

## **BY-LAW OF OPIOID TREATMENT PROVIDERS OF GEORGIA**

### **ARTICLE I Organization**

The name of this corporation shall be: Georgia Methadone Providers Coalition dba Opioid Treatment Providers of Georgia, hereinafter referred to as “OTPG”, the “Corporation”, or the “Association”. The Corporation may, at its pleasure by a vote of the Board of directors, change its name.

#### **\*Basic terminology referenced in the By-Laws:**

**\*Board of Directors:** The Board of Directors represent a group of people who manage or direct a company or organization. All members of the Board Directors must represent a member clinic.

**\*The Executive Committee** An executive committee is composed of members of the Board of Directors that have been elected and acts as a steering committee for the full Board of Directors. Its main purpose is to facilitate decision-making between membership meetings and/or in urgent and crisis circumstances. It has the power to act on behalf of the full Board of Directors and is a steering committee for the Board of Directors.\*The Executive Committee will represent providers of member clinics.

**\*OTPG Officer:** An OTPG officer is considered a member of the Executive Committee that is elected by the Board of Directors to manage the day-to-day activities of OTPG,

**\*Appoint:** The act of naming or designating someone to a position.

**\* Elect:** To select by vote for an office, position, or membership.

### **ARTICLE II Offices**

\*The principal office shall be located in the city of Decatur, County of DeKalb, in the state of Georgia. This principal address is used for: Important renewals, tax papers, checks, etc..

The corporation may also have offices at other places within this state as the Board of Directors may from time to time determine as the business of the Corporation may require.

### **ARTICLE III Core Values and Purpose**

The Corporation has been organized to:

- 1) Promote good will and cooperation among its members.
- 2) Promote the growth and development of medication assisted treatment services that enhance services.
- 3) Educate and advise its members as to changes in applicable laws, regulations and advancements in medication assisted treatment.
- 4) Educate and advise its members in reference to legislative issues.
- 5) Promote coordination and communication among medication assisted treatment programs.

- 6) Educate the public concerning medication assisted treatment.
- 7) Support programs and services relative to the treatment, and/or prevention of substance abuse.
- 8) \*Enhance the quality of patient care in the provision of services to persons with opioid use disorder and their families.
- 9) \*Do all such acts and things as may be necessary, proper, and advisable for the benefits of its members.
- 10) \*Support evidence-based practices in the provision of treatment to persons served.
- 11) Promote and support ethical provision of services in medication assisted treatment.

#### **ARTICLE IV**

##### **Not-for-Profit Status**

- 1) This Corporation is not organized for a pecuniary profit or financial gain. No part of its assets, income, or profits shall be distributed to, inure to the benefits of its members, directors, or officers except to the extent permitted under the Not-for-Profit corporation law.
- 2) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with the furtherance of the aforementioned purposes and the management of its affairs), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.
- 3) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE V**

##### **Membership**

- 1) Payment of dues entitles an individual or opioid treatment program located in the State of Georgia, or a corporate organization to become a member in good standing of the Opioid Treatment Providers of Georgia.
- 2) Dues for membership shall be determined by majority vote by the Board of Directors.
- 3) \*The members of OTPG shall have the authority to expel an individual, organization, or corporate organization from membership (without expectation of refunding of dues paid) by a two-thirds vote if that individual, organization, or corporate organization's activities are harmful to the goals and purposes of the Corporation.
- 4) \*Opioid treatment program members in good standing - An organization that is in compliance with the ethical policies of American Association for the Treatment of Opioid Dependence (AATOD), and the responsibilities of membership is considered a Member in Good Standing and entitled to the following benefits:
  - a) Attend quarterly meeting and bring issues to the Executive Committee and members in attendance;

- b) \*Have the Substance Abuse Mental Health Services Administration (SAMHSA) Sponsor of each member facility appoint an individual in writing, who represents their member clinic, to be the representative on the Board of Directors;
  - c) Appointed individuals can cast votes on membership issues on behalf of the member organization;
  - d) \*Receive communications and updates from the (AATOD) Board Delegate;
  - e) \*Receive critical research information, current policy papers, survey results, and special surveys results and policy findings, including those from managed care companies and the State Opioid Treatment Authority (SOTA);
  - f) \*Participate in the membership committee structure;
  - g) \*Eligible to chair an OTPG committee;
  - h) \*Receive all OTPG communications, publications and services;
  - i) Receive an AATOD certificate of membership and refer to your facility as a member of OTPG.
- 5) \*Individual members and corporate organizations in good standing – An individual or corporate organization that is in compliance with the ethical policies of AATOD, and the responsibilities of membership is considered a member in good standing and entitled to the following benefits:
- a) Attend quarterly meeting and bring issues to the Executive Committee and members in attendance;
  - b) \*Receive communications and updates from the American Association for the Treatment of Opioid Dependence (AATOD) Board Delegate;
  - c) \*Receive critical research information, current policy papers, survey results, and special surveys results and policy findings, including those from managed care companies and the State Opioid Treatment Authority (SOTA);
  - d) Participate in committee structure;
  - e) \*Receive all OTPG communications, publications and services.
- 6) \*A facility, organization, individual, or representative of a corporate member that is not in compliance with the ethical policies of AATOD, or the responsibilities of membership is considered to be not in Good Standing and as such is entitled to none of the benefits outlined in the previous paragraph.
- 7) Responsibilities of Membership:
- a) Ensure that patients are treated with compassion, respect, and dignity regardless of race, creed, age, sex, physical abilities, sexual orientation, gender identity, national origin or socioeconomic status;
  - b) Retain competent and responsible personnel who will adhere to a strict code of professional ethics, including but not limited to the prohibition of fraternization with patients, exploitation of patients and criminal behavior;
  - c) \*Subscribe to the general treatment principles as published in the relevant SAMHSA/CSAT publications, which serve as a resource in making therapeutic treatment decisions and other evidence-based practices as they are developed;
  - d) Provide patients with accurate and complete information regarding medication assisted treatment, the nature of available services, and the availability of alternative treatment modalities prior to admission and throughout the treatment process;

- e) Ensure that the discharge from treatment is conducted in accordance with sound and medically acceptable practice. The patient will be assured of due process if the discharge is administrative in nature;
- f) Provide a safe, clean environment for patients and staff that is conducive to the therapeutic process;
- g) Remain in compliance with the required federal, state, and local operating standards and accreditation standards;
- h) Take all necessary and appropriate measures to maintain individual patient records and information in a confidential and professional manner;
- i) Strive to maintain good relations with the surrounding community and pursue every reasonable action to encourage responsible patient behavior and community safety;

## **ARTICLE VI**

### **Board of Directors**

\*The Board of Directors represent a group of people who manage or direct a company or organization. All members of the Board Directors must represent a member clinic.

- 1) \*A Board of Directors consisting of all members in good standing of this corporation shall manage the business of this Corporation. The Board of Directors shall be empowered to:
  - a) Manage the property, fiscal affairs and business of the Corporation and determine the manner in which funds, both principal and income, shall be applied within the limitation of the laws of the State of Georgia and the Articles of Incorporation.
  - b) Promulgate policies and procedures for the conduct of the business and development of the Corporation.
  - c) \*Establish committees.
  - d) Establish membership dues for organizations wishing to join OTPG.
- 2) \*Directors appointed by the Sponsor of a facility member shall be empowered to:
  - a) \*Elect Executive Committee members (hereby referred to as Officers).
- 3) \*Roles and Responsibilities of Board of Directors:
  - a) \*Attend scheduled quarterly Board of Directors meetings. If a director fails to attend a minimum of two (2) meetings in a twelve (12) month period, he/she shall be removed from the Board and the Sponsor of the organization will be requested to appoint a replacement.
  - b) Serve on at least one OTPG Standing Committee or participate in the planning and/or implementation of the OTPG conference or training activities.
  - c) Keep the President of OTPG informed of any critical developments, issues, problems, concern over regulatory oversight, and other matters of importance within the State.
  - d) \*Encourage their respective colleagues to attend and support evidence-based conferences and training opportunities as a method of expanding the exchange of information and unity within the field.
- 4) \*Any or all other directors may be removed for cause by two-thirds vote of the directors or by action of the Board.
- 5) \*A director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the

resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

- 6) \*The resignation will be effective as stated unless the Executive Committee is contacted to vote on any variance of the resignation.
- 7) \*The Board of Directors may make such policies and procedures covering its meetings as it may, in its discretion, determine necessary.
- 8) \*The Board of Directors will elect officers from the current Board of Directors at the annual meeting of this Corporation for a term as defined below.

## **ARTICLE VII**

### **Executive Committee/Officers**

- 1) \*An OTPG officer is considered a member of the Executive Committee that is elected by the Board of Directors to manage the day-to-day activities of OTPG.  
\*At least one of the officers elected shall be the Sponsor of a program in the State of Georgia. All officers elected in this position will represent a member clinic. This member will be an active member for at least 1 year. (The benefit of being a provider and paying the member clinic fee is to have the privilege of being eligible to be on the Executive Committee). In addition, due to the difference in membership fees, members that do not represent a member clinic will not be eligible for the same benefits.
- 2) \*In the event that there is not an eligible candidate as described, the Executive Committee will appoint another eligible member in good standing.
- a) \*The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, Parliamentarian, Conference Planner, and AATOD Board Delegate.
  - i) The positions of President, Secretary, and Parliamentarian shall be elected at the last meeting of odd numbered years.
  - ii) The positions of Vice President and Treasurer shall be elected at the last meeting of even numbered years.
  - iii) \*The position of AATOD Board Delegate and Conference Planner shall be elected every four years on a schedule to correspond with the election of Vice President and Treasurer. It is suggested by membership that the AATOD Board Delegate should be a member of the Executive Committee and be appointed by the members of the Executive Committee.
- b) \*The officers shall have the following duties and responsibilities:
  - i) \*President – The President, by virtue of the office, shall be the Chair of the Board of Directors and the Executive Committee. (Refer to the Advisory Board below #5).
    - (1) \*Hire and supervise personnel.
    - (2) \*The President shall appoint all committee chairs, temporary or permanent.
    - (3) The President shall be responsible for the general supervision and control of the affairs of the Corporation and shall see to it that all policies, resolutions and other directives of the Board of Directors are carried out. The President shall make recommendations to the Board for the programs and activities of the Corporation and shall make an annual written report to the Board of the Directors after the end of each fiscal year. The President shall make such other reports as the Board may

request. The President shall perform such duties for the Board of Directors and its committees as the Board may direct.

- (4) Be the registered agent of the Corporation
- ii) Vice President – The Vice President shall have such powers and duties as the Board of Directors may direct or as are reasonably incidental to such office. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President until it becomes time for President position reelection, or the sitting president can return to his/her duties.
- iii) Secretary – The Secretary shall keep or cause to be kept the minutes and records of the Corporation in appropriate books, and shall:
  - (1) File any certificate required by any statute, federal and state
  - (2) Give and serve all notices to members of the Corporation
  - (3) Ensure that all non-financial records are maintained in accordance with the Records Retention Policy of OTPG.
  - (4) Present to the membership at any meetings any communication addressed to the Secretary of the Corporation
  - (5) Submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the Corporation
  - (6) Attend to all correspondence of the Corporation, and shall exercise all duties incident to the office of Secretary
  - (7) Attend all meetings of the Corporation or designate a responsible party to take over responsibilities in the case of an emergency.
- iv) Treasurer – The Treasurer shall:
  - (1) Have care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation
  - (2) Ensure a sound system of fiscal accounting and reporting is utilized ensuring accurate financial records and effective fiscal management policy
  - (3) Cause all corporate funds to be deposited in appropriate financial institutions and may cause such funds to be invested in such investments as recommended and approved by the Executive Committee and ratified by a majority vote of the membership.
  - (4) At the request of the Board of Directors, shall cause a report to be made on the finances of the Corporation by an independent certified public accountant annually, and such report shall be entered in the minutes of the Board of Directors of such meeting.
  - (5) \* The Treasurer, with the approval of the Executive Committee, should designate who has access to banking functions.
- v) Parliamentarian – The Parliamentarian shall be current on Robert’s Rules of Order and be able to make decisions concerning parliamentary order during all meetings.
- vi) \*AATOD Board Delegate – The AATOD Board Delegate shall:
  - (1) Have such powers and duties as the Board of Directors may direct or as are reasonably incidental to such office.
  - (2) Attend at least three (3) scheduled quarterly AATOD Board meetings during each year.
  - (3) \*Be responsible for communicating AATOD policies and critical business decisions to the OTPG Board during provider meetings and/or through written

communications. The key is to ensure that there is flow of information between AATOD and individual opioid treatment programs throughout the State of Georgia.

- (4) Required to serve as an active member on the Collaborative Committee.
  - (5) \*Be reimbursed for travel (airfare, transportation to and from home and/or hotels, and hotels only) that may be required to attend quarterly AATOD Board meetings and the AATOD National Conference.
  - (6) \*The Conference Planner is responsible for the annual planning of conference and associated training. The planning includes, but is not limited to retaining conference space, implementing relative contractual agreements and outlining conference/training agendas.
  - (7) The Conference planner must obtain approval regarding the details of the event(s) as dictated by the Board of Directors.
  - (8) The Conference planner is required to be the active Chair of the Conference Committee.
- 2) The Executive Committee shall have authority to take, by virtue of a majority vote, such action, on behalf of the Board of Directors, as may be necessary for the operation of the Corporation.
  - 3) \*New Advisory Board: The purpose of this board is to have experienced members that serve as a continuum of vital information/education when there are transitions within the Executive Committee. The Advisory Board will prevent disruptions and stagnation of standard operations. The Executive Committee may “appoint” individuals with demonstrated expertise of at least (4) years in the field of medication assisted treatment, law, policy, healthcare or other disciplines related to the goals of the Association to the Directors for consideration as a Member-at-Large of the Board of Directors (Otherwise known as an Advisory Board) Members-at-Large shall have voting privileges and serve a four-year term that will be reviewed every two-years. The Advisory Board must not exceed (3) individuals and the individual will not have an additional vote if already a voting member.
  - 4) The Executive Committee may give the power to sign checks in the name of and on behalf of the Corporation to any officer or director, either alone or in combination if bonding or other insurance against losses or liability to the Corporation may be required on such person.
  - 5) The Executive Committee may, in its discretion, give the power to negotiate, execute, and sign in the name of and on behalf of the Corporation any agreement, contract lease or instrument to any officer or director, either alone or in combination provided that such agreement, contract lease or instrument shall have been approved by the Board of Directors.
  - 6) \*The Directors may remove any Officer elected or appointed by the Board of Directors with or without cause when a vote of at least three fourths (75%) of the membership is met. In the event of the death, resignation or removal of an officer, the Board of Directors, in its discretion, may elect or appoint a successor from membership to fill the unexpired term.

## **ARTICLE VIII**

### **Meetings**

- 1) \*The Board of Directors shall meet once per quarter on the third Thursday of the first month of the quarter, the executive committee can change this date, if necessary, by providing at

least four weeks' notice to the membership. The board will also determine the time and place for the meeting to occur. Notice of all meetings shall specifically state the time, date and place at which such meeting will be held.

- 2) The presence of any membership meeting forty percent (40%) of the members including one officer shall constitute a quorum and shall be necessary to conduct a meeting; but a lesser number may adjourn the meeting and a new meeting must be scheduled.
- 3) \*Any director or officer may call special meetings when it is determined to be in the best interest of the Corporation. The director or officer must convene with the Executive Committee prior to the dissemination of the notice to the Board of Directors. Notices of such meetings shall be mailed electronically to all directors and officers at their address according to the roll book. Members will be notified within seven (7) days of the meeting.
  - a) Notices shall state the reasons that such a meeting has been called, the business to be transacted at such meeting and by whom. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at the meeting.
- 4) A majority of the directors present, whether or not a quorum is present, may adjourn the meeting, to another place and time. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.
- 5) The Board of Directors shall make rules for the conduct of its' members, as it shall determine. In the absence of such rules, Roberts Rules of Order shall govern the conduct of the meetings.
- 6) Minutes must be kept on all meetings; these minutes must be confirmed at the next meeting. Once these minutes have been confirmed the minutes are binding to the business that transpired at the previous meeting.

## **ARTICLE IX Order of Business**

- 1) Roll Call/sign-in
- 2) Presentation of minutes of the preceding meeting.
- 3) Reports of committees
- 4) Reports of Officers
- 5) Old and Unfinished Business
- 6) New Business
- 7) Adjournment

## **ARTICLE X Voting**

- 1) \*At all meetings all votes shall be voice vote, unless otherwise required. One exception is elections of new Executive Committee members, which is conducted in writing or by electronic ballot/email.
- 2) \*Proxy voting may occur, if the designated director notifies an Officer in writing prior to the meeting.



- 3) Each opioid treatment program member in good standing shall be entitled to a single vote. The right to vote shall end with termination of membership.
- 4) \*Individual members and corporate members are not eligible to a vote.
- 5) At any regular or special meeting, if a majority so requires, any question may be voted upon a secret ballot.
- 6) An affirmative vote by a majority of the directors present and voting at a meeting of the Board of Directors at the time of such vote, if a quorum is then present, shall be the act of the Board of Directors, unless a greater proportion is required by the Articles of Incorporation, these Bylaws or applicable law.
- 7) Voting may occur on conference calls and in person.

**ARTICLE XI**  
**Fiscal Year**

- 1) The fiscal year of the Corporation shall end each December 31.

**Article XII**  
**Committees**

1. \*The Board of Directors is authorized to create committees to focus on issues the Board deems appropriate. The Board shall specify the purpose and composition of committees. The President shall appoint the chair of such committees. The Chair of the various committees are appointed by the President from the eligible current members of the Board of Directors. All committees should have no fewer than three (3) members, which are selected by the Chair of the committee.
2. \*The Committees shall include the following:
  - a. \*Executive Committee. The executive committee shall consist of officers of the Board of Directors. The Executive Committee shall report all activity that transpires between scheduled Executive Committee meetings to the full Board of Directors at the next meeting.
  - b. \*Bylaws/ This committee will review these Bylaws and propose changes as they become necessary for action by the Board of Directors. The Chair of the By-law Committee may interact with the election committee as needed.
  - c. \*Elections Committee. This committee will be responsible for soliciting nominees for positions on the Executive Committee as they become available, confirming the nominee accepts the nomination, developing the ballot, and overseeing the voting process. . The Chair of the Election Committee may interact with the By-Law committee as needed.
  - d. Membership Committee. This committee will work to solicit non-member facilities throughout the state to join OTPG. They are also responsible for ensuring new member clinics receive relevant/required information.
  - e. \* Funding Committee to research funding opportunities.
  - f. \*Collaborative (State interaction) Committee. This committee's purpose is to keep current with issues at the State government level and working to develop healthy,

working relationships with all government entities that OTPs in Georgia interact. The AATOD Board Delegate position is a mandatory committee member.

- g. \*Conference Planning Committee. The purpose of this Committee is to plan and organize all educational opportunities offered by OTPG. The Chairperson of this committee is the Executive Committee member elected as Conference Planner.
- a. \*Individual/Corporate Committee. Individual and Corporate Members will have an established committee that could serve as a “think tank” for OTPG. Individual and Corporate members of this committee may propose sound and beneficial ideas and activities that stem from their individual perspectives as it applies to medication assisted treatment and substance use disorders.
- b. \*Other Committees. The President, with the approval of the Board of Directors, may create ad hoc committees as needed. The Board of Directors will specify the duties and end date of such committees.

### **ARTICLE XIII**

#### **Employees/Contract Labor**

- 1) \*The President may, when it deems necessary to the business of the Corporation, hire Executive Employees to execute the policies and purposes of the Corporation.
- 2) Prior to hiring a contract laborer or employee, a contract must be executed.

### **ARTICLE XIV**

#### **Indemnity of Officers and Directors**

- 1) In the discretion of the Board of Directors, bonds may be required on officers, directors or employees, who have the power to contract or sign checks in the name of the Corporation provided that the cost of such bonds shall be paid by the Corporation.
- 2) Every person who is, has been, or shall be a director or officer shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action suit or proceeding to which he/she may be made a party by reason of his/her being a director or officer, except in relation to such matters as to which he/she shall finally be adjudicated to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his/her duty as such director or officer. “Costs and expenses” shall include, with limiting the generality thereof, attorney’s fees, damages, and reasonable amounts paid in settlement.

### **ARTICLE XV**

#### **Amendments**

- 1) Bylaws may be adopted, amended, or repealed by a majority vote of Members in Good Standing.
- 2) Drafts of Bylaw amendments must be submitted to all directors no less than two weeks in advance of a meeting of the Board of Directors.
- 3) An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

## **ARTICLE XVI**

### **Dissolution of the Corporation**

- 1) Upon dissolution of the Corporation, assets shall be distributed to one or more exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal, state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office is located exclusively for such purposes.

r.v. accepted 4/28/23-(\*represents revised sections). Refer to original draft of acceptance on file for verification and/or reference.