

TENNESSEE SOCIETY OF ADDICTION MEDICINE
CONSTITUTION

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CONSTITUTION

Article I

Name, Purposes, and Organization

Section 1. Name

The name and title of this organization shall be the Tennessee Society of Addiction Medicine, hereinafter referred to as the Society.

Section 2. Purposes

The purposes of the Society shall be to serve as a medium for physicians, medical students and other qualified professionals who are interested in addiction medicine; to facilitate the pursuit and dissemination of knowledge in all areas that pertain to addictive disease; to encourage high quality of care for people in Tennessee suffering from these problems; and to enlighten and inform medical and public opinion with regard to these issues. The Society will work with the parent organization, the American Society of Addiction Medicine (ASAM), to accomplish the goals of that organization especially as they relate to needs in the State of Tennessee.

Section 3. Organization

The Society is an organization of individual members, and it comprised of a Board of Directors, Officers, an Executive Committee and other Committees, as defined elsewhere in this constitution and in the Society's Bylaws.

Article II

Membership

Section 1. Classes of Membership

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

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

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

Article III

Government of the Society

Section 1. Composition

The Board of Directors shall consist of:

- A] Directors elected from the Society by active members of the Society, as set forth in the Bylaws.
- B] Director-at-Large elected by the active members of the Society, as provided in the Bylaws.
- C] Elected Officers of the Society as defined in Article V of this constitution and as further defined in the Bylaws.

Section 2. Powers and Duties

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

Article V Officers

Section 1. Composition

The Officers of the Society shall consist of President, Immediate Past-President, the Director-at-Large on the Society's Board of Directors, President-Elect, and Secretary/Treasurer.

Section 2. Term of Office

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

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

Section 3. Powers and Duties

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

Article VI
Meetings

Section 1. Annual Meeting

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

Section 2. Board of Directors

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

Section 3. Executive Committee

The Executive Committee shall meet as prescribed in the Bylaws.

Article VII
Hearing and Petition

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

Article VIII
Financial Provisions

Section 1. Annual Dues

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

Section 2. Other Sources of Revenue

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

Section 3. Annual Budget of Expenditures

The Finance Committee shall submit to the Board an itemized budget stating the proposed expenditures of the Society for the ensuing year.

Section 4. Funds of the Society

The Secretary/Treasurer shall be responsible for the security of all funds and monies received by the Society. The Secretary/Treasurer shall be responsible for the handling,

depositing, and investing of Society funds as directed by the Board of Directors and defined by the Bylaws. The Secretary/Treasurer shall cause funds to be dispensed only as authorized by the Board of Directors. An accurate account of all transactions of the Treasury shall be reported at the annual meeting of the Society and at each meeting of the Board of Directors.

Article IX
Seal

The Society shall have a seal appropriate to the name of the Society, consisting of such emblems, figures, or words as the Board of Directors shall prescribe.

The power to change the seal shall rest with the Board of Directors

Article X
Amendments

Any member of the Board of Directors or any group of at least ten active members in good standing may propose one or more amendments to the Constitution. A proposed amendment shall first be submitted to the Board of Directors in written form at least sixty (60) days prior to the next regularly scheduled meeting of the Board of Directors and shall require an affirmative vote of at least three-fourths (3/4) of the Board of Directors for approval.

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

TENNESSEE SOCIETY OF ADDICTION MEDICINE

BYLAWS

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|---------|-------|---------------------------|
| Chapter | I. | Membership |
| | II. | Government of the Society |
| | III. | Officers |
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Chapter I Membership

Section 1. Eligibility

The Board of Directors shall, subject to the minimum requirements for eligibility as herein provided below, determine the criteria for membership, and shall be the sole judge of the qualifications of applicants for membership. All members of the Society must be members, in good standing, of ASAM.

Section 2. Classes

The classes of members are active, honorary, and retired. The active class consists of five categories: regular members, certified members, resident members, associate, and student members. All members must adhere to the Principles of Medical Ethics of the American Medical Association or the American Osteopathic Association, as appropriate.

Section 3. Active Members

Active members are doctors of medicine or osteopathy, medical students, or sponsored associate members whose payments of dues and other obligations to the Society are current. Active members shall pay dues as determined by the Board of Directors for each category of active membership. They are entitled to vote, hold office, and chair committees, except that Medical Student, Associate Members, and Resident Members may not hold office.

- A] Regular Members. A regular member must hold the degree of doctor of medicine or doctor of osteopathy issued by an institution of learning accredited at the time of the issuance of such degree.
- B] Certified Members. A certified member, in addition to meeting the criterion for general membership, must have passed ASAM's certification examination in chemical dependency, or have otherwise been certified by ASAM.
- C] Resident Members. An intern, a resident, or fellow serving in an approved hospital or fellowship program shall be eligible for this category (if he or she meets the criteria for regular membership) but for only as long as he or she serves in said hospital or fellowship program.
- D] Associate Members. An associate member must be sponsored by a regular or certified member, and must spend at least 25% of his or her time teaching, conducting research or providing clinical care for individuals who are at risk for or have a substance use disorder. All Society associate members must be in good standing as associate members of ASAM.
- E] Medical Student Members. Students enrolled and in good standing in formally accredited medical schools shall be eligible for medical student membership.

(The terms of “medical students” and “medical schools” include students of osteopathic medicine and schools of osteopathy, respectively.)

Section 4. Honorary Members

- A] Honorary membership may be bestowed by the Board of Directors upon a physician or other professional whose eminence is recognized, who has made outstanding contributions to either the clinical, teaching, or research aspects of alcoholism and drug dependence and who by his or her interest and personal concern has fostered the goals of the Society.
- B] Honorary members shall not have the right to hold office or to vote, nor shall they be subject to payment of dues.

Section 5. Retired Members

- A] Retired membership may be bestowed upon an individual at the discretion of the Board of Directors and in accordance with eligibility criteria established by the Board for this class of members.
- B] Retired members shall not vote at meetings, or have the right to hold office.
- C] Retired members may serve and vote on, but not chair, committees.
- D] Dues shall be set by the Board of Directors

Section 6. Suspension of Expulsion of a Member

The Board of Directors shall have the power, by vote of a majority of its members, to suspend or to terminate membership of any member of the Society for good cause. Good cause may consist of, but is not limited to, conviction of a criminal offense, serious misconduct, the violation of professional ethics, or nonpayment of dues.

Action to suspend or expel a member may be taken at any meeting of the Board of Directors or Executive Committee provided that twenty-eight (28) days prior to the date of such meeting written notice has been mailed by the Secretary/Treasurer to the member at his or her last known address, setting forth the substance of the charges against the member and the time and place of the meeting of the Board of Directors at which action thereon may be taken. Such member shall also be invited to make a written presentation and be heard by a committee designated by the Board. The final decision in such matters shall be made by the Board of Directors and shall be conclusive.

All rights and privileges of membership shall terminate upon expulsion of the member.

Section 7. Right of Review

Each member and each applicant for membership shall be given opportunity for a review by the Board of Directors or by a committee designated by the Board of Directors in the event that he or she is aggrieved by any action taken by the Society. Request for such review shall be made with specificity at least fourteen (14) days prior to the date of such meeting. The member of applicant shall be entitled to receive a statement in writing by registered mail, return receipt requested, setting forth the basis of the action that elicited the grievance.

Section 8. Resignation

Resignation shall be submitted in writing to the Secretary/Treasurer who in turn shall report them to the Board of Directors. All rights and privileges of membership shall terminate upon resignation or death of the member.

Section 9. Leave of Absence

Applications for leave of absence shall be submitted in writing to the Secretary/Treasurer who shall in turn submit them to the Board of Directors. Leaves may be granted for good and sufficient reasons but only to those whose membership dues and assessments have either been paid in full or rescinded. A leave of absence shall be granted for no more than one year but may be subject to renewal upon application. A member, while on leave of absence, shall be excused from the payment of membership dues and special assessments. An active member while on leave of absence shall forfeit all privileges of active membership.

Chapter II Government of the Society

Section 1. Directors

There will be a set of five (5) Board of Directors which includes the Director-at-Large.

Section 2. Director-at-Large

There shall be one (1) Director-at-Large on the Society's Board of Directors. The Director-at-Large shall also serve as an officer of the Society and represent the Board of Directors in that capacity.

Section 3. Removal from Board of Directors

A Director who is absent without cause from two (2) consecutive regular meetings of the Board of Directors shall forfeit his or her seat by majority vote of the Board of Directors. "Cause" includes illness, absence from the country, and other grounds acceptable to the Board of Directors.

A Director may be removed from the Board for other reasons by the affirmative vote, in a mail ballot, of three-fourths (3/4) of the members entitled to elect said Director, or at any regular or special meeting of such members provided that the motion to remove such Director shall be furnished in advance to such members. Written notice of intent to remove, setting forth the reason and grounds therefore, must be mailed by the Secretary/Treasurer to said Director at his or her last known address at least thirty (30) days prior to the date of the mailing of the ballot, or prior to the date of the meeting at which the action is to be voted upon.

Section 4. Interim Vacancies

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

Section 5. Terms of Directors

Regional Directors and Director-at-Large shall be elected to four-year terms.

Section 6. Meetings of the Board of Directors

- A] Organizational meeting: An organization meeting of the Board of Directors shall be held within sixty (60) days following each election.
- B] Regular and Special Meetings: In addition to any organizational meeting, the Board of Directors shall meet at least two times a year, and more frequently, when necessary, at the call of the President, and in his/her absence, the President-Elect, or at the request of one-half (1/2) of the members of the Board of Directors. The Board may also conduct its business, including voting, by telephone, mail, e-mail, or other digital means.
- C] Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Each act or decision done or made by a majority of the Board members present at a meeting duly called at which a quorum is present, shall be regarded as an act of the Board of Directors.

Section 7. Executive Committee

There shall be an Executive Committee composed of the Officers of the Society, including the Director at Large, as defined in Article V.

Officers of the Society, including the Director at Large, shall serve on the Executive Committee throughout their term of office.

Chapter III Officers

Section 1. Terms of Office

Officers shall assume the functions of office beginning January 1 of the calendar year that defines their term of office for a period of two years, ending December 31 of the following calendar year. No member may hold the office of President or President-Elect for more than one term, successively. Officers shall hold their offices until their successors are elected and assume office. If any Officer fails to complete his or her term of that office because of resignation, removal for cause, or death, that office shall be filled for the duration of the term by an appointment of the Board of Directors; except that the office of President shall be filled by the President-Elect.

Section 2. President

The President shall be the chief executive officer of the Society and serve as Chairperson of the Board of Directors and of the Executive Committee. The President shall serve as ex-officio as a member of all other committees, shall preside at meeting of the Society and shall perform such other duties as may be prescribed by the Bylaws and the Board of Directors.

Section 3. President Elect

The President-Elect shall, in the absence or disability of the President, exercise the powers of the President. The President-Elect shall perform such other duties as may be assigned by the President or Executive Committee.

Section 4. Immediate Past-President

The Immediate Past-President shall undertake and perform duties as may be assigned by the President and shall be chair of the Nominating and Membership Committee.

Section 5. Secretary/Treasurer

The Secretary/Treasurer shall keep an accurate record of the proceedings of the meetings of the Society, the Board of Directors, and the Executive Committee; preserve records, documents, and correspondence; cause notice to be given of elections and of meetings of the society; and perform all other duties incident to the office of the Secretary/Treasurer.

The Secretary/Treasurer shall be the custodian of the Society's funds from whatever source these may derive; deposit these funds in the Society's name in such depositories as the Finance Committee, following the guidelines of the Bylaws and the Board of Directors, recommend; dispense funds as authorized by the Board of Directors; report an accurate account of all transactions at the Annual Meeting of the Society and at all Board of Directors and Executive Committee meetings; and be a member of the finance committee.

Chapter IV
Committees

Section 1. Standing Committees

The Standing Committees function under and at the pleasure of the President and the Board of Directors and shall report thereto. There shall be an Executive Committee, a Nominating and Membership Committee, a Finance Committee, an Education and Program Committee, and such other standing committees as the Board of Directors may establish. The Chairpersons of all the standing committees shall serve two years, or at the pleasure of the President and the Board of Directors, and, with the exception of the Executive Committee, shall be appointed by the President and approved by the Board of Directors. The members of all committees, with the exception of the Executive Committee and the Nominating and Membership Committee, shall be appointed by the Chairperson of the respective Committees. Committee members shall be approved by the Board of Directors. The recommendations of all Committees shall be presented to the Board of Directors for action.

Section 2. Executive Committee

- A] The Executive Committee shall consist of the Officers, including the Director-at-Large, as delineated in the Constitution, and will be constituted at the Organizational Meeting of the Board of Directors following the election of officers. The Executive Committee shall carry out duties assigned to it by the Board of Directors. The Executive Committee shall act for the Board of Directors as necessary between meetings of the Board.

- B] The Executive Committee shall meet on call of the President or at the request of the Board of Directors. It may conduct all the business of the Board except that it may not approved proposed additions, deletions, or changes to the Constitution or Bylaws of the Society of the numbers of Regions or members of the Board of Directors. Actions must be affirmed by the Board of Directors at its next regular meeting. The Executive Committee may conduct its business, including voting, by telephone or by mail.

Section 3. Nominating and Membership Committee

If ordered by the Officers of the Society/Board of Directors, the Committee shall be charged with preparing a list of candidates for Officers of the Society and for the Board of Directors, in accordance with provisions of Chapter V of these Bylaws. The Committee also will recommend to the Board means of increasing the membership of the Society.

Section 4. Finance Committee

The Finance Committee shall develop and monitor an annual budget and undertake general supervision of all funds, securities, and other assets of the Society.

Section 5. Education and Program Committee

The Education and Program Committee will be responsible for annual educational programs for the Society. In addition, the Committee will develop and implement a plan to enlighten and inform medical and public opinion with regard to addictive disease.

Section 6. Nonstanding Committees

Ad-Hoc Committees. The President may constitute and appoint chair and members of ad-hoc committees, subject to approval of the Board of Directors.

Section 7. Term of Office

The term of office of all Committee Chairs appointed by the President will be at the pleasure of the President and terminate two months after a new President takes office.

Chapter V Elections

Section 1. Dates and Eligibility

- A] Officers shall be elected in 2013 and every two years thereafter; the Office of the President and Immediate Past-President will be moved into from the President Elect and the President in 2013 as outlined in Chapter III of the ByLaws. Directors shall be elected for 2013. Three (3) of the members of the Board of Directors will serve 4-year terms and two (2) members of the Board of Directors will serve 2-year terms and their successors shall serve every four years thereafter. The Director-at-Large shall be elected for 2013 and every four years thereafter.
- B] Only regular or certified active members of the Society are eligible to be elected Officers or Directors

Section 2. Nominations

- A] For the initial 2013 election, the Nominations Committee will ask for nominations from Tennessee ASAM members. The Committee will prepare ballots for Directors, and the Director-at-Large, and proceed with elections as in Section 3A. Officers and Directors should be elected within 60 days of Constitution and Bylaws approval.
- B] After 2013, nominations for Officers, Directors and Director-at-Large may be made upon petition from one or more member(s) of the Society.

Section 3. Balloting

- A] The initial Directors for 2013 should be selected within 60 days of Constitution and Bylaws approval. This election and subsequent elections shall be by mail ballot.
- B] After 2013, a vote will be taken at the Annual Meeting to elect new Officers.
- C] In the case of a tie between 2 or more candidates receiving the most votes, the President shall designate one of the candidates as elected.

Chapter VI Meetings

Section 1. Meetings of the Membership of the Society

- A] There shall be an Annual Meeting of the Society. The time and place of such Annual Meeting shall be determined by the Board of Directors, and will by tradition coincide with the annual Med-Sci Meeting of ASAM. Written notice thereof shall be given to all members, by mail or e-mail to the address of the record with the Society or other address supplied by the member for that purpose. All notices shall be sent not less than thirty (30) day prior to each meeting. Additional notices shall be posted on the official Society website at www.TnSAM.org if that website is actively maintained.
- B] The Annual Meeting shall be chaired by the President of the Society and shall be for the purpose of disseminating information to the membership and conducting any other necessary business. Officers shall be recognized and introduced to the membership along with incoming directors at the beginning of each Annual Business Meeting.
- C] A special meeting of the members for any purpose or purposes may be called at any time by the President or by a majority of the Board of Directors. Notice of a special meeting shall be made in the same manner as for the Annual Meeting, except that notice shall be mailed no later than fifteen (15) days prior to such special meeting. Notice of any special meeting shall specify in addition to the time and place, the general nature of the business to be transacted. No notice to other than active members need to be given.
- D] The presence in person of at least five active members shall constitute a quorum at any meeting for the transaction of business for which that meeting was called, except for the installation of Officers at the Annual Meeting.
- E] Any meeting of the Society, whether or not a quorum exists, may be adjourned from time to time by the vote of a majority of the members present and voting. In the absence of a quorum, no business may be transacted at any meeting. When

any meeting is adjourned for thirty (30) days or more, notice of reconvening shall be given as per an Annual Meeting. No notice to other than active members need to be given.

- F] Cumulative and proxy voting is expressly prohibited.
- G] A complete list of the members entitled to vote at the Annual Meeting, with the address or e-mail address of record for each, shall be prepared by the Secretary/Treasurer and filed in the corporate office of the Society and shall be available to all members. The Secretary/Treasurer shall have the list present at all membership meetings for inspection by any member.

Section 2. Parliamentary Procedure

All deliberations of the Society, its Board of Directors and committees shall be governed by parliamentary usage as interpreted by the current edition of Roberts Rules of Order, when not in conflict with the Constitution and Bylaws of this Society.

Chapter VII Relations with the Public

No member of the Society shall make public statements in the name of the Society without prior consent of the Board of Directors. Individual members may mention their membership in public statements or scientific publications but shall state that their views do not necessarily represent those of the Society. No public statements in the name of the Society may conflict with position statements issued by the parent organization, the American Society of Addiction Medicine (ASAM).

Chapter VIII Finances of the Society

Section 1. Annual Dues

- A] On the recommendation of the Finance Committee, the Board of Directors shall establish dues for various classes of membership. Dues shall be uniform and equal within each class but dues may be different for each class.
- B] Failure to pay annual dues within one year of submission of notice of dues is cause for loss of membership. The Secretary/Treasurer will report such failure to meet dues obligations to the Board of Directors annually.
- C] Funds paid to the Society by the parent organization, the American Society of Addiction Medicine (ASAM), may be deemed sufficient by the Finance Committee and the Board of Directors to constitute the full requirement for Society dues.

Section 2. Other Sources of Revenue

- A] Funds may be raised by the Society by:
- 1) Publications of the Society;
 - 2) Voluntary contributions including bequests, legacies, and gifts;
 - 3) Special assessment levied by the Board of Directors;
 - 4) Income from conference fees and other programs and meetings;
 - 5) Government contracts and grants; and
 - 6) Other means approved by the Board of Directors
- B] In the event that the Board of Directors levies any special or other assessment other than the annual assessment of dues, it may, in the resolution levying the assessment, fix and determine the time within which such assessment must be paid, the class or classes of members of the Society upon who it is levied, and the penalty, if any, including forfeiture or suspension of membership in the Society to result from nonpayment thereof within the time prescribed.

Section 3. Annual Budget

- A] At the meeting of the Board of Directors prior to the beginning of a calendar year, the Finance Committee shall submit to the Board an itemized budget stating the proposed expenditures and income of the Society for the ensuing year. The budget may be altered or revised by the Board but must be adopted by the Board before adjournment of its final meeting of the year. After the adoption of the budget, no expenditures in excess of the amount of the budget item covering the subject of such expenditures may be made in the year covered by the budget by the Society or any of its officers, agents, or employees, unless the Board shall first approve such excess expenditures.
- B] Recurring items in the budget (fixed expenditures covering more than one year), shall when first adopted binding as to subsequent budgets to the extent of commitment or obligations entered into by the Society within authority granted by the Board, the Constitution, or the Bylaws.

Section 4. Handling of Funds of the Society

- A] The Secretary/Treasurer shall be responsible for the secure handling of all Society funds. All funds and monies received for the Society by any of its Officers or agents thereof shall be promptly paid to and deposited in the Treasury. The Secretary/Treasurer shall set forth procedures for the handling, transfer, depositing, and payment of Society funds. These procedures will be reviewed by the Finance Committee and approved by the Board of Directors.

- B] The Secretary/Treasurer, with the approval of the Finance Committee and the ratification of the Board of Directors at its next meeting, will make fiduciary decisions concerning the management of Society funds. The Secretary/Treasurer shall ensure that sufficient funds are available in a timely manner to handle Society obligations. Society funds shall only be deposited in secure investments in which the principal is placed at minimum risk. Consistent with this principle, the Finance Committee shall recommend such secure investments which will maximize return. Investment of Society funds in publicly traded stocks, bonds, mutual funds, commodity funds, or other managed investments is expressly forbidden.

Section 5. Use of Funds

All of the income, revenue, and earnings of the Society, shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board of Directors to carry out the objectives and purposes of the Society and without profit directly or indirectly to any member of Officer of the Society as such. However, the Officers, representatives of the Society, and members of the Board of Directors may be paid reasonable reimbursement compensation for services or expenses as the Board of Directors shall from time to time determine.

Section 6. Audit

The Secretary/Treasurer shall provide to the Board of Directors an annual audited financial statement by an independent public accountant if so ordered by the President or Board of Directors.

Section 7. Contracts

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

Chapter IX Amendments

Any member of the Board of Directors or any group of 10 active members in good standing may propose one or more amendments to the Bylaws. Proposed additions, deletions, and changes shall first be submitted in written form to the Board of Directors for approval. An amendment will be approved upon the affirmative vote of two-thirds of the members of the Board of Directors at any duly constituted Board meeting, provided that the proposed amendment shall have been placed on the agenda for said meeting and distributed in advance to all Board members.