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# National Association of State Controlled Substances Authorities

## **NASCSA Bylaws**

### **ARTICLE I Purpose**

The purpose of the National Association of State Controlled Substances Authorities ("NASCSA" or Association) is to provide a forum for the discussion and exchange of information and ideas, to develop, implement and monitor ongoing strategies and to curtail the abuse, misuse and diversion of controlled substances. Further, to advocate for continued enhancement, funding and utilization of programs to limit the inappropriate use and diversion of controlled substances. Furthermore, to provide the expertise and a unified voice of its membership in collaborating and educating: 1) local, state and federal law enforcement, regulatory authorities, public policy makers; 2) authorized prescribers, dispensers and distributors, and 3) the community at large for the sole purpose of improving the public health in the appropriate use of controlled substances.

### **ARTICLE II Membership**

(1) Regular Membership - The agency or agencies for each state, commonwealth, district or territory of the United States of America with controlled substance responsibilities, including prescription monitoring programs, shall be eligible for regular membership. The membership year shall run from July 1st of each year to June 30th. Only regular member agencies shall be eligible to vote on Association matters and only representatives of regular member agencies shall be eligible to hold office in the Association.

(2) Associate Membership - Any government agency or organization with a stated interest in controlled substances, which is not eligible for regular membership as set out above, may become an associate member upon payment of the same fee as is set for regular membership in the Association. An associate member shall not be eligible to vote on Association matters or to hold office in the Association, but may serve as an *ad hoc* member on Association committees when requested by the President of the Association.

(3) Associate Individual Membership - Any individual or individual representative of an entity, with a stated interest in controlled substances, may become an associate individual member upon application and subsequent majority vote of the Executive Committee and payment of a fee not to exceed that for regular membership. An associate individual member shall not be eligible to vote on Association matters, but may serve as an *ad hoc* member on Association committees when requested by the President of the Association.

(4) Honorary Membership - Any individual who was previously employed by an entity with a stated interest in controlled substances and who has made a significant contribution to the work of the Association may become an honorary member upon nomination of the Executive Committee and by a subsequent majority vote of the full membership. Membership dues shall be waived. An honorary member shall not vote on Association issues or hold office in the Association, but may serve as an *ex officio* member on Association committees when requested by the President of the Association.

(5) Withdrawal from Membership – Any member from any membership class may withdraw from membership of NASCSA at any time. The withdrawal shall be effective (30) days after written notice of withdrawal is received by the Secretary-Treasurer of the Association.

### **ARTICLE III** **Annual Dues**

Each member except for honorary members shall pay dues as follows: Dues shall be set by the Executive Committee and shall be set at a flat rate for regular members. Said dues shall not exceed \$500 per regular member.

### **ARTICLE IV** **Business Meetings**

- (1) Business meetings may be called at any time and place determined by the Executive Committee with a two-thirds (2/3) vote in the affirmative or by written petition signed by not fewer than 25% of the members and filed with the Secretary-Treasurer for the purpose of conducting the business affairs of the Association.
- (2) Written notice stating the date and time of the business meeting shall be communicated to all members.
- (3) Notification of business meetings shall be sent to each member of the Association whenever possible at least 14 days prior to a business meeting.
- (4) The Executive Committee shall set the agenda of the business meeting.
- (5) Business meetings may be conducted electronically (e.g. conference calls, webinars, or other similar means), however whenever practical, such meetings shall be conducted in person.
- (6) Whenever feasible, business meetings shall be conducted during the annual conference, and notification of these business meetings will be included in the conference agenda which is to be transmitted to all members.
- (7) In all cases, a quorum of the members must be established.
- (8) Business meetings will be open to all members in good standing.

## **ARTICLE V Annual Conference**

The annual conference of the Association shall be held at a time and place determined by the Executive Committee. A notice setting out the time and place of the annual conference shall be sent to each member of the Association at least 120 days prior to the conference. The Executive Committee shall set the agenda and fees for the annual conference. The annual conference is open to all members in good standing.

## **ARTICLE VI Officers**

(1) The officers of the Association shall consist of a President, a Vice-President, and a Secretary-Treasurer. Only representatives of regular members shall be eligible to be officers.

(2) The President shall preside at all meetings of the Association and shall carry out the instructions of the Executive Committee with regard to the affairs of the Association. The President shall sign all certificates and other instruments for the Association, except that he/she may delegate the signing of financial instruments to the Secretary-Treasurer and/or Executive Director.

(3) The Vice-President shall perform such duties as may be assigned to him or her by the President or Executive Committee, and shall serve as chair of the Resolutions/Bylaws Committee. The Vice-President shall, in case of resignation, death, disability, or the absence of the President, perform and be vested with all of the President's duties and authority.

(4) The Secretary-Treasurer shall keep account of all monies of the Association received or disbursed and shall keep a deposit thereof in such bank or depository as approved by the Executive Committee. The Secretary-Treasurer shall have the responsibility for keeping the minutes of all meetings and for maintaining other records deemed necessary by the Executive Committee. The Secretary-Treasurer may delegate duties and responsibilities to the Executive Director, as approved by the Executive Committee. The Secretary-Treasurer shall, in case of resignation, death, disability, or the absence of the Vice President, perform and be vested with all of the Vice President's duties and authority.

(5) The officers of the Association shall be elected to serve for a term of one year, or until the next election is held, and may serve no more than two successive terms.

## **ARTICLE VII Executive Committee**

(1) The Executive Committee shall be composed of the three officers, four Members at Large, and the Chair. The Chair of the Executive Committee shall have no vote on Executive Committee matters except in the case of a tie.

(2) The Immediate Past President shall serve as chair of the Executive Committee and is responsible to set the agenda and preside over meetings of the Executive Committee. In the event that the Immediate Past President no longer represents a regular member or is otherwise

unable to serve, the Executive Committee shall select a person who has previously served as a member of the Executive Committee to serve as Chair.

(3) Four persons shall serve as Members at Large of the Executive Committee. Two members shall be elected at each annual conference for a term of two years, or until the next election is held. Executive Committee members may serve no more than two successive terms in the same position on the Executive Committee.

(4) The terms of all Executive Committee members shall commence upon their installation and they shall hold office until their successors are elected and have been installed. The officers shall be installed before the conclusion of the annual conference at which they are elected.

(5) No regular member shall have more than one representative on the Executive Committee at any time.

(6) The Executive Committee shall manage the business, assets and affairs of the Association, exercise all the authority that may be exercised by the Association under its By-Laws, implement resolutions approved by the membership and approve the collection and expenditure of funds.

(7) The Executive Committee shall have full power to act on behalf of the Association and shall have general charge of its affairs in the intervals between meetings of the Association, provided that the acts of such Committee do not contravene the instructions of the Association. The Committee shall meet annually at the place of the annual conference of the Association or at such other times and places as may be determined by the Committee.

(8) The Executive Committee shall have the authority to employ and terminate from employment an Executive Director and other persons who are deemed by the Executive Committee to be appropriate staff of the Association.

(9) The Executive Committee shall hold its meetings upon call of the President or upon call by four members of the Executive Committee at such time and place as the President or the Executive Committee members shall designate.

(10) The meeting dates and times of the Executive Committee and all subcommittees shall be published at least 5 days in advance of a meeting except in case of an emergency meeting.

(11) In the interim between Executive Committee meetings, action may be taken by electronic mail without the necessity of seconds for motions for the purposes of conducting general business operations of the Association, with the exception of changes to the policies of the executive committee or anywhere else where a vote is required in the bylaws, provided such actions are approved by a majority of the Executive Committee. In no case will expenditures of funds be approved via electronic mail, except as explicitly outlined in written policies and procedures of the Executive Committee. In all cases, a written record of such electronic vote shall be recorded by the Secretary/Treasurer as part of the official minutes of the organization.

(12) All meetings of the Executive Committee are open to all members as non-voting participants. The Executive Committee may meet in executive session for the purposes of, but

not limited to, discussing personnel matters, conferring with an attorney representing the Association or to discuss the removal of an officer or member of the Executive Committee.

(13) A majority of the members of the Executive Committee, exclusive of the chair shall constitute a quorum necessary to conduct business, and unless otherwise provided in the Bylaws of the Association, a majority of said quorum shall prevail in all matters before the Committee.

(14) Any officer or member of the Executive Committee may be removed for cause deemed sufficient by an affirmative vote of two-thirds (2/3) of the total members of the Executive Committee entitled to vote. Any officer or member of the Executive Committee being considered for possible removal shall be notified in writing by the Executive Director of the reason or reasons in summary form for the consideration of said removal at least fifteen (15) days prior to the meeting during which the removal is to be considered.

### **ARTICLE VIII Committees**

(1) The President may appoint committees deemed necessary to carry out the business of the Association.

(2) The President shall appoint a Nominating Committee that will be responsible for presenting a slate of nominees at the annual conference. The Chair of the Executive Committee shall chair the Nominating Committee.

(3) The President shall appoint a Resolutions/Bylaws Committee, which will be responsible for presenting proposed bylaw changes and/or resolutions to the membership during the business meeting of the Association. The Vice President shall chair the Resolutions/Bylaws Committee.

(4) The President shall appoint a Finance Committee, which will be responsible for reviewing the financial instruments and records of the Association at least annually and reporting its findings at the annual conference. The Secretary/Treasurer shall chair the Finance Committee.

(5) The President shall appoint a Prescription Monitoring Program Committee (PMP) that will serve as a resource to the Executive Committee and the entire membership. The committee shall be responsible for providing both the expertise and support in providing guidance and recommendations in the development of programmatic needs and development of policy statements as needed that further the establishment, enhancement and operation of Prescription Monitoring Programs. The President shall appoint a chair each year who shall be a state PMP administrator.

(6) The President, in consultation with any Committee chairperson may remove a nonparticipating and/or non-attending committee member.

### **ARTICLE IX Quorum**

A quorum at any business meeting shall consist of a simple majority of the regular members. The quorum shall be established by a roll call of the regular members at the beginning of each business meeting.

#### **ARTICLE X Vacancies**

- (1) A member of the Executive Committee who leaves his or her position with a regular member shall continue in office until the end of the next Executive Committee meeting.
- (2) In case of death, disability or resignation of any of the members of the Executive Committee, other than the President, and Vice President as provided in Article VI (3&4), the remaining members of the Executive Committee may select a person to fill the vacancy for the unexpired term.

#### **ARTICLE XI Voting**

- (1) Each state, commonwealth, district, or territory with a regular membership may cast only one (1) vote. A voting member shall be the member from the Controlled Substance Authority or in their absence, another member may be the voting delegate.
- (2) An affirmative vote by the majority of the states, commonwealths, districts, or territories present and voting, a quorum having been established in accordance with Article VIII, is required for the passage of any motion.
- (3) A two-thirds (2/3) vote of the states, commonwealths, districts, or territories present and voting shall be required to amend the By-Laws. Proposed changes to the Bylaws must be submitted to the chair of the Bylaws and Resolutions committee not less than 90 days prior to any business meeting as called by the Executive Committee at which the amendments will be considered. A written notice of any proposed changes to the By-Laws shall be sent to the members at least 60 days prior to any business meeting as called by the Executive Committee at which the amendments will be considered.
- (4) In accordance with Article XI, a two-thirds (2/3) vote of the states, commonwealths, districts, or territories present and voting shall be required to consider a resolution that is submitted to the Executive Committee less than 45 days prior to a meeting.
- (5) An affirmative vote by the majority of the states, commonwealths, districts, or territories present and voting shall be required for the passage of a resolution.
- (6) In the event that a quorum is not established in accordance with Article VIII, the Executive Committee may employ alternate methods for the sole purposes of conducting voting on a motion to change the bylaws or elect an officer or Executive Committee member. An affirmative vote by the majority of regular members shall be required for election of officers and Executive Committee members and two thirds (2/3) affirmative vote of regular members shall be required for the passage of a change to the bylaws.

## **ARTICLE XII Resolutions**

- (1) Any member may propose a resolution to be considered by the regular members at any business meeting of the Association. The resolution must be submitted in writing to the Executive Committee not less than 45 days prior to the meeting at which it will be considered. Voting shall be in accordance with Article XI, requiring a simple majority for passage.
- (2) If a resolution is received by the Executive Committee less than 45 days prior to any business meeting of the Association at which it would be considered, it may be considered if two-thirds (2/3) of the regular members present and voting approve its consideration. If approved for consideration, the resolution shall require an affirmative majority vote, in accordance with Article XI.
- (3) A resolution approved by the members at the meeting shall be sent to all members within 90 days following a vote at a business meeting of the Association and forwarded to the Executive Committee for implementation as required.
- (4) A resolution requiring an expenditure in excess of \$100 must include a provision for a maximum expenditure not to exceed the Association's existing balance in order to be implemented.

## **ARTICLE XIII Amendments to Articles**

Any proposal to amend, alter, repeal or reenact NASCSA's Articles of Incorporation with respect to NASCSA's qualifications and operations as a non-profit, non-stock corporation of the state of South Carolina, the merger or consolidation of NASCSA, the division of NASCSA, the voluntary dissolution and winding up of NASCSA, or the sale of a substantial portion of NASCSA's assets will require the affirmative vote of both (a) two-thirds (2/3) of the entire Executive Committee at a duly convened meeting of the Executive Committee called for such purpose, and (b) two-thirds (2/3) of all members of NASCSA at a duly convened annual conference or business meeting of NASCSA, or at any duly convened special meeting called for such purpose.

## **ARTICLE XIV Dissolution**

Upon dissolution of NASCSA, all assets shall be transferred to a 501(C)(3) organization of similar purposes as required by regulations of the Internal Revenue Service.

## **ARTICLE XV Conformity with law**

The Officers, Executive Committee and members shall not act on, consider or discuss any matters prohibited by law. If any of the provisions of these laws are in conflict with the laws of the state of South Carolina or those of the United States of America, such provisions shall be deemed to be modified or deleted to the extent necessary to bring these Bylaws into conformity with said laws.

## **ARTICLE XVI**

### **Rules of Procedures**

When not otherwise provided by the Bylaws, the business of NASCSA shall be conducted in accordance with the most recent edition of *Roberts Rules of Order*.