

NAADAC of New Mexico LLC
ORGANIZATIONAL BYLAWS

DRAFT

Adopted by the NAADAC of New Mexico Board of Directors on: _____

ARTICLE I: NAME AND LEGAL STATUS

- A. **NAADAC of NEW MEXICO NAME:** The Board of Directors shall register and continuously maintain the name “NAADAC of NEW MEXICO” (hereinafter “NAADAC-NM”) as a corporation incorporated under the laws of the New Mexico, pursuant to all applicable New Mexico and Federal laws and statutes, and will continuously maintain a copy of the Articles of Incorporation in the NAADAC-NM office.
- B. **TAX STATUS:** The Board of Directors shall obtain and continuously maintain 501(c)-3 tax status for NAADAC-NM, pursuant to all applicable New Mexico and Federal laws and statutes, and will continuously maintain copies of all relevant tax documents in the NAADAC-NM office.
- C. **AFFILIATION STATUS:** The NAADAC-NM Board of Directors shall obtain and continuously maintain membership as a New Mexico NAADAC-NM of NAADAC, the Association for Addiction Professionals, and pay required dues for such affiliation from its treasury annually.
- D. **REGISTERED OFFICE:** NAADAC-NM shall continuously maintain in NEW MEXICO a registered office. The principle office of NAADAC-NM shall be in NEW MEXICO at any suitable location(s) within NEW MEXICO, as may be designated by the Board of Directors.
- E. **REGISTERED AGENT:** NAADAC-NM shall continuously maintain in NEW MEXICO a registered agent who shall be either:
 - 1. A professional limited liability company or 501c-(3) corporation registered as required by New Mexico Statute, the business office of which is identical with the registered office.
 - 2. A resident of NEW MEXICO whose business office is identical with the registered office and who is an NAADAC-NM Director or Officer, or
 - 3. A member of the NEW MEXICO New Mexico Bar.
- F. **FIDUCIARY RESPONSIBILITY:** Neither NAADAC-NM as an organization, its Board of Directors, nor any officer or member shall perform or authorize any action that could result in the elimination of NAADAC-NM’s tax exempt or corporate status, or any New Mexico or national affiliation agreement, unless the Bylaws are specifically amended by the membership to allow such action.

ARTICLE II: MISSION AND PURPOSES

- A. The Mission of NAADAC-NM shall be to advocate on behalf of the addiction workforce in New Mexico, regionally and nationally while providing training and networking opportunities to its members.
- B. The purposes of NAADAC-NM shall be to:
 - 1. Promote and encourage the organization of addiction professionals and peer support services in NEW MEXICO;
 - 2. Foster public awareness of addictions as treatable disorders;
 - 3. Promote and advocate for legal and medical reforms in the treatment of addictive disorders;
 - 4. Advance the science of addictive disorders through research, study, and scholarship;
 - 5. Elevate and maintain the standards of education for certification/licensure required to treat people with addictive disorders;
 - 6. Elevate and maintain the standards of ethical and professional conduct in the provision of addiction treatment and recovery support services;

7. Elevate and maintain the standards of honor, dignity, and integrity of addiction service providers;
8. Conduct New Mexico conventions, regional seminars, and educational programs to increase the competence and knowledge of NAADAC-NM members, allied health professionals, and the general public;
9. Represent the appropriate role of addiction professionals and peer support services at local and New Mexico levels;
10. Engage in other related activities as are necessary or desirable to fulfill the purposes and objectives of NAADAC-NM.

ARTICLE III: MEMBERSHIP CATEGORIES AND DUES

- A. NAADAC-NM Membership shall be available to individual addiction professionals, peer support specialists, educators, allied health professionals, and other interested individuals, organizations, corporations, firms, and agencies who support the purposes and objectives of NAADAC-NM.
- B. **MEMBERSHIP CATEGORIES:** Qualifying individuals or organizations shall be admitted to one of seven membership categories:
 1. **Professional Membership** shall be open to individuals who are licensed/certified in NEW MEXICO and engaged in the professional counseling and peer support services of people with addictive disorders, educators of addiction and human service professionals, and allied health professionals who are interested in addictions.
 - a. Professional Membership dues shall be paid annually in addition to NAADAC dues.
 2. **Associate Membership** shall be open to individuals who are:
 - a. Working towards certification/licensure in the addictions profession, who have less than five (5) years of experience, as a Counselor-In-Training category and shall be limited to sixty (60) months.
 - b. Non-clinical professionals who wish to join NAADAC-NM (*e.g., probation officers, marketing representatives, public health workers, or others interested in the addiction profession*) with no time limit to membership in this category.
 - c. Associate Membership dues shall be paid annually in addition to NAADAC dues.
 3. **Peer Recovery Support Specialist:** Open to individuals who are credentialed/licensed/certified/registered peer recovery support specialists or recovery coaches.
 4. **Student Membership** shall be open to students enrolled in a minimum of three (3) credit hours in Addictions Studies at an accredited college or university, or in a full or part time addictions-related internship through an accredited college or university.
 - a. Student Memberships that are granted to graduate students will be limited to the length of an individual's graduate program at the time of enrollment.
 - b. A student is defined as not being paid currently for a professional position and at the same time as taking classes. This person would be considered a professional since they are being paid a professional wage.
 - c. Student membership dues shall be paid annually in addition to NAADAC dues.
 5. **Retired Membership** shall be open to individuals who have retired from the addictions profession or recovery support and are no longer practicing.
 - a. Retired member dues shall be paid annually in addition to NAADAC dues.
 6. **Military Membership** shall be open to all NAADAC-NM members serving in active duty in the United States military.

7. **Honorary Membership** may be granted to an individual or organization in recognition of outstanding service or special contributions to the addiction profession or recovery support and/or NAADAC-NM to:
 - a. Current members who have served on the Board of Directors, chaired any standing committee with time and/or distinction, or been selected as Counselor of the Year, and have a minimum of 15 years in the Addiction Profession.
 - b. Any other individual, organization, agency, or program that is a current member and has aided or served NAADAC-NM with time and/or distinction.
 - c. Non-members who have made a significant contribution to the formation, development, and/or advancement of NAADAC-NM or the addictions profession in NEW MEXICO.
 - d. Honorary Membership status shall be granted upon nomination by a Board Member or Officer, and upon a 2/3 majority vote by the Board of Directors.

**** Please Note:** Honorary Membership status shall apply only to NAADAC-NM membership and not to NAADAC membership unless it has been approved by NAADAC. Members who are granted Honorary Membership status shall be exempt from NAADAC-NM membership dues, but shall continue to pay NAADAC dues until they are granted Honorary status by the NAADAC Executive Committee.

8. **Organizational Membership** shall be open to any agency or organization engaged in treatment, training, or general support of the addiction profession and recovery support, or which is concerned with and supports the purposes and objectives of NAADAC-NM.
 - a. Organizational Membership dues shall be \$200 annually or \$300 for two years.
 - b. Founding Organizational Membership dues shall be \$300 annually or \$500 for two years.

C. **APPLICATION FOR MEMBERSHIP:** All individuals and entities who desire to become members of NAADAC-NM shall complete and submit the application form required by NAADAC directly to NAADAC.

1. All applications shall be accompanied by the prescribed dues for the appropriate membership category specified on the application, which shall include membership in NAADAC.
2. Any willful misstatement on the application shall constitute grounds for automatic rejection of the application, or subsequent expulsion if the applicant was approved for membership prior to the misstatement being discovered.

D. **FEES AND DUES:** Membership dues shall be determined by resolution of the Board of Directors at the Annual meeting.

1. Any change in dues shall become effective following a minimum of sixty (60) day notice to the membership and to the NAADAC office, or at the next regular renewal date after notice of change is sent to the members.
2. Dues of Student and Retired Members shall not exceed seventy five percent (75%) of the standard dues paid by Professional Members.
3. Dues of Associate and Recovery Support Specialist Members shall not exceed seventy-five percent (75%) of standard dues paid by Professional Members.
4. Dues that remain unpaid after thirty (30) days following notice to the member shall be considered delinquent, which shall result in termination of membership without additional proceedings.

- E. METHOD OF PAYMENT: Annual dues shall be paid directly to NAADAC as follows:
1. Organizational Members shall remit their dues based on the effective date of their affiliation.
 2. All other Members shall remit their annual dues based on the effective date of their membership.
- F. VOTING PRIVILEGES:
1. Each current member in good standing shall be entitled to one vote in all NAADAC-NM elections for the offices of President-Elect, Treasurer, and Secretary.
 2. Each current member in good standing shall be entitled to one vote on all matters which the Articles of Incorporation or these Bylaws require or allow to be acted upon by the membership.
 3. Each current Organizational member in good standing shall be entitled to one vote for the election of the Delegate representing the Organizational members on the Board of Directors in accordance with Article VI, section D of these Bylaws.
- G. REPRESENTATION OF MEMBERSHIP: All - current members in good standing shall have the right to identify and represent themselves as members of NAADAC-NM and NAADAC and to display any insignia that has been designated by NAADAC for the use and identification of members.
- H. REVOCATION OR TERMINATION OF MEMBERSHIP: Membership in any category may be revoked or terminated for cause upon action by the Ethics Committee in response to a valid complaint duly filed and adjudicated according to established procedures.
1. Appeal of a decision to revoke or terminate membership by the Ethics Committee may be made to the Executive Committee/Board of Directors by mailing notice of intent to appeal to the Executive Director/Board President according to the procedures established for appeals.
 2. Procedures for termination of Organizational Members shall be developed and maintained by the Board of Directors.
- I. RE-ENROLLMENT: Any individual or organization whose membership has been terminated for failing to remit their annual dues may reapply for membership pursuant to the provisions of Article III, section B of these Bylaws.
- J. RESIGNATION: A member may resign at any time by providing a written notice of resignation to the Executive Director/Board President.
1. All resignations shall become effective on the date the notice is received by the Executive Director/Board President unless the Executive Director/Board President accepts a later effective date.
 2. Resignation shall not relieve the resigning member from the obligation to pay any dues previously accrued and unpaid.
- K. REFUNDS: No dues shall be refunded to any individual who resigns or whose membership is revoked or terminated for any reason.

ARTICLE V: MEETING OF MEMBERS

- A. ANNUAL MEETING: An Annual meeting of the membership of NAADAC-NM shall be held within NEW MEXICO, for the purpose of transacting any and all business that these Bylaws require or allow to be brought before the membership, at a time, date, and location designated by the Board of Directors.

- B. **SPECIAL MEETINGS**: Special meetings of the membership may be called by the NAADAC-NM President, Board of Directors, or members constituting not less than ten percent (10%) of all members who must direct in writing to the NAADAC-NM Secretary that such a meeting be called.
1. Annual or Special meetings of the membership shall be held at any location(s) within NEW MEXICO as designated by the Board of Directors in the notice of the meeting.
 2. Annual or Special meetings may be conducted by any electronic means capable of accommodating ten percent (10%) of the membership, as designated by the Board of Directors in the notice of the meeting.
- C. **NOTICE OF MEETINGS**: Written notice stating the date, time, and location of each Annual or Special meeting shall be delivered to all members by United States mail, facsimile, e-mail, or other means of electronic communication not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting.
1. Notice of a meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to New Mexico Statute, or the dissolution of NAADAC-NM shall be given not less than twenty-five (25) nor more than sixty (60) days prior to the date of the meeting.
 2. Each notice of a Special meeting of the membership shall New Mexico the purpose(s) for which the meeting is being called, and only business within the purpose(s) described in the notice of the Special meeting shall be conducted at the Special meeting.
 3. If mailed, notice shall be deemed to be delivered when deposited in an official United States Postal Service receptacle in a sealed envelope, properly addressed with prepaid postage thereon affixed.
 4. If by facsimile, e-mail, or other means of electronic communication, notice shall be deemed to be delivered when faxed, emailed, or otherwise sent by electronic means.
 5. If by telephone, notice shall be deemed to be delivered when a member is reached in person or a message is left on a member's answering machine or voicemail.
 6. Attendance by a member at any meeting constitutes a waiver of notice by the member of the date, time, and location of the meeting.
- D. **QUORUM**: No less than five (5) percent of members present in person shall constitute a Quorum for the transaction of business at any Special meeting of the membership. A quorum at every Special meeting shall be established by the NAADAC-NM Secretary.
- E. **MANNER OF ACTING**: An affirmative vote of a majority of members present at a meeting at which a quorum has been established shall be the action of the membership, unless a greater proportion is required by the Articles of Incorporation or applicable law.

ARTICLE VI: BOARD OF DIRECTORS

- A. **GENERAL AUTHORITY**: The Board of Directors shall direct the affairs of NAADAC-NM. The Board of Directors shall:
1. Approve the goals and strategies to be accomplished;
 2. Monitor the achievement of the goals and strategies;
 3. Allocate the necessary resources to achieve the goals and strategies;
 4. Monitor to ensure the resources are used efficiently and effectively.
- B. **SPECIFIC POWERS**: The Board of Directors shall be vested with all powers possessed by NAADAC-NM itself, including the power to:

1. Determine the policies of NAADAC-NM;
 2. Pursue the purposes and objectives of NAADAC-NM;
 3. Disburse NAADAC-NM funds;
 4. Adopt such rules and regulations as are deemed necessary or advisable for conducting NAADAC-NM business, responsibility, and authority, insofar as the delegation of such authority is not inconsistent with or repugnant to the Articles of Incorporation, these Bylaws, or to any applicable law.
 5. At no time shall the Board of Directors have the power or authority to remove any Ethics case from the jurisdiction of the Ethics Committee at any stage of the case, nor to call for a vote for such an action, nor to amend these Bylaws to permit such an action.
 - a. The Board of Directors shall only hear Ethics cases that have been fully adjudicated by the Ethics Committee and the outcome of the adjudication has been appealed, pursuant to the “*Procedures for Adjudicating Ethics Complaints.*”
- C. NUMBER OF DIRECTORS: The number of Directors constituting the entire Board of Directors shall be not less than one (1) nor more than fifty-one (51).
- D. BOARD MEMBERSHIP: The NAADAC-NM Board of Directors shall be composed of:
1. Five Officers, including the President, President-Elect, Immediate Past President, Secretary, and Treasurer.
 2. One Director from each region in the New Mexico.
 3. One Director from each Federally Recognized Tribe, Tribal Consortium or Tribally Based Urban Organization may be elected.
 4. One Student member from each region in the New Mexico.
 5. One Director elected by the Organizational Members voting as a group.
 6. As many additional Directors deemed necessary to effectively manage NAADAC-NM affairs, up to the maximum number specified.
 7. Each Director shall be a current NAADAC-NM (keep) or retired member in good standing, except for Student and Organizational Directors.
 8. Any and all vacancies that occur on the Board of Directors, whether by resignation, death, incapacity, or other reason(s) shall be filled according to the procedures for Special elections.
- E. RESIGNATION: A Director may resign at any time by providing written notice of resignation to the NAADAC-NM President. All resignations shall become effective on the date the notice is received by the President unless the President accepts a later effective date.
- F. REMOVAL: Any Director may be removed from office by a two-thirds (2/3) majority vote of Directors present at any Annual or Special meeting of the Board of Directors at which a quorum is present, for:
1. Violating any of these Bylaws, or
 2. Engaging in other conduct prejudicial to the best interests of NAADAC-NM.
 3. Failure to contribute to NAADAC – NM as an organization which may include lack of communication, attendance at meetings, and/or ability to follow through on obligations.
 4. Removal of a Director may occur only when the Director is first provided with written notice of the allegations against him or her including the date, time, and location of the meeting called for the purpose of hearing and/or acting on the allegations against the Director.

5. The notice shall be sent by certified or registered mail to the last known address of the Director listed in NAADAC-NM records, no less than thirty (30) days prior to the date of the meeting.
- G. ANNUAL MEETINGS: An Annual meeting of the Board of Directors shall be held each year at a date, time, and location designated by the Executive Committee/Board of Directors for the transaction of any and all business that these Bylaws require or allow to be brought to the Directors for action.
- H. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors then in office, and shall be held at a date, time, and location designated by the Board in the notice of the meeting.
1. Special meetings may be held in electronic format to ensure that full discussion and debate occurs with a quorum of Directors present.
- C. NOTICE OF MEETING: Notice of the date, time, and/or location of all Annual or Special meetings of the Board of Directors shall be given to each Director at his or her address listed in NAADAC-NM records no less than ten (10) days prior to the date of the meeting by mail, telephone, or other means of electronic communication.
1. If given by mail, notice shall be deemed to be delivered when deposited in an official receptacle of the United States Postal Service in a sealed envelope, properly addressed, with prepaid postage thereon affixed.
 2. If given by facsimile, e-mail, or other means of electronic communication, notice shall be deemed to be delivered when faxed, emailed, or otherwise sent by electronic means.
 3. If given by telephone, notice shall be deemed to be delivered when a Director is reached in person or a message is left on a Director's answering machine or voicemail.
 4. The purpose or purposes for which a Special meeting is called shall be New Mexico in the notice of the meeting.
 5. A Director's attendance at or participation in any meeting shall constitute a waiver of notice to the Director of the meeting, unless a Director, either at the beginning of the meeting or promptly upon his or her arrival at the meeting, objects to the meeting being held or to the transaction of business at the meeting, and does not thereafter vote for or assent to any action taken at the meeting.
- D. QUORUM: No less than fifty-one (51) percent of the Directors in office at the commencement of any meeting of the Board of Directors shall constitute a quorum for the transaction of business at the meeting. If less than fifty-one (51) percent of the Directors are present at any Board meeting, no official action shall be taken on any item of business, and a majority of the Directors present shall adjourn the meeting without further discussion or notice.
- E. MANNER OF ACTING: An affirmative vote of a majority of Directors present at a meeting of the Board of Directors where a quorum has been established, shall be the action of the Board of Directors and NAADAC-NM, unless a greater proportion is required by the Articles of Incorporation or applicable law.
- F. COMPENSATION: No Director shall receive any compensation for his or her service as a Director, but the Board may authorize NAADAC-NM to reimburse any Director for expenses incurred by his or her attendance at any Annual or Special meeting of the Board of Directors, or attendance at any NAADAC events.

- G. **LIABILITY OF DIRECTORS:** No Director shall have individual liability for any claims or damages that may result from actions taken in the discharge of any duty imposed, or in the exercise of any power conferred upon a Director by NAADAC-NM, provided the Director, in good faith, believed:
1. His or her actions were in accordance with the best interests of NAADAC-NM or,
 2. He or she relied upon information, opinions, reports, or statements prepared or presented by:
 - a. one or more Officers or employees of NAADAC-NM whom the Director believes to be reliable and competent in the matters presented,
 - b. legal counsel, public accountants, or other individuals whom the Director believes are acting within their professional or expert competence, or
 - c. a committee of the Board of Directors, of which the Director is not a member, if the Director believes that the committee merits confidence, or
 - d. He or she has direct knowledge or information concerning the matter in question that makes reliance unwarranted.

ARTICLE VII: OFFICERS

- A. **OFFICERS:** Officers of NAADAC-NM shall consist of a President, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, all Regional Directors, and the Executive Director, and may include other officers the Board of Directors deems necessary.
1. No individual shall be allowed to simultaneously hold more than one Office in NAADAC-NM.
 2. All NAADAC-NM Officers shall be members of the NAADAC-NM Board of Directors.
- B. **QUALIFICATIONS AND ELECTION OF OFFICERS:**
1. The President-Elect, Secretary, and Treasurer shall be elected by the membership in statewide elections according to the established procedures for elections.
 2. Each Regional Director shall be elected by the members within the region he or she wishes to represent.
 - a. Each Regional Director shall be a current Professional member in good standing and reside in the region he or she wishes to represent.
 - b. No votes for any Regional Director may come from outside the region he or she wishes to represent. Only members who reside within a specific region shall be eligible to vote for that region's Regional Director.
 - c. In the event of a tie vote within a region, the NAADAC-NM Board of Directors shall break the tie vote by written ballot.
 3. The qualifications and criteria for the office of President-Elect shall be:
 - a. The ability to perform and fulfill all duties and functions of the President as enumerated and described in the NAADAC-NM Bylaws and Policies and Procedures.
 - b. Current or Retired NAADAC-NM Professional Membership in good standing.
 - c. A minimum of two years of active engagement in the addiction profession immediately prior to the nomination.
 4. The qualifications and criteria for Secretary shall be:
 - a. The ability to perform and fulfill all duties and functions of the Secretary as enumerated and described in the NAADAC-NM Bylaws and Policies and Procedures.
 - b. Current or Retired NAADAC-NM Professional Membership in good standing.
 - c. A minimum of two years of active engagement in the addiction profession immediately prior to the nomination.

5. The qualifications and criteria for Treasurer shall be:
 - a. The ability to perform and fulfill all duties and functions of the Treasurer as enumerated and described in the NAADAC-NM Bylaws and Policies and Procedures.
 - b. Current or Retired NAADAC-NM Professional Membership in good standing.
 - c. A minimum of two years of active engagement in the addiction profession immediately prior to the nomination.
 6. The qualifications and criteria for Regional Director shall be:
 - a. The ability to perform and fulfill all duties and functions of an RVP as enumerated and described in the NAADAC-NM Bylaws and Policies and Procedures.
 - b. Current or Retired NAADAC-NM Professional Membership in good standing.
 - c. A minimum of two years of active engagement in the addiction profession immediately prior to the nomination,
 - d. Reside and work in the region represented.
 7. The qualifications and criteria for Organizational Director shall be:
 - a. Current NAADAC-NM Organizational Membership in good standing.
 - b. A minimum of two (2) years of active engagement in the addiction profession immediately prior to nomination.
 8. Subject to approval of the Board of Directors or Executive Committee, any Officer may take a leave of absence from his or her employment during their tenure and remain eligible for office.
- C. TERM OF OFFICE: Each Officer, with the exception of the Executive Director, shall assume office at the conclusion of the Annual meeting of the Board of Directors following his or her election,
1. The term of elected service for each Officer shall not exceed two (2) years.
 2. Individuals may serve more than one term in any office other than the offices of President and President-Elect, but in no case shall any individual be allowed to serve more than two consecutive terms in the same office.
 3. If an individual is appointed to an office as the result of a vacancy and serves no more than one year in office to fill the vacancy, the appointed term shall not count towards the individual's two-term limit in office.
 4. The term of any person who fills a vacant office shall expire at the next scheduled election for the office of the individual whose term they were appointed to fill.
- D. RESIGNATION: An Officer may resign at any time by providing written notice of resignation to the NAADAC-NM Executive Director/Secretary. All resignations shall be effective on the date the notice is received by the Executive Director/Secretary unless the Executive Director/Secretary accepts a later effective date.
- E. REMOVAL: Any Officer may be removed from office by a two-thirds (2/3) majority vote of Directors at any Annual or Special meeting of the Board of Directors, at which a quorum is present, for:
1. Violating any of these Bylaws;
 2. Engaging in conduct prejudicial to the best interests of NAADAC-NM.
 3. Removal of an Officer shall occur only when the Officer involved is first provided with:
 - a. A written explanation of the allegations made against the Officer who is being considered for removal from Office.

- b. Written notice of the date, time, and location of the meeting of the Board of Directors called for the purpose of hearing and/or acting on the allegations.
 - c. An opportunity to appear before the Board of Directors or forward a written response in presentation of a defense to the allegations, no sooner than ten (10) days nor later than thirty (30) days after receipt of notice of the hearing.
 - d. The notice shall be sent by certified or registered mail to the last known address of the Officer listed in the records of NAADAC-NM no less than thirty (30) days prior to the date of the hearing.
- F. VACANCIES: In any case where an Officer, other than the President, is unable to complete his or her term for any reason (*resignation, ineligibility, or removal*), the Board of Directors shall nominate and elect a successor to complete the remainder of the unexpired term.
- 1. If the office of President becomes vacant, the President-Elect shall assume the duties of the office of President and will serve as President of NAADAC-NM for the remainder of the unexpired term, without prejudice to any succeeding term to which he or she was or might be elected.
 - 2. Any person desiring to retain a position to which they were appointed shall be required to run for the position in the next scheduled election for that office regardless of the length of the appointed time served.
 - 3. A person who is appointed to fill any vacant office shall not become eligible for the office of President-Elect unless he or she is elected to a subsequent full term of office.
- G. PRESIDENT: The President shall have all powers and perform all duties commonly vested in and incident to the office of president of a corporation and will have the following specific powers and duties:
- 1. The President shall be the Chair of the Board of Directors and the Executive Committee, and shall prepare the agenda for all Board and Executive Committee meetings;
 - 2. The President shall be an *ex officio* member of all committees;
 - 3. The President shall serve as Chair of the Personnel Committee;
 - 4. The President shall perform other duties that the Executive Committee or Board of Directors may designate.
- H. PRESIDENT-ELECT: The President-Elect shall offer advice and counsel to Regional Directors, and shall:
- 1. Perform all duties incumbent upon the President during the absence or disability of the President;
 - 2. Prepare for his or her succeeding term as President;
 - 3. Perform other duties that the President, Executive Committee, or Board of Directors may designate.
- I. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as a member of the Board of Directors and the Executive Committee. He or she shall act as an advisor to the President and President-Elect and perform other duties that the President, Executive Committee, or Board of Directors may designate.
- J. TREASURER: The Treasurer shall have all powers and perform all duties commonly vested in and incident to the office of the treasurer of a corporation, including the following duties and responsibilities:
- 1. He or she shall be responsible for developing and reviewing the fiscal policies of NAADAC-NM;

2. He or she shall ensure that an account is maintained of all monies received and expended for the use of NAADAC-NM;
 3. He or she shall ensure that all NAADAC-NM monies are deposited in a bank or banks or trust company or trust companies, and that authorized disbursements are made therefrom;
 4. He or she shall render a report of NAADAC-NM finances at the Annual Meeting or when requested by the President, showing all income and expenditures for the current year;
 5. He or she shall perform other duties that the President, Executive Committee, or Board of Directors may designate;
 6. The Treasurer shall Chair the Finance Committee.
- K. SECRETARY: The Secretary shall have all powers and perform all duties commonly vested in and incident to the office of secretary of a corporation, including the following duties and responsibilities:
1. He or she shall attend all meetings of the Board of Directors, the Executive Committee, and of other committees as appointed by the President, and shall be responsible for keeping, distributing, and preserving in the NAADAC-NM records accurate and true minutes of the proceedings of all meetings he or she attends.
 2. He or she shall ensure that all notices are given in accordance with these Bylaws.
 3. He or she shall perform other duties that the President, Executive Committee, or Board of Directors may designate.
- L. EXECUTIVE DIRECTOR: The Executive Director shall be the chief executive officer (CEO) of NAADAC-NM responsible for all day-to-day management functions.
1. He or she shall be a non-voting Officer and, if otherwise qualified, shall serve as the Registered Agent of NAADAC-NM;
 2. He or she shall manage and direct all activities of NAADAC-NM as prescribed by the Executive Committee and shall be responsible to the Executive Committee and the Board of Directors;
 3. He or she shall employ and terminate the employment of staff as necessary to carry out the work of NAADAC-NM, and shall fix staff compensation within the budget approved by the Board of Directors;
 4. He or she shall define the duties of the staff, supervise staff performance, establish staff titles, and delegate such responsibilities of management to staff as, in his or her judgment, serves the best interests of NAADAC-NM;
 5. He or she shall be responsible for completing and filing all reports, returns, and information forms required by local, New Mexico, or federal governments;
 6. He or she shall perform other duties that the President, Executive Committee, or Board of Directors may designate.
- M. REGIONAL DIRECTORS: Regional Directors shall encourage chartering of regional chapters and assist new chapters during their formation.
1. Regional Directors shall ensure that all chapters within their respective regions:
 - a. Operate within the guidelines established by NAADAC-NM.
 - b. Are kept informed of NAADAC-NM activities.
 - c. Keep NAADAC-NM informed of all regional activities.
 2. Regional Directors shall serve on the Executive Committee to represent the members within their region, and shall be responsible to communicate any recommendations or concerns from their region to the Executive Committee/Board of Directors.

ARTICLE VIII: COMMITTEES

- A. The Board of Directors shall be authorized by the Articles of Incorporation and these Bylaws to create any number of committees it deems necessary or advisable to manage the interests of NAADAC-NM, and may appoint individual Directors to serve on committees.
- B. Each member of a standing committee, including each Committee Chair, shall be a current member in good standing of NAADAC-NM.
- C. A committee that is composed of non-Director members shall act in a purely advisory capacity to the Board of Directors, and will have no decision-making authority for NAADAC-NM.
- D. All work of each committee shall be conducted in a manner that serves the best interests of NAADAC-NM, and with full regard to the needs and interests of the membership.
- E. Committee Chairs shall be cognizant of the ongoing requirement to provide opportunities for committee participation for NAADAC-NM members and shall direct committee activities to reflect and feature the multi-cultural and inclusive nature of NAADAC-NM.
- F. Standing committees shall include:
 1. **EXECUTIVE COMMITTEE**: The Executive Committee shall be composed exclusively of all NAADAC-NM Officers and Regional Directors, other than the Executive Director.
 - a. The Executive Committee shall be vested with any or all of the powers of the Board of Directors in the management of the business and affairs of NAADAC-NM between meetings of the Board of Directors.
 - b. The Executive Committee shall not have the power to undertake any activities which the Board of Directors has expressly reserved for itself, or which New Mexico Statute reserves to the Board of Directors, including but not limited to the power to amend or repeal these Bylaws.
 - c. A simple majority of the members of the Executive Committee present in person at any Executive Committee meeting shall constitute a quorum for the transaction of business.
 - d. Special meetings of the Executive Committee may be called by any member of the Committee with one (1) day notice to the other Executive Committee members, with notice of the meeting shall follow the standard procedures in Article VI, section J.
 - e. Meetings of the Executive Committee may be conducted by telephone conference, video conference, secure chat rooms, or other means of electronic communication through which all persons participating in the meeting are able to communicate simultaneously.
 - f. Participation in an Executive Committee meeting by any Officer or Regional Director through electronic means shall constitute presence in person and waiver of notice of the meeting.
 2. **AWARDS COMMITTEE**: The Chair of the Awards Committee shall be appointed by the President, upon approval by the Board of Directors. The Awards Committee shall be responsible for garnering nominations and selecting winners for all NAADAC-NM award categories (unless otherwise specified) according to all NAADAC-NM timelines.
 3. **BYLAWS COMMITTEE**: The Chair of the Bylaws Committee shall be appointed by the President, upon approval by the Board of Directors. The Bylaws Committee shall be responsible for reviewing these Bylaws and proposing any necessary or desired changes to the Board of Directors for approval.

4. CERTIFICATION COMMITTEE: The Chair of the Certification Committee shall be appointed by the President, upon approval by the Board of Directors.
 - a. The Certification Committee shall be composed of the chair and a minimum of six (6) and a maximum of ten (10) additional members.
 - b. The Certification Committee shall be responsible for establishing and monitoring certification criteria, reviewing all applications for certification, granting certification to those who are eligible and denying certification to those who do not qualify.

OR:

5. LICENSURE COMMITTEE: The Chair of the Licensure Committee shall be appointed by the President upon approval by the Board of Directors.
 - a. The Licensure Committee composed of the chair and a minimum of four (4) and a maximum of eight (8) additional members.
 - b. The Licensure Committee shall be responsible for obtaining and maintaining contracts with the New Mexico Licensing Body and the NAADAC-approved testing company (if appropriate) for all licensure testing in the New Mexico of NEW MEXICO.

OR: *See Certification Commission below.*

6. CLINICAL ISSUES COMMITTEE: The Chair of the Clinical Issues Committee shall be appointed by the President, upon approval by the Board of Directors.
 - a. The Clinical Issues Committee (CIC) shall investigate emerging clinical practices and changes in treatment protocols to determine whether they are in the best interests of the client population served by the membership.
 - b. The CIC shall address treatment protocols and issues that are currently in practice, circulated, distributed, or published to determine if they are evidence-based and promising to the addictions recovery profession for assisting in the recovery of people with addictive disorders and their families.
 - c. The CIC shall provide clinical insight to the Executive Committee/Board of Directors on an ongoing basis and shall report annually regarding pertinent issues and/or areas in the treatment and recovery of people with addictive disorders and their families to the Board of Directors.
 - d. The CIC shall be composed of a variety of individual who represent the diversity of NAADAC-NM.
7. ETHICS COMMITTEE: The Chair of the Ethics Committee shall be appointed by the President, upon approval of the Board of Directors.
 - a. The Ethics Committee shall be responsible for fostering compliance with the letter and spirit of the Ethical Standards of NAADAC-NM and NAADAC.
 - b. The Ethics Committee shall be responsible to review and resolve any allegations, charges, or complaints of violations of the Ethical Standards according to established procedures.
8. FINANCE AND AUDIT COMMITTEE: The Chair of the Finance Committee shall be the NAADAC-NM Treasurer.
 - a. The Finance and Audit Committee shall be composed of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, the Executive Director, and one Regional Director who shall be elected by a majority vote of all

- Regional Directors at the first Executive Committee/Board meeting after the Annual meeting where new Officers assume office.
- b. The Finance and Audit Committee shall be responsible for providing guidance in developing and reviewing the budget prior to the presentation of the budget to the Board of Directors for approval.
 - c. The Finance and Audit Committee shall review the fiscal status of NAADAC-NM in detail and makes quarterly financial status reports to the Executive Committee/Board of Directors.
9. MEMBERSHIP COMMITTEE: The Chair of the Membership Committee shall be appointed by the President, upon approval by the Board of Directors.
- a. The Membership Committee shall be responsible to increase awareness of membership opportunities within NAADAC and NAADAC-NM.
 - b. The Membership Committee shall be responsible to increase addiction focused student awareness of NAADAC-NM and professional development opportunities while in college or university programs.
10. NOMINATIONS AND ELECTIONS COMMITTEE: The Chair of the Nominations and Elections Committee (NEC) shall be appointed by the President, upon approval of the Board of Directors.
- a. The NEC shall develop and review policies and procedures to ensure implementation of the nominations and elections criteria for Officers and Regional Directors as NAADAC - New Mexico in these Bylaws.
 - b. The NEC shall govern and oversee all nominations and elections of Officers and Regional Directors.
11. PERSONNEL COMMITTEE: The President shall Chair the Personnel Committee.
- a. The Personnel Committee shall be composed of the Immediate Past President, the President-Elect, the Treasurer, and one Regional Director who is elected by a majority vote of all Regional Directors at the first Executive Committee/Board meeting after the Annual meeting where new Officers assume office.
 - b. The Personnel Committee shall be responsible for hiring, evaluating, terminating, and setting compensation for the Executive Director.
 - c. The Personnel Committee shall be responsible for the development and oversight of NAADAC-NM personnel policies.
12. PUBLIC POLICY COMMITTEE: The Chair of the Public Policy Committee shall be appointed by the President, upon approval of the Board of Directors.
- a. The Public Policy Committee shall be responsible for monitoring and informing the Board of Directors of legislation or policy pending before the New Mexico legislature that is of interest to NAADAC-NM members and the addictions profession.
 - b. The Public Policy Committee shall develop responses or plans of action regarding relevant legislation and other policy issues for NAADAC-NM.
13. STEERING/EXECUTIVE COMMITTEE chaired by the Immediate Past President and composed of a minimum of two (2) additional members who are responsible for the vision, direction, and long-range planning of NAADAC-NM.

14. VETERAN'S AND MILITARY AFFAIRS COMMITTEE: The Chair of the Veterans and Military Affairs Committee shall be appointed by the President, upon approval by the Board of Directors.
 - a. The Veterans and Military Affairs Committee shall be involved in matters regarding the adequate provision of quality mental health and substance use disorder treatment within the active duty/veterans community and their families.
15. OTHER COMMITTEES: The President shall have the authority to create any *ad hoc* committee(s) that he or she deems necessary or advisable to advance the mission and objectives of NAADAC-NM, and shall define the scopes, limits, and starting and ending dates of all *ad hoc* committees duties.

ARTICLE X: NAADAC-NM CERTIFICATION COMMISSION

- A. The NAADAC-NM Certification Commission shall be the policy-making body for all professional certification activities conducted by NAADAC-NM in NEW MEXICO for individuals who are engaged in the addiction profession.
 1. The Certification Commission Chair shall be selected by the members of the Commission according to the elections policies and procedures developed by the Commission and approved by the NAADAC-NM Board of Directors.
 - a. The Certification Commission Chair shall serve a two-year term of office and may serve a maximum of two terms.
 - b. The Certification Commission Chair shall serve as a non-voting member of the NAADAC-NM Executive Committee/Board of Directors.
 2. The Certification Commission shall consist of thirteen (13) Commissioners, including the Chair.
 - a. The NAADAC-NM President shall serve *ex officio* as a non-voting member of the Certification Commission.
 - b. Each Commissioner shall serve a term of three years, and may serve no more than two consecutive terms.
 - c. Any term(s) served as Certification Commission Chair shall be independent of the time allowed and prescribed for service as a Commissioner.
- B. CERTIFICATION COMMISSION DOMAINS: The Certification Commission shall be independent from NAADAC-NM in matters relating to certification and shall have full authority for establishing policies, procedures, and standards required for the following:
 1. Certification Eligibility and Examination Qualifications
 2. Examination Content and Construction.
 3. Test Administration.
 4. Scoring of Tests in accordance with generally accepted psychometric principles.
 5. Certification via Test Exemption.
 6. Rules of procedure for meetings including site, frequency, and agenda.
 7. Appeals
 8. Fees
 9. Internal Committees, both Standing and *Ad Hoc*.
- C. POLICIES AND PROCEDURES: The Certification Commission shall adopt sufficient policies and procedures to direct and perform the duties and responsibilities of the Commission, including policies and procedures for the election of officers other than the Chair.

- D. **CERTIFICATION COMMISSION BUDGET**: The Certification Commission shall consult with and obtain approval from the Executive Committee/Board of Directors for the adoption of an annual budget and other fiscal matters, as well as contracts, grants, and/or other obligations which would create fiscal or legal obligations for NAADAC-NM.
- E. **PRODUCT DEVELOPMENT**: The Certification Commission shall make recommendations regarding all new credentials to the NAADAC-NM Board of Directors for review and approval. Board approval shall not be necessary for the policies, procedures, and standards described in Article IX, section B.

ARTICLE XI: FISCAL YEAR

The fiscal year of NAADAC-NM shall commence on January 1 and terminate on December 31.

ARTICLE XII: INDEMNIFICATION

- A. **INCLUSION**: Every reference herein to a member of the NAADAC-NM Board of Directors or Officer shall include every current Director and Officer of NAADAC-NM and every former Director and Officer of NAADAC-NM.
- B. **GOOD FAITH ACTION**: NAADAC-NM shall indemnify each of its Directors and Officers from and against any and all judgments, fines, settlements, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein whenever arising, imposed upon or inserted against him or her by reason of being or having been a Director or Officer and acting within the scope of his or her official duties, but only when the determination shall have been made that the Director or Officer:
1. acted in good faith,
 2. or believes:
 - a. in cases pertaining to conduct in his or her official capacity with NAADAC-NM, that his or her conduct was in the best interests of NAADAC-NM, and
 - b. in all other cases, that his or her conduct was at least not opposed to the best interests of NAADAC-NM, and
 - c. in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.
 3. The determination of "good faith" action shall be made either by the legal system or by the Board of Directors acting through a quorum of Directors who are not parties to the action or proceeding being investigated or, if a quorum of Directors is not obtainable, by independent legal counsel.
 4. If the foregoing determination is to be made by the Board of Directors, the Directors may rely, as to all questions of law, on the advice of independent legal counsel.
 5. The right of indemnification herein provided shall be in addition to any and all rights to which any Director or Officer might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XIII: DISSOLUTION

Upon dissolution or final liquidation, the Board of Directors shall, pursuant to New Mexico Statute, after paying or making provision for payment of all the lawful debts and liabilities of NAADAC-NM, distribute all the assets of NAADAC-NM in such a manner as the Board of

Directors shall determine. This may include sending assets to NAADAC for future use in building a new NAADAC-NM.

ARTICLE XIII: PROCEDURE AND ORDER OF BUSINESS

Parliamentary rules, as New Mexico in the most recent edition of *Robert's Rules of Order, Newly Revised*, shall govern the procedures of all meetings of NAADAC-NM, including meetings of the membership.

ARTICLE XIV: AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed by a two-thirds majority vote at any meeting of the Board of Directors, except to the extent:

- A. The Articles of Incorporation or New Mexico Statute reserve such power exclusively to the members, or
- B. The members, in adopting or amending a particular Bylaw, provide expressly that the Board of Directors may not amend or repeal that Bylaw.
- C. Any and all proposed amendments to these Bylaws shall be mailed to each Director no less than fourteen (14) days prior to the date of the meeting at which the amendment(s) will be proposed.
- D. Any amendment that is proposed according to these Bylaws and adopted by the Board of Directors shall become effective immediately upon adoption unless a specific effective date is proposed at the time the amendment is presented to the Board of Directors.

ARTICLE XV: PROMULGATION OF THE BYLAWS

- A. These Bylaws shall be the foundation of all activities conducted by NAADAC-NM in pursuit of its goals and objectives.
- B. The Executive Director/Bylaws Chair shall establish sufficient policies and procedures to affect the daily conduct of NAADAC-NM business.
- C. The NAADAC-NM Policies and Procedures shall be the domain of the Executive Director/Bylaws Chair, upon review by the Bylaws Committee, and approval by the Executive Committee acting on behalf of the Board of Directors.