



IDAA Bylaws

ADOPTED BY THE BOARD OF DIRECTORS
SEPTEMBER 19, 2026

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IDAA BYLAWS

The following shall be the Bylaws of IDAA (further referred to as “the Corporation”), a Minnesota non-profit corporation.

ARTICLE I – FISCAL YEAR

1.1 The fiscal year of the Corporation shall be from Jan 1st through Dec 31st.

ARTICLE II – MEMBERSHIP

2.1 Healthcare Professional Members. Membership is open to individuals who hold a Qualifying Clinical Credential, including physicians, dentists, clinical psychologists, veterinarians, pharmacists, optometrists, chiropractors, physician assistants, advanced registered nurse practitioners, nurse practitioners, certified registered nurse anesthetists, and other doctoral-level or equivalent clinical healthcare professionals.

2.1.1 A Qualifying Clinical Credential means a professional degree, license, certification, registration, or advanced-practice credential whose primary purpose is to prepare and qualify an individual to provide direct, regulated clinical care to human or animal patients. Such care may include evaluating, diagnosing, treating, counseling, prescribing, administering or dispensing medications, or otherwise providing clinical healthcare services.

2.1.2 Current employment, active clinical practice, active licensure, and independent prescriptive authority are not required for membership, provided that the individual holds or previously held a Qualifying Clinical Credential.

2.1.3 Student and Trainee Members. Membership is also open to students, residents, fellows, and other trainees actively pursuing a course of study or supervised training that leads to a Qualifying Clinical Credential.

2.1.4 Family Recovery Members. Spouses, partners, significant others, and family members of individuals who qualify under this section are eligible for membership.

2.1.5 Recovery Requirement. Each member must have a desire to achieve, maintain, or support personal or family recovery from substance use or related addictive disorders, consistent with the organization’s mission.

2.1.6 Exclusion of Nonclinical Degrees. An academic, scientific, administrative, or research doctorate does not, by itself, constitute a Qualifying Clinical Credential. Individuals whose sole qualification is a PhD or other doctorate in biochemistry, biomedical science, biology, neuroscience, pharmacology, public health, healthcare administration, or another nonclinical or research discipline are not eligible as Healthcare Professional Members unless they separately hold a Qualifying Clinical Credential. Employment in healthcare, research, education, or the pharmaceutical or biotechnology industries does not, by itself, establish eligibility.

2.1.7 Determination of Eligibility. The Executive Director may determine whether a domestic or international degree or credential is equivalent to a Qualifying Clinical Credential. Such determinations shall be based on whether the credential prepares and authorizes the holder to provide regulated clinical care, rather than solely to conduct research, teach, or perform administrative functions. When appropriate or necessary, the Executive Director may consult with the Membership Committee Chair and/or the Board of Directors in making such determinations.

2.2 There shall be no limit on the number of members of the Corporation.

2.3 Any individual who meets the requirements for membership and maintains an active membership status shall be considered a member and shall be entitled to all rights, privileges, and benefits of membership.

2.4 A counterpart membership is offered to qualifying members, allowing them to add a spouse, partner, or household-sharing significant other to their membership at a discounted annual rate.

2.5 A member's membership shall terminate upon the member's written request to withdraw or upon the loss of active membership status. Upon the death of a member, the individual shall be recognized as Forever Sober in IDAA.

2.6 The Board of Directors reserves the right to suspend membership.

ARTICLE III – MEETINGS OF THE MEMBERS

3.1 The annual meeting of the members shall be held virtually each year at a date and time determined by the Board of Directors. Written or electronic notice of the annual meeting shall be given at least thirty (30) days in advance of the meeting, providing a virtual date and time.

At the annual meeting, members will have the opportunity to discuss and vote on motions, and hear reports from the Executive Director, Board Chair, and Committee Chairs. The opportunity for questions will be available.

3.1.1 Membership must submit motions 30 days in advance of the meeting. Motions are to be submitted to the Board Chair and will be reviewed by the Administrative Committee in advance of the meeting.

3.2 Special meetings of the members may be called at any time by the Board Chair, or by a simple majority of the voting members of the Board of Directors. Written or electronic notice of special meetings, stating date, time, place, and purpose shall be sent to all members at least ten (10) days in advance of the meeting, either in publication of the Corporation or by special mailed notice, in accordance with the Minnesota Statutes Section 317A.433.

3.3 A quorum at meetings of the members shall be fifty (50) members or 10 percent (10%) of the membership, whichever is less. Written proxies shall not be permitted at the meetings of the members.

3.4 Beyond action at an annual or a special meeting, the members may act by written, mailed or electronic ballot, provided that at least a quorum (defined in 3.3) votes on the action and providing that a majority of those voting approve of the action.

ARTICLE IV – BOARD OF DIRECTORS

4.1 The voting members of the Board of Directors (BoD) shall consist of up to seventeen (17), but not less than eleven (11) members. It will be responsible for the establishment of the policies and supervision of the affairs of the Corporation. It shall be responsible for the securing and expenditure of IDAA funds. It shall receive and examine the regular reports of the various officers and committees of the Corporation. The Executive Director is a non-voting member of the BoD.

4.2 All voting members of the BoD will be endowed with equal responsibilities and rights and serve a three (3) year term and may be elected to one additional three (3) year term.

- The Chair of each standing IDAA Committee (8) including the Administrative, Communications, Race, Equity, Diversity and Inclusivity (REDI), Finance, Membership, Scholarship, Conference and Fundraising Committees.
- 2 IDAA Family Recovery Representatives
- 3 Members-at-Large
- Board Chair Emeritus and Board Chair-Elect are voting members of the BoD.

4.2.1 An exception to the six-year time limit for service on the BoD may be made if approved by the BoD.

4.2.2 Eight members of the IDAA BoD will be the chairs of the eight primary IDAA Committees.

4.2.3 The two designated IDAA Family Recovery Representatives will each be appointed by the IDAA Family Recovery Advisory Committee to serve a three (3) year term as voting members of the Board of Directors.

4.2.4 There will be three (3) Members-at-large serving on the Board of Directors at any time. One or more of the members will be designated as International Representative. Members-at-large shall be elected by the Board of Directors from a slate of candidates selected by the Administrative Committee.

4.2.5 The Board Chair will vote only in the event of a tie.

4.3 The annual meeting of the Board of Directors shall be held just prior to, during or immediately after the Annual Conference of the membership. At the annual meeting of the Board of Directors, it will appoint the Executive Director, Secretary, and Treasurer as provided for in Article V of these Bylaws. The Board of Directors may appoint other officers and committees as deemed necessary. The Board of Directors may transact any other business at any meeting of the Board which may be deemed proper by it. A written notice of the annual meeting of the Board of Directors shall be sent by mail or electronically to each member of the committee giving the date, time, and place at least ten (10) day prior to the meeting.

4.4 An urgent or emergent meeting of the Board of Directors may be called at any time by the Board Chair or by any three (3) members of the Board of Directors upon giving the board members three (3) day notice of the date, time, place, and purpose of the meeting. Notice for special meetings will be provided electronically or by telephone.

4.5 A quorum for meetings of the Board of Directors shall be a simple majority of the voting members of the Board of Directors.

4.6 The Board of Directors may appoint a member to fill any vacancy which may occur in the Board of Directors or among the officers of the Corporation upon a majority vote of those present and after notice is given as provided in section 4.4 above. That person shall serve until the next annual meeting of the Board of Directors at which time the position shall be filled for the rest of the unexpired term of the vacancy.

4.7 Subject to the limitations stated in this section of the Bylaws and to the requirements of the Minnesota Statutes Chapter 317A, the Corporation may indemnify and make advances of reasonable expenses to each Board of Directors member, officer, or employee of the Corporation, whether then in office or employed by the Corporation, as prescribed by the Minnesota Statutes, Section 317A.521.

4.8 The Corporation will purchase and maintain insurance on behalf of any person in that person's official capacity with IDAA against any liability asserted against and incurred by the person in or arising from that capacity, whether the Corporation would have been required to indemnify the person against liability under this section or under the provisions of Section 317A.521. The proceeds of this insurance actually paid pursuant to this section shall be the maximum amount of funds payable under the law.

4.9 A meeting among the members of the Board of Directors or among any members of any committee designated by the BoD, by any means of communication through which the participants may simultaneously hear each other during the meeting, constitutes a meeting of the BoD or other committee, as the case may be, if notice of the meeting is given as provided in section 4.4 above, and if the number of members participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by this means of communication constitutes personal presence at the meeting.

4.10 Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if approved through electronic voting by the number of voting members of the Board of Directors required to approve such action at a meeting at which a quorum is present. Electronic voting shall constitute a valid method of Board approval and shall have the same force and effect as a vote taken at a duly convened meeting of the Board of Directors.

4.11 The members of the Board of Directors may vote in person at a meeting or may vote by a mailed ballot or electronic ballot if unable to attend a meeting. The BoD may vote to take action on an issue without having a meeting if the vote is given the required 10-day notice, if vote is taken by signed or electronic ballot, and provided that the number of total votes equals a quorum as defined in section 4.5 above.

4.12 All motions concerning important questions of policy shall require substantial unanimity for passage, as defined by a two thirds majority of those voting members present, provided there is no critical need for an immediate or early decision.

ARTICLE V – OFFICERS AND DIRECTORS

5.1 The Officers of the Corporation shall consist of the Board Chair, Executive Director, Secretary, and the Treasurer, and such other officers as may be determined necessary from time to time by the Board of Directors.

5.1.1 IDAA requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of IDAA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

5.2 The Board of Directors elects the Board Chair every two years at the annual meeting. All former or current BoD members are eligible for consideration for the office of Board Chair, and any BoD member not able or interested in serving as Board Chair may decline. The Board Chair is a member who agrees to engage in a six-year commitment: Year One and Two, the individual is the Board Chair Elect, to allow individuals to become familiar with the roles and responsibilities of the office. In Year Three and Four, the Board Chair performs all roles and responsibilities of the office and acts as Chair of the IDAA BoD. In Year Five and Six, the individual becomes the Board Chair Emeritus, providing wisdom, counsel and support to the Current Board Chair and the IDAA BoD. The Board Chair Emeritus and the Board Chair Elect shall be voting members of the BoD.

5.2.1. In the event, as determined by the Board of Directors, of exceptional circumstances, the term of the Board Chair may be extended by an additional year by a majority vote of the Board of Directors. As such, this will extend the terms of both the Board Chair Elect and Board Chair Emeritus, if each of them agree. If one or both of the Board Chair Elect or Board Chair Emeritus decline the additional year, then the position(s) will be filled with a standard call for nominations and subsequent vote of the board.

5.3 In the absence of the (Current) Board Chair, the Board Chair Emeritus shall preside at the meetings of the Board of Directors. If the Board Chair or the Board Chair Emeritus cannot serve, the Board Chair Elect shall serve as the Chair of the Board of Directors, with the approval of a majority of the remaining voting members of the Board of Directors.

5.4 The Finance Committee shall nominate a committee member to be the Finance Committee Chair/Treasurer, to be elected by the BoD. The Treasurer shall be a voting member of the BoD. The Treasurer shall be elected to serve a 3-year term and may be re-elected for one additional 3-year term. The duties of the Treasurer shall include:

5.4.1 Serve as Chair of the Finance Committee.

5.4.2 In cooperation with IDAA staff, oversee management of the financial matters of the Corporation, maintaining its financial accounts and keeping complete and accurate records of all its financial transactions.

5.4.3 Develop organizational financial policies and procedures including review and approval of payment of expenses, transfer of funds between the Corporation's general accounts and investment accounts, including Endowment Scholarship Fund account.

5.4.4 Payment of donations, if any, to the General Service Office of Alcoholics Anonymous or any other organization as determined by the Board of Directors.

5.4.5 Review insurance coverages to ensure risk of loss is properly mitigated and ensure insurance policies are renewed.

5.4.6 Supervise the submission of required financial reports to the appropriate governmental agencies.

5.4.7 Oversee submission of an annual budget for the Corporation to the Finance Committee on a timely basis to allow for approval by the Board of Directors before the end of the fiscal year.

5.5 The Board of Directors shall elect an IDAA member to be the Secretary. The Secretary shall be a voting member of the BoD. The Secretary shall be elected to serve a 3-year term and may be re-elected for one additional 3 year term. The duties of the Secretary shall include:

5.5.1 Responsibility for recording and distributing the minutes of all meetings of the members, and of all meetings of the Board of Directors.

5.5.2 Work with the Executive Director and Central Office in the preparation of any reports including the Annual Report.

5.5.3 With the Board Chair, the Secretary shall have the authority to execute all legal documents on behalf of the Corporation which have been approved by the Board of Directors.

5.6 The Executive Director at the recommendation of the Administrative Committee, and elected to serve by the BoD, shall establish and operate the Central Office of the Corporation at a site of their choosing and with the approval of the Board of Directors. Their duties shall include:

5.6.1 Provision of administrative support for the Board of Directors, the various BoD Committees, the LAC (Local Arrangement Committee), and the other members and officers of the Corporation.

5.6.2 Maintain and secure the membership database.

5.6.3 Manage communication with the membership, new and prospective members, and with scholarship recipients when needed.

5.6.4 Manage fundraising efforts.

5.6.5 Represent the Corporation in dealing with other organizations in a manner consistent with the mission and policies of the Corporation.

5.6.6 Submit an annual written administrative report to the Administrative Committee and Board of Directors.

5.6.7 Carry out other administrative duties as directed by the Board of Directors.

5.6.8 An annual review of the Executive Director shall be conducted by the Administrative Committee and completed for presentation at the Annual Meeting of the Board of Directors.

5.6.9 The Executive Director will manage the Central Office checking and money market accounts.

5.6.10 The Executive Director will manage income from the annual conference. This includes registration, scholarship donations and sales income, and transfer of funds to the LAC account for payment of conference expenses.

5.7 After considering the recommendations of the Finance Committee and the Administrative Committee, the Board of Directors will negotiate an annual contract with the Executive Director to include compensation, funding of the duties of the office, and the operation of the Central Office.

ARTICLE VI – COMMITTEES

6.1 The Board of Directors will have eight (8) standing committees, including the Administrative Committee, Communications Committee, Conference Committee, Race, Equity, Diversity and Inclusivity (REDI) Committee, Finance Committee, Scholarship Committee, Fundraising Committee, and the Membership Committee. All committees shall be composed of a mix of BoD members and general members. Committee chairs of the eight committees are nominated by

the members of their committee and confirmed by the Board of Directors at the in-person BoD Meeting. Other committee members will be chosen based on interest, commitment, and needed skill sets; each member agrees to be actively involved in mentorship of individuals who are interested in actively serving IDAA. Committee members may volunteer to serve at the pleasure of the committee chair.

6.1.1 The duties of the Administrative Committee shall be the following:

6.1.1.1 Provide supervision to the Secretary, Treasurer and the Executive Director.

6.1.1.2 Provide an annual review of the performance of the Secretary, Treasurer and Executive Director and Board of Directors.

6.1.1.3 Recommend to the Board of Directors the terms of the annual contract for the Executive Director.

6.1.1.4 Serve as the search and nominating committees for potential candidates for the positions of Executive Director, Secretary, and Treasurer and report their recommendations to the Board of Directors.

6.1.1.5 Serve as the search and nominating committee for potential candidates for BoD Members-at-Large.

6.1.1.6 Annually review these Bylaws and recommend possible amendments to the Board of Directors as needed.

6.1.1.7 Perform other administrative functions, including feedback for the Chair of the Board as necessary.

6.1.2 The Communication Committee of the BoD works to assure that the message of recovery is available to all doctoral level healthcare providers, and their families.

6.1.2.1 Provide resources to programs supporting recovery to individuals that qualify for IDAA membership and their families.

6.1.2.2 Provide outreach to professional training programs for all potential members.

6.1.2.3 Develop messages appropriate to various audiences (including, Physician Health Programs and Treatment Centers) to

ensure that the message of recovery is available to all doctoral healthcare professionals and their families.

6.1.2.4 Identify new and alternative venues to spread the message of recovery.

6.1.3 The Conference Committee is responsible to work with each Local Arrangement Committee (LAC) in order to provide information, counsel and support to each LAC Chair and committee, and ease the process of presenting the IDAA Annual Conference. When an IDAA member is asked to be a LAC Chair, they become members of the Conference Committee. Duties include:

6.1.3.1 Review the LAC budget at the annual meeting prior to the LAC's meeting.

6.1.3.2 Review the final LAC report including the financial report in its entirety and compare it to previous LAC financial reports. This shall be completed by the fall of the year following the LAC's annual meeting.

6.1.3.3 Work with the Executive Director and Administrative Director to select a site for the annual meeting at least three (3) years in advance of the meeting.

6.1.4 The Local Arrangement Committee (LAC) is a subcommittee of the Conference committee and has its own specific responsibilities. The Local Arrangements Committee Co-Chairs of the annual conference of the corporation shall be appointed by the Board of Directors no less than three (3) years prior to the meeting. The BoD shall receive a recommendation from the Conference Committee and consider its recommendations prior to this appointment. Upon appointment, the LAC Chair will be designated a member of the Conference Committee. The duties of the LAC Chair and members are:

6.1.4.1 Plan and execute the annual conference of the Corporation and create a final report following the conference.

6.1.4.2 Serve as a member of the Conference Committee, one year prior, the year of, and one year following conference.

6.1.5 The duties of the Finance Committee shall be the following:

6.1.5.1 Supervise the financial matters of the corporation.

6.1.5.2 Review the annual budget of the corporation as developed by the Treasurer and recommend to the BoD whatever action they determine to be appropriate.

6.1.5.3 Develop the Annual Conference budget.

6.1.5.4 Review the final conference financial report and compare it to the previous conference financial reports. Report to the Board of Directors any recommendations they might have based on this review.

6.1.5.5 Work with the Certified Public Accounting firm(s) hired by the BoD to prepare appropriate tax reports as required by governmental agencies and make these reports available to the Board of Directors, and financial staff. Upon request, make these reports available to the membership to ensure financial transparency.

6.1.5.6 Oversee all IDAA accounts and make recommendations to the BoD to assure these accounts are well managed.

6.1.6 The purpose of the Scholarship Committee of the BoD is to ensure that recovery through the IDAA annual meeting is available to all potential members and their families.

6.1.6.1 Makes the annual conference available to potential members without the financial means to attend the annual meeting without assistance.

6.1.6.2 Works with the BoD and Central Office regarding scholarship fundraising to provide necessary assistance to those wishing to attend the annual meeting.

6.1.6.3 Works with the annual conference LAC to develop their working meeting scholarship guidelines and stay within budget to ensure sustainability of the scholarship program.

6.1.7 The Membership Committee supports membership growth by actively recruiting, retaining, and engaging members. In cooperation with other Committees, the Membership Committee is responsible for:

6.1.7.1 Identifying the needs of members and recommending the development of services to meet those needs.

6.1.7.2 Growing IDAA Membership.

6.1.7.3 In collaboration with central office and communications, ensuring that IDAA members are informed of IDAA's activities and services.

6.1.7.4 Recruiting new members to IDAA

6.1.7.5 Defining IDAA membership types, levels, and benefits.

6.1.7.6 Monitor and oversee membership data and trends for operational forecasting and prioritization of resources.

6.1.8 The Race, Equity, Diversity and Inclusivity (REDI) Committee supports focused attention on issues relating to diversity within IDAA. In cooperation with other Committees, the Diversity, Equity and Inclusion Committee is responsible for:

6.1.8.1 Conduct assessment of IDAA's current status on issues of race, equity, diversity and inclusivity.

6.1.8.2 Submit bimonthly summary of minutes and recommendations to the Board of Directors.

6.1.8.3 Review the IDAA Inclusivity Statement.

6.1.8.4 Defining key short-term and long-term goals pertaining to race, equity, diversity and inclusivity. Identify actionable steps to achieve them.

6.1.8.5 Ensure that the membership is aware of the efforts of IDAA's REDI Committee and make resources visible.

6.1.9 The Fundraising Committee manages fundraising efforts for the IDAA Mission. The Committee is responsible for:

6.1.9.1 Assist in establishing and reviewing fundraising goals and ideas in collaboration with Central Office and 3rd Party Fundraising Partner.

6.1.9.2 Cultivate donor relationships and communicate the IDAA mission.

6.1.9.3 Assist in strategizing initiatives, and developing materials to meet the needs of the 3rd Party Fundraising Partner.

6.1.9.4 Assess the performance of the 3rd Party Fundraising Partner.

6.1.9.5 Ensure funding aligns with IDAA's mission.

6.2 The Board of Directors may establish other committees as may be necessary.

6.3 The Board Chair may appoint other members of the corporation to any of the Committees as he/she deems appropriate.

ARTICLE VII – CONFLICT OF INTEREST POLICY

7.1 Any board member, staff member, or volunteer with a personal financial interest in a vendor, contractor, or other entity seeking to do business with IDAA must disclose this conflict to the board, abstain from any related discussions or votes, and not participate in the decision-making process regarding that entity. Any potential personal or financial gain related to IDAA by a board member must be disclosed to the board.

ARTICLE VIII – WHISTLEBLOWER POLICY

8.1 IDAA whistleblower policy is a core policy for IDAA that encourages volunteers, members, and board members as well as employees to communicate their concerns about any issue without fear of retaliation. IDAA's whistleblower policy tells volunteers, employees, and members that IDAA has an open-door policy with clear standards for transparency and accountability. The policy affirms that the individual's concerns will be taken seriously and respectfully. IDAA will view whistleblowing positively as it presents an opportunity to address all concerns including unsafe conditions, discrimination, harassment, and fraudulent accounting practices.

ARTICLE IX – MISCELLANEOUS

9.1 Initially, the Corporation shall not have a seal. The Board of Directors shall have the authority to adopt a seal if it chooses.

9.2 The Executive Director or assigned Central Office Staff shall have the authority to execute all legal documents on behalf of the Corporation which have been approved by the Board of Directors.

ARTICLE X – AMENDMENTS

10.1 These Bylaws may be amended at a meeting of the Board of Directors by a vote of two-thirds (2/3) of the Board Members present provided there is a quorum present as defined in Article 4.6 and provided that a copy of the proposed amendment(s) has been received by each member of the Board of Directors at least ten (10) days before the meeting at which the vote on the proposed amendment(s) is to take place.

Review and Approval Summary:

IDAA Board of Directors: September 19, 2026

History of By-Law Amendments:

Bylaws Revised 12/4/03
Bylaws Revised 08/1/12
Bylaws Revised 10/1/15
Bylaws Revised 01/01/17
Bylaws Revised 05/01/17
Bylaws Revised 06/21/17
Bylaws Revised 01/09/19
Bylaws Revised 08/02/19
Bylaws Revised 08/25/19
Bylaws Revised 11/20/21
Bylaws Revised 01/15/22
Bylaws Revised 05/21/22
Bylaws Revised 11/19/22
Bylaws Revised 1/21/2023
Bylaws Revised 7/4/2023
Bylaws Revised 11/27/2023
Bylaws Revised 5/18/2024
Bylaws Revised 11/16/2024
Bylaws Revised 9/20/2025
Bylaws Revised 9/19/2026