Thursday, April 11, 2024

Dear TAADAS Member,

Thank you for your interest in TAADAS membership. TAADAS continues to be a strong and vital advocate for addiction treatment for all Tennesseans. TAADAS helps to provide access to services, promote evidence based care and work to ensure that addiction services are part of the overall health care planning for Tennessee. Our membership now includes community prevention coalitions, drug courts and peer recovery specialists among others—each type of member makes our association a more vigorous coalition of advocates. Your membership in this organization will help to keep our mission strong and our interests at the forefront of policy makers in our state.

TAADAS is a membership organization and as such is driven by the needs and concerns of its members. Your input into our goals and objectives is a vital part of making TAADAS work for your organization and for TAADAS as a whole. There are many opportunities available for you at TAADAS. We have many events as well as standing and ad hoc committees that address issues for our state as they arise. The TAADAS Legislative Committee is open to all TAADAS members and that committee shapes many of our advocacy initiatives. More information on these activities is in your membership packet and I make every effort to keep the membership apprised of these opportunities and issues as they arise throughout the year.

Please don’t hesitate to contact me with your ideas, concerns, or interests. I look forward to working with you!

Respectfully,

Mary Linden Salter, LCSW
Executive Director
Membership Pledge Form

* Membership runs from July 1st through June 30th

Membership shall be open to individuals or entities with an interest in addiction, co-occurring, prevention or recovery support services and is subject to payment of membership dues.

Membership levels are based on the annual dues of the prospective agency
* these are suggested minimum membership pledges, you are encouraged to pledge more if possible.

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<th>Individual Memberships</th>
<th>Annual Dues</th>
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<tr>
<td>Student/Retire/CPRS/Coalition Membership</td>
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<td>Standard Individual Membership</td>
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<tr>
<td>Drug Court Membership</td>
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<tr>
<th>Organizational Memberships</th>
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<td>Revenue greater than $2,000,000</td>
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Please Check all that apply: □ non-profit □ government contracted □ faith based □ tax exempt (please include form)

Name or Agency: ____________________________
Address: ______________________________ City: ______________ State: ________ Zip: ________
Phone: ______________ Email: ____________________________
Web Address: ____________________________
Official Representative attending meetings: ____________________________
Official Representative email address: ____________________________

Payment Method
(Paper applications are subject to a 5% processing fee, to avoid the fee apply online and use Paypal to check out)

□ I’d like to pay the entire amount now
□ I’d like to be billed bi-annually on the auto-renew program (July and January)
□ I’d like to be billed quarterly on the auto-renew program (July, October, January, and April)
□ Keep my membership from lapsing, send me an invoice when it’s time to renew!
   *There is no obligation to pay if you change your mind when the time comes*
□ We would like to pledge an additional amount of: ________ above and beyond the minimum membership cost.

Please make checks payable to TAADAS
Fax. Email or Mail your completed form to membership@taadas.org or the address below

1321 Murfreesboro Pike Suite 155 • Nashville, TN 37217 • www.Taadas.org
Office 615.780.5901 • Fax 615.780.5905
Mission

TAADAS is a center of excellence dedicated to advocacy, community, and education that supports and connects recovery providers.

Vision

All Tennesseans have access to a compassionate, inclusive, value-based system of care that connects people to high quality recovery services.

Values

Advocacy
Education
Connection
Integrity
Compassion

TAADAS' core values define our approach to advocating and creating access to a substance use recovery system that ensures quality, integrity and compassion. We apply these values as we help people in recovery connect to their communities and educate the public about recovery systems of care. As a member led association, we meet openly and regularly to work together within these values.
Tennessee Association of Alcohol, Drug & other Addiction Services

By-Laws

As amended November 9, 2023

ARTICLE I

SECTION 1. Name
The name of the organization shall be presently known as the Tennessee Association of Alcohol, Drug & other Addiction Services (TAADAS).

SECTION 2. Mission and Vision

TAADAS is a center of excellence dedicated to advocacy, community, and education that supports and connects recovery providers.

All Tennesseans have access to a compassionate, inclusive, value-based system of care that connects people to high quality recovery services.

In furtherance of this Mission, our specific Goals are as follows:
1. To provide a forum of advocacy for providers;
2. To provide a forum of advocacy for consumers;
3. To increase resources, services, and sustainability available to organizations and individuals serving the population;
4. To increase acceptance of recovering individuals;
5. To influence State and National policy decisions relative to addictions, co-occurring disorders, prevention, and recovery support services;
6. To further a sense of fellowship and helpful relationships among the Association’s members; and
7. To influence and shape the available delivery system by improving practices within the system of care

SECTION 3. Legal Status
This organization is formed as a not-for-profit exempt organization, as defined in federal Internal Revenue Code Section 501(c)(3). The Association is organized and operated exclusively for the charitable and social welfare purpose stated in Section 2, and none of the fees, dues, earnings or assets may be distributed to the officers or directors, although payment of reasonable compensation for services is permitted. If the Association dissolves, all assets of the organization will be liquidated and transferred to another charitable organization.

Section 4. Yearly Review
TAADAS By-Laws shall be distributed and reviewed yearly at the January membership meeting.
ARTICLE II – MEMBERSHIP

SECTION 1. Membership
Membership shall be open to individuals or entities with an interest in addiction, co-occurring, prevention, or recovery support services and subject to payment of membership dues. TAADAS membership is not automatic board membership as the board consists only of the Executive Committee.

SECTION 2. Membership Categories
TAADAS membership categories are:
   a. Individual Member who supports the mission of TAADAS
   b. Student/Retiree who is in training in a related field of study or pursuing LADAC or who no longer works in the field or who is retired and is a person with interest in supporting A&D issues
   c. Organizational Member who provides A&D treatment services as a nonprofit organization or government agency under contract with the State of Tennessee
   d. Affiliate Organizational Member whose organization supports the Mission of TAADAS
   e. Sponsor/Corporate Member for recognition at TAADAS events, website, etc.

SECTION 3. Rights and Privileges of Association Membership
a. Organizational members in good standing shall be entitled to the following rights and privileges:
   1. The right to promote or hold the agency or business out to the public as a member of this Association.
   2. The right to have representation on any Committee of this Association.
   3. Eligibility for nomination and service in any elective office of the Association.
   4. Eligibility to participate in Association meetings.
   5. Receipt of materials and publications of the Association.
   6. Participate in all other services available to Members.
   7. The right to vote on any issues brought to the Membership by the Executive Committee as well as issues brought directly to the Membership.
   8. To review and approve or disapprove by majority vote all TAADAS policies related to its Governance and Fiscal Management upon implementation or implementation of any substantive change.

b. All other members in good standing shall be entitled to the following rights and privileges:
   1. The right to promote or hold the agency or business out to the public as a member of this Association.
   2. The right to have representation on any Committee of this Association.
   3. Eligibility to participate in Association meetings.
   4. Receipt of materials and publications of the Association.
   5. Participate in all other services available to Members.

SECTION 4. Obligations of Association Membership
   a. Prompt payment of Membership dues.
   b. Support and promotion of the stated purposes of the Association
   c. Conformity with the Association’s Standards of Conduct and Ethics policy which shall include a yearly review and signature acknowledging the TAADAS Code of Ethics.
   d. Conformity with the Association’s antitrust compliance program.
   e. Support of the provisions of these Bylaws.
f. There is no obligation to participate in Executive Committee activity.

g. Organizational members shall assure that the organization’s representation at TAADAS Meetings (Executive Director/CEO or appointed designee) must have authority to act on behalf of his/her organization in regard to voting and conducting other official business with TAADAS.

SECTION 5. Meeting Quorums
Members present or electronically linked to TAADAS meetings shall contribute to a quorum for the transaction of business.

The presence of a minimum of fifty-one (51) percent of the total number of Executive Committee Members who are eligible to vote shall constitute a quorum of the Executive Committee meeting. The presence of a minimum of fifty-one (51) percent of the total number of Organizational Members shall constitute a quorum of the Organizational meeting. A majority of those present or electronically linked and voting shall decide all questions. Each Organizational member is entitled to one vote on any business conducted. Proxy votes must be presented to either the President or Executive Director in writing and must be presented at least one half hour before any meeting where they are being used.

SECTION 6. Censure, Suspension, or Removal of Members
Members may be censured, suspended or removed for cause by a majority vote of the Membership after investigation and submission by the Executive Committee. Actions against a member shall be considered by the Executive Committee after the member complained against has been advised of the complaint lodged and has been given reasonable opportunity for rebuttal; Reasons for termination include but not limited to:

1) For default in payment of dues, action may be taken after two months dues are in default;
2) Violations of the Code of Ethics, and
3) Violation of the provisions of the antitrust laws of the United States. Potential violations of the anti-trust laws shall be automatic cause for suspension pending an opportunity for review.

SECTION 7. Resignation
Any member may resign at any time, but such resignation shall not relieve the member of the obligation to pay any dues or other charges which have accrued.

SECTION 8. Standing Committees
There shall be three (3) Standing Committees and they are:

1) Member Relations – Committee will focus on member recruitment and retention including membership drives, setting membership fees (in consultation with the Finance Committee) and setting membership benefits;
2) Finance – Committee will review the agency ledger and balance statements as well as the program statistics and goals; Committee is comprised of the Executive Committee as well as the contracted accountant, with the Treasurer serving as Chair
3) Legislative – Committee will review the activities of the current legislative session, current administration legislative and policy agenda and any administrative rule changes of any TN Department affecting A&D programs; Committee will be chaired by the contracted Legislative Lobbyist.

The President may appoint any ad hoc committees as deemed necessary. The President shall appoint these Standing and AD Hoc committees with no less than three (3) members with additional volunteer
members. The Executive Director or their designee will serve as an Ex-Officio member of all Standing and Ad Hoc Committees.

**ARTICLE III – Executive Committee**

**SECTION 1. Composition**
The Executive Committee of the Association shall be representative of the diversity of the Membership and composed of the following officers:

1. President
2. President Elect
3. Immediate Past President,
4. Secretary
5. Treasurer
6. Representative from the East Grand Division
7. Representative from the Middle Grand Division
8. Representative from the West Grand Division
9. Consumer Advocate Member
10. Affiliate Organizational Member representative (Ex Officio – no vote), and
11. Association’s Executive Director- (Ex-Officio no Vote)

**SECTION 2. Election**
Each of the Members of the Executive Committee as outlined above will serve for a one-year term from July – June and may serve no more than two (2) consecutive terms in the same office. Nominations for the elective of offices will be held at the April membership meeting, with review of the slate of officers at the May meeting and elections will be held at the June meeting. Any Member and/or their designee in good standing shall be eligible for nomination.

In the event of a Vacancy of Office prior to the expiration of its term, the Membership will elect someone at the next Membership meeting.

**SECTION 3. Duties of the Executive Committee**
The Executive Committee of TAADAS shall be the legal governing body of the organization. The Executive Committee shall review its recommendations for action with the full Membership for the supervision, control and direction of the affairs of the Association, its committees and publications. Under the direction of the Membership, the Executive Committee shall carry out Association policies or changes, shall lead and pursue the objectives of the Association, and supervise the disbursement of its funds. The Executive Committee is authorized to adopt such internal policies and procedures as may be deemed advisable for the conduct of Association business and may, in execution of the powers granted, delegate certain of its authority and responsibility to committees.

**SECTION 4. Votes**
Each Executive Committee Member shall possess one (1) vote in matters coming before the Executive Committee. The presence of a minimum of fifty-one (51) percent of the total number of Members shall constitute a quorum of the Executive Committee. A majority of those present or electronically linked and voting shall decide all questions. Proxy votes must be presented to either the President or Executive Director in writing and must be presented at least one half hour before any meeting where they are being used.

SECTION 5. Executive Committee Actions and Meetings
Action taken by the Executive Committee via telephone, email or fax shall be a valid action and shall be so reported at the next Membership meeting. The Executive Committee shall meet on a monthly basis and those meetings are open to the Membership. Notice of meetings shall be given not less than 10 days before the meeting is held. An Executive Committee meeting may be cancelled by a majority vote of the Members, or by telephone, email or fax.

SECTION 6. Executive Committee Responsibilities
a. The President shall be the Chairman of the Executive Committee; shall preside at all Membership meetings; shall be responsible for the general supervision of the affairs of the Association; shall suggest actions which may promote the welfare and increase the usefulness of the Association; and shall perform such other duties as are necessary to the office of President or as may be prescribed by the Executive Committee. Presides ensures that a quorum is present to conduct any business.

b. The Treasurer shall report an accounting of the financial condition of the Association monthly to the Executive Committee and Membership. Chairs the TAADAS Finance Committee; keeps the board regularly informed of key financial events, trends, concerns, and assessment of the agency fiscal health.

c. The Secretary reviews the TAADAS minutes and recommends changes or approval as appropriate to ensure that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board’s business was conducted;

d. The President-Elect will serve on the Executive Committee; will succeed to the office of President; and will take on the responsibilities of the President if the President is absent or cannot serve.

e. The Grand Division Representatives will serve to represent the needs of their area and will make reports to the Executive Committee and Membership.

f. The Consumer Advocate Member is in recovery or has a family member in recovery and will serve to represent the voice of the Recovery community and those individuals and families struggling with the issues of substance use and abuse, addiction, and co-occurring disorders.

g. The Organizational Affiliate Member will serve to represent that constituency and point of view to the Executive Committee in all matters that come before it.

h. The Past President will serve to advise the President and the Executive Committee Members as to the past actions of the Executive Committee and the Members.

ARTICLE IV—MEETINGS

SECTION 1. Meetings
The Association will meet monthly following the Executive Committee meeting, presided over by the President. Issues to be presented to the full Membership may be directed to the President in advance for presentation to the entire Membership.
Every effort will be made to schedule TAADAS membership meetings in each of the three grand regions of the state when feasible.

SECTION 2. Annual Meeting
The annual meeting of the Association shall be held in September of each year unless scheduled otherwise with not less than twenty (20) and no more than sixty (60) days' notice.

ARTICLE V - FINANCE AND RECORD-KEEPING

SECTION 1. Compensation
No part of the income or profit of the Association may be for the benefit of its Members, Directors or Officers. The Executive Committee shall receive no compensation for their activity as Directors.

SECTION 2. Budget
The Membership shall adopt an Annual operating budget presented to them by the Executive Committee covering all activities of the Association, prepared by the Treasurer and such Finance Committee in conjunction with the Association's Executive Director. The accounts of the Association shall be audited annually by a Certified Public Accountant who shall be recommended by the Executive Committee and approved by the Membership. After the end of the fiscal year, the Treasurer shall report with the audited financials to the general member meeting, as soon as is practicable.

SECTION 3. Records
The minutes of the proceedings of the Executive Committee Meetings and the general member meetings shall be maintained by the secretary, and be open to the inspection of any member of the Association.

SECTION 4. Insurance
The Association shall provide Officer and Directors liability insurance for elected officers of the Association. This insurance shall protect and indemnify the officers, directors from suits brought against them arising out of the performance of their duties. The Association's indemnification provided to these noted above is confined to this insurance only; the assets of the organization shall not be available for indemnification.

ARTICLE VI - Appointment of Executive Director

SECTION 1. Executive / Deputy Director
An Executive or Deputy Director recommended by the Executive Committee and approved by Membership shall be responsible for day-to-day operations. He/she will serve as an ex-officio, non-voting member of all committees.

ARTICLE VII - PARLIAMENTARY PROCEDURE

SECTION 1. Rules
Robert's Rules of Order shall be used as the parliamentary procedure in all meetings in which unresolved procedural issues arise. Otherwise, meetings shall be conducted in a manner agreed upon by all of those at the meeting unless otherwise prohibited by law or these Bylaws.
ARTICLE VIII – AMENDMENTS

SECTION 1. Proposed Amendments
Any proposed amendments to these Bylaws shall be presented to the Membership and approved by a majority vote. Any proposed amendment must be provided to the Membership at least one (1) month in advance of the meeting.

ARTICLE IX – DISSOLUTION

SECTION 1. Distribution of Assets
Upon dissolution of the Association, after paying or making provisions for the payment of the liabilities of the Assn., all the assets of the Assn. shall be disposed of by conveyance to another charitable organization as described in section 501(c)(3) of the Internal Revenue Code, or to the organization members of the Association having status as charitable organizations.
During the legislative sessions in 2023 and early 2024, TAADAS advocated with our member to support the budget proposals submitted by Commissioner Williams of TDMHSAS and by Governor Lee. Commissioner Williams’ proposal of $18 million in provider rate increases was supported in part by the Governor and then fully funded by the legislature. In 2023 and 2024 Commissioner Williams again supported rate increases as well as additional funding by the legislature for provider sign on and retention bonuses. All told, the increases for FY 25 amount to more than $32.6 million in new funding for TDMHSAS and community behavioral health services. Rate increases have increased salaries and have been instrumental in helping providers recruit and retain adequate staff. Funding from the TennCare shared savings pool was also allocated to support providers.

These new funding initiatives include additional non-recurring funding to expand the TDMHSAS Addiction Recovery Program (ARP), which includes services such as transitional housing, relapse prevention skills, transportation and pastoral/spiritual support. Recovery is a long-term commitment for people starting treatment and for many this requires long-term support. ARP provides community-based wrap around support to help people sustain their recovery during and after treatment. ARP. The ARP office has had a waiting list of providers willing to provide these services but without increased funding, the program could not be expanded.

The legislature also funded the Pathways Behavioral Health Scholarship for master’s level students that opened February 16, 2024. The program was so successful in recruiting applicants that the application portal was closed in April. The scholarship program has a work requirement that must be met in a TDMHSAS funded clinical program that is also either a TAADAS or TAMHO member. This requirement will expose new practitioners to the field at safety net programs that have the greatest need to recruit staff.

TAADAS works with many partners and coalitions around the state to promote and enact policies that support our mission—“To educate, support and engage our members and public, influence policy and advocate for prevention, treatment and recovery services.” A partial list of our achievements in the past year follows:

**TAADAS ensured legislative and regulatory concerns of members were presented to, and heard by, the right legislators**

- TAADAS held an in – person Day on the Hill on February 7th, meeting with several legislators.
- Addressed concerns regarding several ‘parental rights’ bills that would have limited suicide prevention outreach and limited 16-18 year old’s right to access treatment on their own behalf.
- Worked to address the impact of the proposed “Brittany’s Law” that would have criminalized not calling 911 in an overdose situation.
TAADAS continued to build synergistic relationships by participating in and leading numerous committees and workgroups such as:

- Recovery Support Committee—After holding 26 Recovery Roundtables across Tennessee over the past 5 years, TAADAS’ Recovery Support Committee opted to work with TNARR to develop a Recovery Housing Toolkit. The toolkit, which is under revision to add important ASAM and NARR updates, will provide guidance on management and oversight processes.
- Established a new MAT provider Subcommittee in 2024
- Mayor’s Behavioral Health & Wellness Advisory Council—Metropolitan Government of Nashville
- OneTennessee - collaborative of health professionals and communities that seek to impact opioid use and overdose
- The National Council for Wellbeing Addiction Committee and Association Executive group
- University of Tennessee Institute for Public Service Board
- End the Syndemic - Department of Health
- Pre-arrest Diversion Workgroup and a subcommittee for A&D and Overdose Issues
- CPRS Advisory Committee
- Workforce Advisory Committee
- SMART Justice Network (Judicial Opioid Summit Delegation)
- The Coalition for Mental Health and Substance Abuse Services
- TN Policy and Planning Committee, statewide and through several regional meetings

TAADAS’ mission, vision and values were revised during our strategic planning sessions in 2023.

MISSION: TAADAS is a center of excellence dedicated to advocacy, community, and education that supports and connects recovery providers.

VISION: All Tennesseans have access to a compassionate, value-based system of care that connects people to high-quality recovery services.

VALUES: Advocacy, Education, Connection, Integrity and Compassion

TAADAS partnered with award-winning composer Chris Boardman and Nashville-based CBMG Enterprises to introduce a new self-care method that supports those in recovery through the power of music.

TAADAS worked with the Partnership to End Addiction to bring the Help & Hope by Text program to TN and will bring another pilot to educate individuals and/or their loved ones who are taking, or thinking about taking, opioid medication for pain called RxAware.

TAADAS provided access to Motivational Interviewing training and ongoing MI training cohorts as well as access to Association for Psychological Therapies training for certification in several evidence based modalities for MAT providers.
TAADAS Policy 1.03
Appendix B – Business and Ethics

Introduction
This Code of Business Conduct and Ethics (the "Code") contains general guidelines for conducting the business of TAADAS in a manner consistent with the highest standards of ethical conduct and professional integrity. TAADAS chooses to operate under this Code in an effort to maintain the high standard of conduct expected and deserved by the public.

This Code applies to all of TAADAS directors, officers, volunteers and employees. For simplicity, all persons covered by this Code are referred to as "TAADAS Associates" or simply "Associates." All Associates are required to review and sign this document indicating understanding of, and agreement with the standards and requirement in this code.

TAADAS expects its Associates to listen to our stakeholders and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission. Associates should strive for excellence and innovation, demonstrating professionalism, respect and responsiveness to constituents, funders and others. TAADAS Associates should possess a commitment to do what is right, obey all laws, behave with integrity and honesty, treat people fairly, respect diversity, accept accountability, communicate openly and always behave in a way that is above reproach. Associates are expected to maintain these high ethical standards at all times and to avoid even the appearance of improper behavior. It is the position of TAADAS that no business interest or result justifies a breach or compromise of these standards. Any Associate who violates these rules of conduct and behavior could be subject to criminal or civil penalties and/or subject to corrective action up to and including discharge from TAADAS.

Applicability
Certain TAADAS Associates are subject to professional ethical requirements in addition to the requirements of this Code. TAADAS expects for there to be few, if any, conflicts between those dual sources of ethical obligations for these individuals. In the rare circumstances when conflicts do exist, each affected individual must honor his or her professional duties as imposed by applicable law and professional ethics codes. Such individuals are encouraged to consult with the TAADAS Executive Director, if permissible, while adhering to these professional duties prior to making an act or omission required by their professional ethical obligations that would not otherwise be permissible under this Code.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all persons to which it applies. If a law conflicts with a policy in this Code, an Associate must comply with the law; however, if a local custom or policy conflicts with this Code, he or she must comply with this Code. If an Associate has any questions about these conflicts, he or she should ask his or her supervisor, the TAADAS Executive Director or TAADAS Board President as to how to handle the situation.

Compliance with Laws, Rules and Regulations
Each Associate has an obligation to faithfully comply with both the letter and spirit of all laws, rules and regulations of federal, state and local governments, and all applicable private and public regulatory agencies. Obeying the law, both in letter and in spirit, is the foundation on which TAADAS ethical standards are built. Although Associates are not expected to know the exact details of all laws, at a minimum, each Associate is expected to understand and comply with the laws, rules and regulations that apply to his or her job position. If
an Associate has any doubt about whether a course of action is lawful, such Associate should seek advice from his or her supervisor, the Executive Director, the President of the Board of Directors or a member of the Executive Committee of the Board of Directors, as the case may be, as prescribed herein by the Code.

Title VI
As a recipient of Federal Financial Assistance (FFA), TAADAS affirms its policies that no person shall be denied the opportunity to participate in Federal Financially Assisted programs based on race, color, national origin, sex, religion, disability, or beliefs.

The TAADAS non-discrimination policy further affirms, that as a recipient of FFA, TAADAS will not discriminate on the basis of age, race, sex, color, national, disability, or beliefs in its hiring and employment practices, or in admission to, access to, or operation of its program, services, and activities.

TAADAS will operate in accordance with following federal and state laws: Title VI of the Civil Rights Act of 1964 (42 U.S.C. 2000d); Section 504 of the Rehabilitation Act of 1973, as amended, 42 U.S.C. 794; Age Discrimination ACT of 1975; Americans with Disabilities Act; and Title IX of the Education Amendments 1972.

Conflicts of Interest
A "conflict of interest" exists when a person's private interest interferes in any way with the interests of TAADAS. A conflict situation can arise when an Associate takes actions or has interests that may make it difficult to perform his or her work for TAADAS objectively and effectively. Conflicts of interest may also arise when an Associate or members of his or her family, receives improper personal benefits as a result of his or her position with TAADAS. Loans to, or guarantees of obligations of, Associates and their family members may create conflicts of interest.

Unless disclosed to and permitted by the Executive Director or Executive Committee President, it is almost always a conflict of interest for a TAADAS Associate to work simultaneously for a competitor, client, patient, or supplier. An Associate should avoid any direct business connection outside their TAADAS responsibilities with TAADAS clients, patients, suppliers or competitors. Under no circumstances is an Associate to conduct business directly or indirectly with TAADAS except with the prior approval of TAADAS's Executive Director after full disclosure of all the circumstances to the Board of Directors.

Conflicts of interest are prohibited except as reviewed and allowed by the Executive Committee. Such an approval may include an expectation that the Associate refrain from certain aspects of TAADAS business or activities. Conflicts of interest may not always be immediately apparent, so Associates are encouraged to consult with their supervisor, the Executive Director or the President of the Board if they are in doubt about a course of action. Any Associate who becomes aware of a conflict or potential conflict should bring it to the attention of their supervisor, TAADAS Executive Director, the President of the Board or a member of the Executive Committee of the Board. Similarly, if an Associate suspect that their situation could possibly result in a conflict of interest or be reasonably perceived by others to constitute a conflict of interest, they should consult with the previously mentioned members of TAADAS leadership. Conflicts of interest may only be permitted on a case-by-case basis through a waiver of the Code as described herein.

Corporate Opportunities
Associates are prohibited from pursuing or accepting business opportunities for personal gain that the Associate discovers through the use of corporate property, information or position unless the Board of Directors approves such taking in advance. No Associate may use corporate property, information, or position for improper personal gain, and no Associate may compete with TAADAS directly or indirectly. Associates owe a duty to TAADAS to advance its legitimate interests when the opportunity to do so arises.
Competition and Fair Dealing
TAADAS seeks to outperform its competition fairly and honestly. TAADAS seeks competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present Associates of other companies is prohibited. Each Associate should endeavor to respect the rights of and deal fairly with TAADAS suppliers, competitors and Associates. No Associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage. No gift or entertainment should ever be offered, given, provided or accepted by any TAADAS Associate, family member of an Associate or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is worth less than $50 in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. An Associate should discuss with his or her supervisor, the Executive Director, the President of the Board or a member of the Executive Committee of the Board, as the case may be, any gifts or proposed gifts which he or she is not certain are appropriate.

Workplace Conduct
TAADAS expects each associate to make an effort to understand, respect and support our constituents from other cultures, exemplified by the contributions of our staff and executive leadership, and to contribute to an organizational culture that respects the diverse, individual contributions of staff and leadership. The diversity of TAADAS Associates is a tremendous asset. TAADAS is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include, but are not limited to, derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Furthermore, TAADAS leadership will make every effort to foster an environment where no Associate is dismissed, passed over, disparaged or otherwise discriminated against based on race, gender, religion, ability, age, veteran status or other protected characteristics. Any complaints of such treatment should be directed to the Associate’s supervisor, Executive Director or a member of the Executive Committee without fear of reprisal.

Supervisors must be particularly mindful to maintaining solely professional relationships with subordinates, and likewise, Associates must be mindful of maintaining totally professional relations with other Associates, customers, clients and patients. Undue pressures, no matter how subtle, which result in less than professional relations, must be avoided. Supervisor – Supervisee relationships should be avoided. Evidence of violation of the letter or spirit of this policy will result in appropriate disciplinary measures.

Completing any work for another employer or conducting outside business during an employee’s scheduled hours at TAADAS, whether working remotely or in the office, is not acceptable. Additionally, soliciting, involving or pressuring any other TAADAS Associate or customer/client (who may be vulnerable to actual or perceived coercion) to participate in such outside business is prohibited, regardless of whether the conduct takes place during TAADAS working hours.

Health and Safety
TAADAS strives to provide each Associate with a safe and healthful work environment. Each Associate has responsibility for maintaining a safe and healthy workplace for all Associates by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence and threatening behavior are not permitted. Associates should report to work in condition to perform their duties,
free from the influence of illegal drugs or alcohol. The use of alcohol or illegal drugs in the workplace will not be tolerated.

**Record-Keeping**
TAADAS requires honest and accurate recording and reporting of information so that it can make responsible business decisions and make full, fair, accurate, timely and understandable disclosure in the reports and documents TAADAS files with, or submits to State or Federal agencies or commissions and in its other public communications. All of TAADAS’s books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect TAADAS transactions and must conform both to applicable legal requirements and to TAADAS’s system of internal controls. Unrecorded or “off the books” funds or assets may not be maintained unless permitted by applicable law or regulation.

Many Associates regularly use business expense accounts, which must be documented and recorded accurately. If an Associate is unsure whether a certain expense is legitimate, he or she should ask his or her supervisor. Business records and communications often become public, and Associates should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to TAADAS record retention policies and applicable law.

**Confidentiality**
Associates must maintain the confidentiality of information entrusted to them by TAADAS or its clients or other Associates, except when disclosure is authorized by TAADAS management or required by laws or regulations. Confidential information may be disclosed by a program participant, family member, discovered in attending a Child Fatality Review Board or an Overdose Review Board and should not be discussed outside of those settings. Confidential information includes all non-public information in whatever form: written, oral or electronic, that might be of use to competitors, or harmful to TAADAS or its clients or patients, if disclosed. An important part of confidential information consists of medical records and medical information about clients and Associates. The release of any medical records and/or medical information may constitute a violation of state and federal law. The improper or unlawful release of any medical records and/or medical information will not be tolerated under any circumstance. The obligation to preserve confidential information continues even after an Associates' relationship with TAADAS ends.

**Protection and Proper Use of Company Assets**
All Associates should endeavor to protect TAADAS assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on TAADAS’s success. Any suspected incident of fraud or theft should be immediately reported for investigation. TAADAS equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of Associates to protect TAADAS assets includes protection of its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of TAADAS policy.

**Political Contributions; Payments to Government Personnel**
Contributions by TAADAS, directly or indirectly, to or on behalf of candidates for federal office are not permitted. Other political contributions may be allowed only if permissible under applicable laws, rules and regulations, as
determined by TAADAS's Executive Director after consultation with legal counsel, and only if approved in writing by TAADAS's Board of Directors.

The U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or Associate of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate TAADAS policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. TAADAS's Executive Director can provide guidance to an Associate in this area.

**Annual Statement**

Associates of TAADAS may be required to submit an annual statement that they have reviewed this disclosing actual and potential conflicts of interest and including the following affirmation:

"I have examined and understand TAADAS's Code of Business Conduct and Ethics (the "Code"). I undertake to report promptly, in accordance with the Code, any circumstances in TAADAS' business or operations that may involve a violation of any applicable law, rule or regulation and any other circumstances that may involve a violation of the Code. I confirm that I do not know of any such circumstances not previously reported."

**Compliance Procedures**

**Seeking Help and Information**

This Code is not intended to be a comprehensive rulebook and cannot address every situation that Associates may face. In the event any Associate feels uncomfortable about a situation or has any doubts about whether it is consistent with TAADAS's ethical standard, he or she should seek help. TAADAS encourages its Associates to contact their supervisors for help first. If a supervisor cannot answer a particular question or if an Associate does not feel comfortable contacting his or her supervisor, such Associate should contact the Executive Director. Additionally, the Executive Director or a Board Member should direct his or her questions to either the President of the Board or a member of the Executive Committee of the Board.

**Reporting Violations of the Code; Illegal or Unethical Behavior**

All Associates have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulation or policies that apply to TAADAS. If an Associate knows of or suspects a violation of this Code, he or she should immediately report the conduct to his or her supervisor. The supervisor will contact the Executive Director, which will work with the Associate to investigate the matter. If the Executive Director or a Board Member knows of or suspects a violation of this Code, he or she should immediately report the conduct to the President of the Board or, if the Director or Board Member does not feel comfortable reporting the conduct to the President, the report may be made to a member of the Executive Committee of the Board.

All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Each supervisor, the Executive Director and each of the Board Members of TAADAS will protect each Associate's confidentiality to the extent possible, consistent with law and TAADAS' need to investigate the matter. It is TAADAS's policy that any Associate who violates this Code will be subject to appropriate discipline, which may include termination of employment or removal from the Board of Directors, as the case may be. This determination will be based upon the facts and circumstances of each particular situation. An Associate accused of violating this Code may be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. The conduct of each Associate, as a representative of TAADAS, should be judged considering whether that action is right, fair and legal, and whether that action could withstand the scrutiny of outsiders.
Policy Against Retaliation
TAADAS strictly prohibits retaliation again an Associate who, in good faith, seeks help or reports known or suspected violations of either the law or this Code. Any reprisal or retaliation against an Associate because the Associate, in good faith, sought help or filed a report will be subject to disciplinary action, including the potential termination of employment.

Suggested Steps
We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

Make sure you have all the facts. To reach the right solutions, we must be as fully informed as possible.

Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.

Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.

Discuss the problem with your supervisor. This is the basic guidance for nearly all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor’s responsibility to help solve problems.

Seek help from TAADAS resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with the Executive Director. In the instance that a Director or Member of the Board of Directors has a problem or question in connection with this Code, that individual may contact either the President of the Board or, in the instance that the individual did not feel comfortable approaching the President, a Member of the Executive Committee of the Board.

You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the extent possible as noted in this Code. TAADAS does not permit retaliation of any kind against Associates for good faith reports of ethical violations.

Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Waivers of the Code of Business Conduct and Ethics
Waivers of this Code will be granted only in extraordinary circumstances. Any waiver of this Code for Associates may be made only by the Board of Directors or the appropriate Board committee in writing and will be promptly disclosed as required by applicable law, rule or regulation.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing TAADAS affiliation. TAADAS reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.
"I have examined and understand TAADAS's Code of Business Conduct and Ethics (the "Code"). I undertake to report promptly, in accordance with the Code, any circumstances in TAADAS' business or operations that may involve a violation of any applicable law, rule or regulation and any other circumstances that may involve a violation of the Code. I confirm that I do not know of any such circumstances not previously reported."

As an association member of TAADAS, its Executive Committee or an employee of TAADAS, I will uphold and promote the principles of this code and as an organizational, affiliate or individual member of TAADAS I will abide by it in all my conduct and business operations.

Signature _______________________________________

Date ___________________________________________
POLICY:
TAADAS is committed to delivering alcohol and drug abuse education, recovery education and prevention services in manner that conforms strictly to the highest standards of accountability in administration, clinical, business, marketing, and financial management. TAADAS' leadership is fully committed to preventing and detecting fraud, fiscal mismanagement, and misappropriation of funds. To this end, a formal corporate compliance program has been developed to ensure ongoing monitoring and conformance with all legal and regulatory requirements. The corporate compliance program is designed to emphasize (1) prevention of wrongdoing – whether intentional or unintentional, (2) immediate reporting and investigation of questionable activities and practices without consequences/reprisal to the reporting party, and (3) timely correction of any situation which puts the organization, its leadership, staff, funding sources, or consumers at risk.

PROCEDURE:
The Executive Committee has delegated overall responsibility for the Corporate Compliance Program to the Executive Director. The Executive Director shall form a Corporate Compliance Committee to implement and monitor the organization's corporate compliance program and provide periodic/as needed reports to the Executive Committee on matters pertaining to the program.

TAADAS has established a Code of Business Conduct and Ethics to promote awareness and understanding of ethical and compliance issues. It is expected that each TAADAS organizational, affiliate and individual member and each staff member and volunteer read and sign this statement of Business Conduct and Ethics upon joining the organization and yearly thereafter. A copy of the Code of Business Conduct and Ethics is attached as Appendix B. The TAADAS Membership Coordinator will monitor the completion of these documents and maintain a file of signed statements. Similarly, signed copies of the Code from TAADAS staff will be collected annually and the TAADAS Deputy Director will maintain a file of signed statements.

It is TAADAS policy to comply with the letter and spirit of all applicable federal and state antitrust laws and regulations. The antitrust laws of the United States and the various states prohibit agreements, combinations and conspiracies in restraint of trade. TAADAS recognizes the potentially serious civil and criminal consequences for the association, members, and member representatives found in violation of the antitrust laws, as well as the costs in time and money spent in defending antitrust investigations and litigation.

The agency's designated Corporate Compliance Committee is comprised of:

The Executive Director – Compliance Training Officer
The Deputy Director – Compliance Manager
The Executive Committee Treasurer – Compliance Monitor

The designated Corporate Compliance Committee (CCC) shall:

- Ensure that TAADAS members and staff are informed about State and Federal anti-trust laws and regulations.
- The CCC shall ensure that agenda items, meeting discussions and informal gatherings are held in strict compliance with all anti-trust regulations.
- Develop, implement and update the organization’s formal corporate compliance plan and communicate this plan annually to the Executive Committee at the first meeting of the calendar year.
- Serve as the organization’s primary point of contact for all corporate compliance issues and shall make recommendations to the Executive Director and/or Executive Director as required. Regularly monitor and revise the organization’s corporate compliance plan, including all investigative and reporting processes, procedures.
- Prepare, submit and present periodic reports to the Executive Committee, as needed, to ensure the organization’s leadership is informed of any relevant corporate compliance issues.
- The CCC shall submit an annual report at the first meeting of the calendar year to the Executive Committee which will include at a minimum:
  - A summary of all allegations, investigations and/or complaints processed in the preceding 12 months in conjunction with the corporate compliance program.
  - A complete description of all corrective action(s) taken.
  - Any recommendations for changes to the organization’s policies and/or procedures.
- The CCC and all its members shall have direct and unimpeded access to the Executive Director, Executive Committee and the organization’s accounting firm and/or legal counsel for matters pertaining to corporate compliance.
- It is the duty of each employee to report promptly any suspected incidents of waste, fraud, abuse or misappropriation of funds, and any other unethical or illegal acts to either the CCC, to the Executive Director or a member of the Executive Committee. There shall be no reprisal, in any manner, for reporting such suspected incidents. Further, it is the duty of each employee to abide by all other standards of ethical conduct established by the agency and by their respective professions as applicable.
- Each TAADAS employee and volunteer has an obligation to faithfully comply with both the letter and spirit of all laws, rules and regulations of federal, state and local governments, and all applicable private and public regulatory agencies. Although employees are not expected to know the exact details of all laws, at a minimum, each employee is expected to understand and comply with the laws, rules and regulations that apply to his or her job position. If an employee or volunteer has any doubt about whether a course of action is lawful, they should seek advice from their supervisor, Deputy Director, the Executive Director, or any member of the Executive Committee.
- This policy shall be reviewed as part of each new employee’s orientation process and shall be incorporated into the agency’s annual training schedule for employees and contract staff.
Tennessee Association of Alcohol, Drug & other Addiction Services Policy and Procedure Manual

Tennessee Association of Alcohol & Drug Abuse Services, Inc.

Resolution of the Board of Directors

Whereas, The Tennessee Association of Alcohol, Drug & other Addiction Services (TAADAS) is dedicated to the delivery of alcohol & drug abuse educational and prevention services in an environment characterized by strict conformance with the highest standards of accountability for administrative, business, clinical, financial and marketing management; and

Whereas, the leadership of TAADAS is aware of, and fully committed to the need to prevent and detect fraud, waste, abuse, fiscal mismanagement and misappropriation of funds through the development and implementation of a formal “Corporate Compliance Program”; and

Whereas, TAADAS is fully committed to the development and implementation of comprehensive policies, procedures and other corporate compliance measures to provide regular monitoring and conformance with all legal and regulatory requirements.

Be It Resolved, that the Board of Trustees of TAADAS met and discussed the development of a corporate compliance plan for the organization on this date. The Board of Directors authorized the Executive Director to take all actions necessary to immediately and fully develop and implement the organization’s Corporate Compliance Program.

IT IS SO APPROVED

[Signature]

Board President
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<th>Month</th>
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We thank the following members for their support and involvement in our organization!

Randal Lea, President  Jennifer Muise-Hill, President Elect  Paula Hopper, Treasurer

Organizational Members

4th Judicial Recovery Court, White Pines
8th Judicial Recovery Court, Jacksboro
12th Judicial District Drug Court, Winchester
An Insured Recovery, Goodlettsville
Aspel Recovery Ctr., Jackson
Behavioral Health Foundation, Nashville
Buffalo Valley, Hohenwald
CADAS, Chattanooga
Comprehensive Community Services, Johnson City
Church Health Ctr., Memphis
Crossbridge Recovery, Nashville
Cumberland Heights, Nashville
E.M. Jellinek Center, Knoxville
Ensemble Recovery, Knoxville
Family and Children’s Service, Nashville
First Step Recovery Centers, Memphis
Freeman Recovery Center, Dickson
Grace House, Memphis
Harbor House of Memphis, Memphis
Healing Arts Foundation, Memphis
Healing Housing, Franklin
HealthConnect America, Statewide
Healthy and Free TN
Helen Ross McNabb Center, Knoxville
Hope Alive Ctr., Madison
Hope of East Tennessee, Oak Ridge
Hustle Recovery, Nashville
I Am Recovery, Nashville
Innovative Counseling and Consulting, Memphis
Jack Ganet Shelter, Savannah
JACOA, Jackson
Judicare, Memphis
Madison Treatment Center, Madison
Living Free, Chattanooga
Memphis Recovery Center, Memphis
Mending Hearts, Nashville
Mental Health Cooperative, Nashvillle
Metro Public Health Dept., Nashville
MidSouth Sober Living, Memphis
Mind Body Wellness
NAMI—Davidson County
Nashville Drug Court Support Foundation
Omní Community Health, Nashville
PAL (Prevention Alliance of Lauderdale)
Park Center, Nashville
Phoenix Rising, Nashville
Place of Hope, Columbia
Prevention Alliance of Dyer County
Prevention Alliance of Tennessee (PAT)
Renewal House, Nashville
Rogers Behavioral Health
Samaritan Recovery Community, Inc., Nashville
Second Chance Foundation
Serenity Recovery Center, Memphis
Shelby County Drug Court
Safe Family Services, Nashville
Susannah’s House, Knoxville
Synergy Treatment Ctr., Memphis
The Next Door, Nashville
The Talbot Legacy Centers, Maryville
The Transition House, Chattanooga
TN Assn of Recovery Court Professionals
TN Certification Board
TN Charitable Care Network
TN Mental Health Consumer’s Association
Volunteer Behavioral Health, Chattanooga
Welcome Home Ministries, Nashville
Unicoi Co. Prevention Coalition
Wayne County Helping Hands

Affiliate and Individual Members

Cherish Consulting Services
eTransX
FoundationEd
Healthy and Free TN
McKinney C+C
M&M Grubb Shack
NuPathways Recovery
ReVida Recovery
River City Counseling
Spero Health
TAADAC
TN Recovery Coalition

Jennifer Longmire
John McaNaghten
Sheryl McCormick
Wayne McElhiney
Linda McCullough
Harold Montgomery
Sean Muldoon
Michelle Norris
Nakia Nedd

Lynn Noland
Kenneth Osborne
Sabrina Price
Angela Quadrani
Nathan Ridley
Mandy Ryan
Shelia Shelton
Dianne Sherrod
James Shiver

Orlando Andrews
Mandy Colburn
Boomer Brown
Nita Gamache
Shannon Grier
Jamie Hargrove
Breezy Hayes
Megan Houston
Les Jacon

Clark Sims
Tonya Southland
Duane Stone
Christy Smith
Julie Sutter
Will Taylor
Robert Wade
Kathy Ward
Jon York