

Tennessee Association of Alcohol, Drug & other Addiction Services

By-Laws

As amended August 9, 2012

ARTICLE I

SECTION 1. Name

The name of the organization shall be presently known as the Tennessee Association of Alcohol, Drug & other Addiction Services (TAADAS).

SECTION 2. Mission

“To educate, support and engage our members and public, influence policy and advocate for prevention, treatment and recovery services.”

In furtherance of this Mission, our specific Goals are as follows:

1. To provide a forum of advocacy for providers;
2. To provide a forum of advocacy for consumers;
3. To increase resources, services, and sustainability available to organizations and individuals serving the population;
4. To increase acceptance of recovering individuals;
5. To influence State and National policy decisions relative to addictions, co-occurring, prevention, and recovery supporting services;
6. To further a sense of fellowship and helpful relationships among the Association’s members; and
7. To influence and shape the available delivery system by improving practices within the system of care

SECTION 3. Legal Status

This organization is formed as a not-for-profit exempt organization, as defined in federal Internal Revenue Code Section 501(c)(3). The Association is organized and operated exclusively for the charitable and social welfare purpose stated in Section 2, and none of the fees, dues, earnings or assets may be distributed to the officers or directors, although payment of reasonable compensation for services is permitted. If the Association dissolves, all assets of the organization will be liquidated and transferred to another charitable organization.

ARTICLE II – MEMBERSHIP

SECTION 1. Membership

Membership shall be open to individuals or entities with an interest in addiction, co-occurring, prevention, or recovery support services and subject to payment of membership dues. TAADAS membership is not automatic board membership as the board consists only of the Executive Committee.

SECTION 2. Membership Categories

TAADAS membership categories are:

- a. Individual Member who supports the Mission of TAADAS
- b. Student Member in training in a related field of study or pursuing LADAC
- c. Retiree Member who no longer works in the field or who is retired and is a person with interest in supporting A&D issues
- d. Organizational Member who provides A&D treatment services as a nonprofit organization or government agency under contract with the State of Tennessee
- e. Affiliate Organizational Member whose organization supports the Mission of TAADAS
- f. Sponsor/Corporate Member for recognition at TAADAS events, website, etc.

SECTION 3. Rights and Privileges of Association Membership.

a. Organizational members in good standing shall be entitled to the following rights and privileges:

1. The right to promote or hold the agency or business out to the public as a member of this Association.
2. The right to have representation on any Committee of this Association.
3. Eligibility for nomination and service in any elective office of the Association.
4. Eligibility to participate in Association meetings.
5. Receipt of materials and publications of the Association.
6. Participate in all other services available to Members.
7. The right to vote on any issues brought to the Membership by the Executive Committee as well as issues brought directly to the Membership.
8. To review and approve or disapprove by majority vote all TAADAS policies related to its Governance and Fiscal Management upon implementation or implementation of any substantive change.

b. All other members in good standing shall be entitled to the following rights and privileges:

1. The right to promote or hold the agency or business out to the public as a member of this Association.
2. The right to have representation on any Committee of this Association
3. Eligibility to participate in Association meetings.
4. Receipt of materials and publications of the Association.
5. Participate in all other services available to Members.

SECTION 4. Obligations of Association Membership

- a. Prompt payment of Membership dues.
- b. Support and promotion of the stated purposes of the Association
- c. Conformity with the Association's Standards of Conduct
- d. Conformity with the Association's antitrust compliance program.
- e. Support of the provisions of these Bylaws.
- f. There is no obligation to participate in Executive Committee activity.
- g. Organizational members shall assure that the organization's representation at TAADAS Meetings (Executive Director/CEO or appointed designee) must have authority to act on behalf of his/her organization in regard to voting and conducting other official business with TAADAS.

SECTION 5. Organizational Meeting Quorum

A majority of the voting members present or electronically linked to a TAADAS organizational meeting shall constitute a quorum for the transaction of business.

The presence of a minimum of fifty-one (51) percent of the total number of Members shall constitute a quorum. A majority of those present or electronically linked and voting shall decide all questions. Each Organizational member is entitled to one vote on any business conducted.

SECTION 6. Censure, Suspension, or Removal of Members.

Members may be censured, suspended or removed for cause by a majority vote of the Membership. Reason include but not limited to: 1) For default in payment of dues, action may be taken after two months dues are in default; 2) For any other removal a member shall be suspended after the member complained against has been advised of the complaint lodged and has been given reasonable opportunity for defense; and 3) Violation of the provisions of the antitrust laws of the United States shall be automatic cause for suspension.

“Members shall attend at least fifty (50) percent of all regular meetings of the Organization within a twelve-month period. Failure to meet the foregoing attendance requirement, without excuse acceptable to the Executive Committee, shall be grounds for revocation of voting privileges.”

SECTION 7. Resignation.

Any member may resign at any time, but such resignation shall not relieve the member of the obligation to pay any dues or other charges which have accrued.

SECTION 8. Standing Committees.

There shall be six (6) Standing Committees and they are:

- (1) Membership – Committee will focus on member recruitment and retention including membership drives, setting membership fees (in consultation with the Finance Committee) and setting membership benefits;
- (2) Finance – Committee will review the agency ledger and balance statements as well as the program statistics and goals; Committee is comprised of the Executive Committee as well as the contracted accountant, with the Treasurer serving as Chair (3) Consumer Advocacy – Committee will review TAADAS programs, policies and activities to ensure that the consumer viewpoint is adequately considered and consumer rights are its foremost consideration; Committee will propose services and objectives to promote consumer engagement and participation in TAADAS
- (4) Legislative – Committee will review the activities of the current legislative session, current administration legislative and policy agenda and any administrative rule changes of any TN Department affecting A&D programs; Committee will be chaired by the contracted Legislative Lobbyist
- (5) Recovery Support Services – Committee will review any policy or program components related to recovery supports affecting A&D services, making the membership aware of service delivery issues, trends and opportunities; and
- (6) Fundraising - Committee will establish fundraising goals and projects in collaboration with the Finance Committee;

The President may appoint any ad hoc committees as deemed necessary. The President shall appoint these Standing and AD Hoc committees with no less than three (3) members with additional volunteer members. The Executive Director will serve as an Ex-Officio member of all Standing and Ad Hoc Committees.

ARTICLE III –Executive Committee

SECTION 1. Composition.

The Executive Committee of the Association shall be representative of the diversity of the Membership and composed of the following officers:

- (1) President
- (2) President Elect
- (3) Secretary
- (4) Treasurer
- (5) Representative from the East Grand Division
- (6) Representative from the Middle Grand Division
- (7) Representative from the West Grand Division
- (8) Consumer Advocate Member, and
- (9) Affiliate Organizational Member representative (Ex Officio – no vote)
- (10) Past President
- (11) Association’s Executive Director- (Ex-Officio no Vote)

SECTION 2. Election.

Each of the Members of the Executive Committee as outlined above will serve for a one year term from July – June and may serve no more than two (2) consecutive terms in the same office. Nominations for the elective of offices will be held at the May membership meeting, and elections will be held at the June meeting. Any Member and/or their designee in good standing shall be eligible for nomination.

In the event of a Vacancy of Office prior to the expiration of its term, the Membership will elect someone at the next Membership meeting.

SECTION 3. Duties of the Executive Committee.

The Executive committee of TAADAS shall be the legal governing body of the organization. The Executive Committee shall review its recommendations for action with the full Membership for the supervision, control and direction of the affairs of the Association, its committees and publications. Under the direction of the Membership, the Executive Committee shall carry out Association policies or changes, shall lead and pursue the objectives of the Association, and supervise the disbursement of its funds. The Executive Committee is authorized to adopt such internal policies and procedures as may be deemed advisable for the conduct of Association business and may, in execution of the powers granted, delegate certain of its authority and responsibility to committees.

SECTION 4. Votes.

Each Executive Committee Member shall possess one (1) vote in matters coming before the Executive Committee. The presence of a minimum of fifty-one (51) percent of the total number of Members shall constitute a quorum of the Executive Committee. A majority of those present or electronically linked and voting shall decide all questions.

SECTION 5. Executive Committee Actions and Meetings.

Action taken by the Executive Committee via telephone, email or fax shall be a valid action and shall be so reported at the next Membership meeting. The Executive Committee shall meet on a monthly basis and those meetings are open to the Membership. Notice of meetings shall be given not less than 10 days before the meeting is held. An Executive Committee meeting may be cancelled by a majority vote of the Members in attendance, or by telephone, email or fax.

SECTION 6. Executive Committee Responsibilities.

- a. The President shall be the Chairman of the Executive Committee; shall preside at all Membership meetings; shall be responsible for the general supervision of the affairs of the Association; shall suggest actions which may promote the welfare and increase the usefulness of the Association; and shall perform such other duties as are necessary to the office of President or as may be prescribed by the Executive Committee.
- b. The Treasurer shall oversee collection of membership dues and/or assessments; shall be responsible for all funds of the Association and shall cause regular books of accounting to be maintained in the proper order. S/he shall cause funds to be disbursed in payment of debts of the Association, and shall render monthly to the Executive Committee and Membership an accounting of the financial condition of the Association.
- c. The Secretary shall issue notices for all meetings of the Executive Committee and the Membership, and shall keep minutes of all meetings; shall oversee the Association books and records, and shall make such reports as are necessary for the office or as may be requested by the Executive Committee and Membership.
- d. The President-Elect will serve on the Executive Committee; will succeed to the office of President; and will take on the responsibilities of the President if the President is absent or cannot serve.
- e. The Grand Division Representatives will serve to represent the needs of their area and will make reports to the Executive Committee and Membership.
- f. The Consumer Advocate Member will serve to represent the voice of the Recovery community and those individuals and families struggling with the issues of substance use and abuse, addiction, and co-occurring disorders.
- g. The Organizational Affiliate Member will serve to represent that constituency and point of view to the Executive Committee in all matters that come before it.
- h. The Past President will serve to advise the President and the Executive Committee Members as to the past actions of the Executive Committee and the Members.

ARTICLE IV– MEETINGS

SECTION 1. Meetings.

The Association will meet Monthly following the Executive Committee meeting, presided over by the President. Issues to be presented to the full Membership may be directed to the President in advance for presentation to the entire Membership.

SECTION 2. Annual Meeting.

The annual meeting of the Association shall be held in September of each year unless scheduled otherwise with not less than twenty (20) and no more than sixty (60) days notice.

ARTICLE V-- FINANCE AND RECORD-KEEPING

SECTION 1. Compensation.

No part of the income or profit of the Association may be for the benefit of its members, Directors or Officers. The Executive Committee shall receive no compensation for their activity as Directors.

SECTION 2. Budget.

The Membership shall adopt an Annual operating budget presented to them by the Executive Committee covering all activities of the Association, prepared by the Treasurer and such Finance subcommittee in conjunction with the Association's Executive Director. The accounts of the Association shall be audited annually by a Certified Public Accountant who shall be recommended by the Executive Committee and approved by the Membership. After the end of the fiscal year, the Treasurer shall report with the audited financials to the general member meeting, as soon as is practicable.

SECTION 3. Records.

The minutes of the proceedings of the Executive Committee Meetings and the general member meetings shall be maintained by the secretary, and be open to the inspection of any member of the Association.

SECTION 4. Insurance.

The Association shall provide Officer and Directors liability insurance for elected officers of the Association. This insurance shall protect and indemnify the officers, directors from suits brought against them arising out of the performance of their duties. The Association's indemnification provided to these noted above is confined to this insurance only; the assets of the organization shall not be available for indemnification.

ARTICLE VI - Appointment of Executive Director

SECTION 1. Executive / Managing Director.

An Executive or Managing Director recommended by the Executive Committee and approved by Membership shall be responsible for day-to-day operations. He/she will serve as an ex-officio, non-voting member of all committees.

ARTICLE VII - PARLIAMENTARY PROCEDURE

SECTION 1. Rules.

Robert's Rules of Order shall be used as the parliamentary procedure in all meetings in which unresolved procedural issues arise. Otherwise meetings shall be conducted in a manner agreed upon by all of those at the meeting unless otherwise prohibited by law or these Bylaws.

ARTICLE VIII – AMENDMENTS

SECTION 1. Proposed Amendments.

Any proposed amendments to these Bylaws shall be presented to the Membership and approved by a majority vote. Any proposed amendment must be provided to the Membership at least one (1) month in advance of the meeting.

ARTICLE IX – DISSOLUTION

SECTION 1. Distribution of Assets.

Upon dissolution of the Association, after paying or making provisions for the payment of the liabilities of the Assn., all the assets of the Assn. shall be disposed of by conveyance to another charitable organization as described in section 501(c)(3) of the Internal Revenue Code, or to the organization members of the Association having status as charitable organizations.