate upon the resignation or death of the member.

Chapter II Governance of the Society

Section 1: Directors

The Board of Directors of WISAM shall consist of the following:

- a. The elected Officers of the Society as defined in this Constitution and as further defined in the Bylaws;
- b. A Director at Large who shall serve a term of two (2) years and who shall be nominated for the position by the nomination and membership committee and elected by the membership;
- c. An Early Career Physician (ECP) Director (as defined by the American Psychiatric Association standards, not the more restrictive ASAM standards) who shall serve a term of two (2) years and who shall be nominated for the position by the Nomination and Membership Committee and elected by the membership. In the event that an ECP Director is not available, the ECP

Director may be replaced by a second Director at Large for the two-year term.

Section 2: Removal from the Board of Directors

Procedures for removal from the Board of Directors are defined in the ASAM Bylaws and are not different for WISAM than as so described by ASAM.

Section 3: Interim Vacancies

Vacancies that occur on the Board of Directors between elections shall be filled by a majority vote of the remaining members of the Board of Directors, and each Director so elected shall hold office during the remainder of such unexpired term and until his or her successor is elected and takes office.

Section 4: Terms of Directors

Officers and other Directors shall be elected to a term of two (2) years.

Section 5: Meetings of the Board of Directors

- a. Organizational Meeting: An organizational meeting of the Board of Directors shall be held within sixty (60) days following each election.
- b. Regular and Special Meetings: In addition to any organizational meeting, the Board of Directors shall meet at least two times a year, and more frequently when necessary, at the call of the President, and in his/her absence the President-Elect, or at the request of one-half of the members of the Board of Directors. The Board may also conduct its business, including voting, by telephone, mail, or e-mail.
- c. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Each 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 an act of the Board of Directors.

Chapter III Officers

Section 1: Terms of Office

No member may hold the office of the President or President-Elect for more than one (1) term, successively. Officers shall hold their offices until their successors are elected and assume office. If any Officer fails to complete his or her term of office because of

resignation, removal for cause, or death, that office shall be filled for the duration of the term by an election of the Board of Directors.

Section 2: President

The President shall be the chief executive officer of WISAM and serves as Chairperson of the Board of Directors. The President shall serve ex-officio as a member of all other Committees, shall preside at meetings of WISAM, and shall perform such other duties as may be prescribed by the bylaws and the Board of Directors.

Section 3: Immediate Past-President

The Immediate Past-President shall undertake and perform duties as may be assigned by the President.

Section 4: Secretary

The Secretary shall:

- a. Keep an accurate record of the proceedings of the meetings of WISAM and the Board of Directors; preserve records, documents and correspondence; cause notice to be given of elections and of meetings of WISAM and of the Board of Directors; and perform all other duties incident to the office of the Secretary.
- b. Keep a complete list of the members entitled to vote, with the contact information of record for each. This list shall be prepared by the Secretary and filed in the corporate office of WISAM and be available to all members. The Secretary shall have the list available at the membership meetings for inspection by any member.

Section 5: Treasurer

The Treasurer shall:

- a. Be the custodian of WISAM's funds. The Treasurer shall deposit these funds in WISAM's name. The Treasurer shall disburse funds as authorized by the Board of Directors. The Treasurer shall report an accurate account of all transactions at the Annual meeting of WISAM, and at all Board of Directors meetings.
- b. Work with the President and other Directors to select administrative staff for WISAM and compensation for such person(s). This can include an overall Executive Administrator for WISAM; administrative staff and/or management organizations to assist in the operations and promotion of educational conferences offered by WISAM; advocacy consultant(s) to assist with lobbying at the state and local levels on behalf of WISAM, consistent with WISAM's Mission and Goals.

- c. Arrange for an independent audit of WISAM’s finances, to be submitted to ASAM per ASAM’s expectations/requirements when requested and approved by a majority of WISAM’s Board of Directors.
- d. If requested by the Board of Directors, provide to the Board of Directors an audited financial statement or review by an independent public accountant.

Section 6: Indemnification of Directors, Officers, and Others

Directors and Officers of WISAM shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any legal or threatened action or proceeding (including civil, criminal, administrative, or investigative proceedings) arising out of their service to WISAM or to another organization at WISAM’s request. Persons who are not Directors or Officers of WISAM may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The provisions of this Section shall be applicable to action or proceedings commenced after the adoption hereof, whether arising from the acts or omissions occurring before or after the adoption hereof, and to persons who have ceased to be Directors, Officers, or employees and shall inure to the benefit of their heirs, executors, and administrators.

Chapter IV Committees

Section 1: Standing Committees

The Standing Committees function under and at the pleasure of the President and Board of Directors and shall report thereto. There shall be other Committees as the Board of Directors may establish. The Chairpersons of all Committees shall serve two (2) years, or at the pleasure of the President or Board of Directors, and shall be appointed by the President and approved by the Board of Directors. The Members of all Committees shall be appointed by the Chairperson of the respective committee. Committee members shall be approved by the Board of Directors. The recommendations of all Committees shall be presented to the Board of Directors for action.

Section 2: Standing Committees and Their Charges

- a. Nominating and Membership Committee

The Committee shall be charged with preparing a list of candidates and reviewing the qualifications of applicants for the Officers of WISAM and for the members of the Board of Directors, in accordance with provisions of Chapter V of these Bylaws. The Committee shall recommend approval or denial of applicants in each case to the WISAM Board of Directors. The Committee also will recommend to the WISAM Board of Directors means of increasing the membership of WISAM.

b. Finance Committee

The Finance Committee shall develop and monitor an annual budget and undertake general supervision of all funds, securities, and other assets of WISAM, and be responsible for reporting of funds, as needed.

c. Education and Program Committee

The Education and Program Committee will be responsible for an annual educational program and other educational programs for WISAM. In addition, the Committee will develop and implement a plan to enlighten and inform medical and public opinion with regard to the disease of addiction, its prevention and treatment, recovery from addiction, and the practice of addiction medicine.

d. Public Policy Committee

The Public Policy Committee will be responsible for interacting with public policy makers, other professional organizations, State and local elected officials, the media, and to formulate public policy recommendations.

Section 3: Non-Standing Committees

The President may constitute and appoint the Chair and Members of ad-hoc committees, subject to the approval by the Board of Directors.

**Chapter V
Elections**

Section 1: Dates and Eligibility

- a. Officers and Directors of WISAM shall be elected every two (2) years.
- b. Only active members of WISAM are eligible to be elected Officers or Directors.

Section 2: Nominations

- a) Nominations for Officers/Directors are made by the Nominating and Membership Committee.
- b) Other nominations for Officers/Directors may be made upon petition of at least six (6) active members.
- c) Notwithstanding nominations received in accordance with Section 2 (b), the Nominating and Membership Committee shall present a final slate of

nominees for Officers/Directors at least thirty (30) days prior to the voting date when the elections are to be held.

Section 3: Balloting

- a. The Secretary shall submit the list of nominees at least thirty (30) days prior to the annual meeting to all Active Members at their Electronic Mail (E-Mail) address on file at WISAM's Headquarters Office, as only Active Members have the right to vote. In the case where a member eligible to vote does not have an E-Mail address on file at the WISAM Headquarters Office, the Secretary shall submit the list of nominees with a ballot to the member's regular mailing address.
- b. Candidates obtaining a plurality of votes will be deemed elected to their respective positions. In the case of a tie between 2 or more candidates receiving the most votes, the President shall designate one of the candidates as elected.

Chapter VI Meetings

Section 1: Meetings of the Membership of WISAM

- a) There shall be an Annual Meeting of WISAM. The time and place of such Annual Meeting shall be determined by the Board of Directors, and communicated to all members at the address of record with WISAM or other address supplied by the member for that purpose. All notices shall be sent not less than thirty (30) days prior to each meeting.
- b) The Annual Meeting shall be chaired by the President of WISAM or designee and shall be for the purpose of disseminating information to the membership, and conducting any other necessary business.
- c) A special meeting of the members for any purpose may be called at any time by the President or by the Board of Directors, or by a majority of the Active Members of WISAM. Notice of a special meeting shall be made in the same manner as for the Annual Meeting, except that the notice shall be mailed no later than two (2) weeks prior to such special meeting. The notice of any such special meeting shall specify the time, place, and general nature of the business to be transacted.
- d) The presence, in person or via tele-communication, of at least five (5) Active Members shall constitute a quorum at any meeting for the transaction of business for which that meeting was called, except for the installation of Officers that is guided by separate rules described in Chapter V.
- e) In the absence of a quorum, no business may be transacted at any meeting. However, any meeting of WISAM, whether or not a quorum exists, may be adjourned by the vote of a majority of the members present and voting.

When any meeting is adjourned for thirty (30) days or more, notice of reconvening shall be given as per an Annual Meeting.

- f) Cumulative and proxy voting is expressly prohibited.
- g) A complete list of the members entitled to vote, with address of record for each, shall be prepared by the Secretary and filed in the office of WISAM and shall be available upon request to all members. The Secretary shall have the list available at all membership meetings for inspection by any member.

Section 2: Parliamentary Procedure

All deliberations of WISAM, its Board of Directors, and its Committees shall be governed by parliamentary usages as interpreted by the current edition of the Standard Code of Parliamentary Procedure as most recently published by the American Institute of Parliamentarians, when not in conflict with the Constitution and Bylaws of WISAM.

Chapter VII Relations with the Public

No member of WISAM shall make public statements in the name of WISAM without prior consent of the Board of Directors. Individual members may mention their membership in public statements or scientific publications but shall state that their views do not necessarily represent those of WISAM.

Chapter VIII Finances of WISAM

Section 1: Annual Dues

- a. The Board of Directors shall establish dues for various classes of membership. Dues shall be uniform and equal within each class but dues may be different for each class.

Section 2: Other Sources of Revenue

Funds may be raised by WISAM through:

- a. Publications of the Society;
- b. Voluntary contributions including bequests, legacies, and gifts;
- c. Income from conference fees and other programs and meetings;
- d. Government contracts and grants;
- e. Other means approved by the Board of Directors.

Section 3: Use of Funds

All of the income, revenue, and earnings of WISAM shall be held, used, managed, devoted, expended, and applied at the discretion and judgement of the Board of Directors to carry out the objectives and purposes of WISAM. Any salary-type compensation paid to members of the Board of Directors must be approved in advance by a $\frac{3}{4}$ vote of WISAM's membership. Compensation to staff or consultants shall be determined and approved by the Board of Directors.

Section 4: Audit

When requested by the Board of Directors, the Treasurer shall provide to the Board of Directors an audited financial statement or review by an independent public accountant.

Section 5: Contracts

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer, agent, or agents to enter into any contract or execute any instrument in the name, or on behalf of, WISAM, and such authority may be general or confined to specific instances. Such a contract shall first be reviewed by the Board of Directors. Unless authorized by the Board of Directors, no officer, agent, or member shall have power or authority to bind WISAM by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Chapter IX Amendments

Any member of the Board of Directors or any group of six (6) Active Members in good standing may propose one or more amendments to the Bylaws. Proposed additions, deletions, and changes shall first be submitted in written form to the Board of Directors for approval. An amendment will be approved upon the affirmative vote of two-thirds of the members of the Board of Directors at any duly constituted Board meeting, provided that the proposed amendment shall have been placed on the agenda for said meeting and distributed in advance to all Board members.

Chapter X Official Communications: Recognition of Electronic Communications, Records, and Signatures

Unless otherwise required by applicable law, if any provision of these bylaws of WISAM requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any

provision of these bylaws of WISAM requires the signature or written consent or approval of a member, director, or committee member, an electronic signature or authenticated electronic communication satisfies the requirement.