

NEW ENGLAND ASSOCIATION

OF

DRUG COURT PROFESSIONALS

BY-LAWS

ADOPTED/REVISED SEPTEMBER 12, 2018

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BY-LAWS

SECTION I

ASSOCIATION

1. The New England Association of Drug Court Professionals (NEADCP) is a 501c3 for purposes of the Internal Revenue Service and will file all documents and reports to maintain that status.

2. Principal Office

The principal office for the transaction of business of the New England Association of Drug Court Professionals (NEADCP) is fixed and located at One Dorrance Plaza, Providence, RI 02903.

3. Fiscal Year

The association's fiscal year shall commence March 1st and ends on the last day of February.

SECTION II

PURPOSE OF THE NEADCP

- To provide high-quality training, technical assistance, information-sharing mechanisms and other support to the drug treatment courts in the six New England states, tailored to the needs and issues they are addressing.
- To promote coordination and sharing of information and resources, as feasible, in the development of policies and practices relating to the drug court programs in New England.
- To provide a central repository of resources relating to the development, operation and administration of drug treatment courts in New England that highlight regional and state-specific issues which New England programs can utilize and share.

- To develop a range of collaborative relationships, at multiple levels, with federal, state and local governmental and non-governmental organizations (NGOs) to promote potential partnerships to enhance NEADCP's training, technical assistance and outreach and to increase its visibility.

SECTION III

STRUCTURE/ OFFICERS / MEMBERSHIP

1. Officers

The officers of this Association shall be a President, First Vice- President, Second Vice-President, Secretary and Treasurer and such other officers as the NEADCP Board of Directors may appoint. All officers must be members of the Board.

2. President

The President shall have general supervision, direction and control of the business and affairs of the Association. He or she shall preside at all meetings and shall have such other powers and duties as may be prescribed from time to time by the NEADCP Board of Directors. Past Presidents shall serve as Ex-Officio members of the Board for three years.

3. First Vice-President

The First Vice-President shall serve as assistant to the president and shall, in the event of the President's absence, incapacity, withdrawal or removal, assume the power and duties of the President with respect to the general supervision, direction and control of the meetings of the Association.

4. Second Vice-President

The Second Vice-President shall serve as assistant to the President and First Vice-President and shall in the event of the President's and First Vice-President's absence, incapacity, withdrawal or removal, assume the powers and duties of the President with respect to the general supervision, direction and control of the meetings of the Association.

5. Secretary

The Secretary shall keep a full and complete record of all of the proceedings (e.g., meetings and trainings), shall make service of such records as may be necessary or proper, shall supervise the keeping of the records for the Association and shall discharge such other duties of the office as prescribed by the NEADCP Board of Directors.

6. Treasurer

The Treasurer shall receive and safely keep all funds of the Association and deposit them in the bank or banks that may be designated by the NEADCP Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the NEADCP Board of Directors.

7. Elections/Terms/Executive Committee

These officers shall form the Association's Executive Committee. The Officers shall be elected annually by the Board. The Board may elect additional officers as it deems necessary. Elected officers will serve for a one (1) year term unless ~~reelected~~ removed from office during their term of office.

8. Succession

In the absence or disability of the President, the order of succession shall be as follows: the First Vice-President or in his/her absence, ~~or~~ disability **or deferral** the Second Vice-President, Secretary, or **in** his/her absence the Treasurer shall serve as the interim President and in so acting have all the duties of the President. The interim President shall have such powers and perform such duties as may be prescribed from time to time by the NEADCP Board of Directors.

9. Members of the Association

Members of the Association shall be defined as any person who pays the registration fee for the Annual Conference or the annual membership fee as established by the Board of Directors. This membership is for a one year period and renewable yearly. Additionally, any member of the Board of Directors or the Advisory Committee specified in Section VI.3 shall be a member of the Association.

SECTION IV

1. Execution of Corporate Instruments

- A. The Board may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the Association.
- B. Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, instruments or documents requiring the corporate seal shall be executed, signed or endorsed by the President; such documents may also be executed by any Vice-President and by the Secretary or Treasurer. All other instruments and documents requiring the corporate

signature, but not requiring the corporate seal, may be executed as aforesaid or in such other manner as may be directed by the Board.

2. Checks

All checks and drafts drawn on banks or other depositories on funds to the credit of the Association, or in special accounts of the Association, shall be signed by such person or persons as the Board shall authorize so to do.

SECTION V

CORPORATE SEAL

The corporate seal will have inscribed upon it the name of the Association and the Board may prescribe such other appropriate language as authorized by the Rhode Island Non-Profit Corporation Act.

SECTION VI

BOARD OF DIRECTORS

1. Board of Directors

Each New England State (ME, NH, VT, MA, RI, CT) shall have a maximum of four voting Directors for a total of 24 Directors. Each state will be responsible for nominating their own Directors who shall be approved by a vote of the Board. Alternatively, the Board may nominate a Director for a state. Elected Directors shall be entitled to vote, hold office, make motions and enjoy other benefits and privileges afforded by the association. Any Director of the Board, or of any committee thereof, may participate in a meeting by means of conference telephone or similar communication equipment by which all persons' participation in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

2. Terms of Board Membership

The first Board of Directors shall consist of Directors, one-third of whom shall serve a three (3) year term, one-third of whom shall serve a two (2) year term, and one-third of whom shall serve a one year term. Thereafter, each Director shall serve three year terms, which may be renewed by a vote of the Board. Any director may resign at any time by delivering his or her written resignation to the Secretary, such resignation to specify whether it will be effective at a particular time, upon receipt by the Secretary or at the pleasure of the Board. If no such specification is made, it shall be deemed effective at the pleasure of the Board.

3. Advisory Committee

Retiring Board members may be appointed to an Advisory Committee of the Board to preserve institutional memory. This will be a non-voting appointment and not eligible for election to any office but will extend the rights and privileges to the Advisory member for input at meetings. Appointments shall be in the discretion of the Executive Committee and shall be for renewable one-year terms.

Members, including but not limited to, retired Board members, may be appointed to an Advisory Committee. Appointments shall be made in the sole discretion of the Executive Committee; upon a finding the member will add value to the Organization.

Advisory Committee members shall not have voting rights, but may participate fully in board meetings and activities. Advisory members may serve on committees and may co-chair a committee with other voting Board members. Appointments shall be for a two year term and renewable by a majority of the Executive Committee.

4. Compensation

The Directors of the Association shall receive no compensation for their services as Directors, with no exception, but may be reimbursed for such expenses as they may incur in carrying out the purposes of the Association, provided that such reimbursement in no way adversely affects the Association's qualifications under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue law.)

5. Fees and Dues

NEADCP Board of Directors will vote on the amount of required fees and dues assigned to each state represented in this body.

6. Termination or Suspension of Director

Termination – Membership shall terminate on occurrence of any of the following events:

- A. Resignation of the state on reasonable notice to the Association;
- B. Expiration of the period of membership; or
- C. Occurrence of any event that renders the state ineligible for membership or failure to satisfy membership qualification.

Expulsion or Suspension – a Director may be expelled or suspended, based on the good faith determination by the Board, that the Director has failed in a material and serious degree to observe the Association’s rules of conduct or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the association. A Director who is suspended shall not represent the state during the period of suspension.

Procedure – If grounds appear to exist for expulsion of a representative under Section IV, Part 3 of these By-laws, the procedures set forth shall be followed:

- A. A Director shall be given fifteen (15) days’ prior written notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class mail or registered mail to the representative’s last address as shown on the Association’s records.
- B. The Director shall be given an opportunity to be heard, either orally or in writing at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered by the Board to determine whether the expulsion or suspension should take place.
- C. The Board shall decide whether or not the representative should be suspended, expelled or sanctioned in some other way. The decision of the Board shall be final.
- D. Any action challenging an expulsion, suspension or termination of a Director, including the claim alleging defective notice, must be commenced within one (1) year after the date of expulsion, suspension or termination.

7. Meetings

Location – Meetings shall be held in any place designated by the NEADCP President.

Special Meetings – a special meeting, for any lawful purpose, may be called at any time by the NEADCP Board of Directors or by the Executive Committee. The Board of Directors will be notified and given a minimum three week notice of any called special meetings. Matters transacted at all special meetings shall be confined to the objects stated in the call.

8. Voting

- A. Except as otherwise required in these by-laws, a quorum shall consist of at least 7 Directors.
- B. Voting by Directors shall be done in person or by telephone or electronic or written voting at which time voting on the objected item shall be in person or by telephone.

- C. Decisions of the Board shall be made by majority vote except a decision to expel or suspend a Director in which event a vote of two-thirds of the Directors shall be required.
- D. Members of the Association as defined in Section III.8 shall have the right to vote as set forth in these By-laws, on any motions and matters set forth by the NEADCP Board of Directors for consideration by the membership.

SECTION VII

COMMITTEES

1. Standing Committees

- A. Standing Committees shall be formed by resolution adopted by a majority of the Board at any meeting during which a quorum is present. The President of the Board may appoint such advisory, standing, or special committees as are authorized by the Board for conducting investigation, study and action in work of a continuous and recurring character. The duties of the Standing Committees shall be set forth by the Board. All actions of the various standing, advisory or special committees shall be subject to approval of the Board.
- B. The chairs of each Standing Committee shall be appointed annually by the President of the Board.
- C. Standing Committees shall be empowered to establish such subcommittees as may be necessary to assist in the performance of their investigation, study or action. All subcommittees will be responsible for reporting directly to their respective Standing Committees.

2. Ad Hoc Committees. The Board may, from time to time, form Ad Hoc Committees and study matters relating to specific purposes, business and objectives of the Association. The term of such committee shall be ended upon completion of their assigned tasks.

3. Executive Committee.

- A. The Executive committee shall have and exercise all the powers of the Board subject to such limitations as the laws of the State of Rhode Island or Board may impose. The Executive Committee shall have power to make rules and regulations for the conduct of its business, **including financial expenditures for operations and compensation of the Executive Director.**
- B. Members of the Executive Committee shall be selected as prescribed in Section III. The President of the Board shall serve as Chair of the Executive Committee.

1. **Vacancies.** Vacancies on the Executive committee, whether caused by the failure to elect, resignation, death or otherwise, shall be filled for the unexpired term by the Board.
2. **Meetings.** The Executive Committee will meet as needed.
3. **Quorum.** A majority thereof shall constitute a quorum at any meeting of the Executive Committee.

SECTION VIII

RECORDS AND REPORTS

1. Maintenance of Association Records

The Association shall keep the following:

- (a) Adequate and correct books and record of account;
- (b) Written minutes of all proceedings of its Board and committees; and
- (c) A record of each Board Director's name and address.
- (d) The Board retains the right, by a majority vote of the board, to obtain an audit.

2. Maintenance and Inspection of By-laws

The Association shall keep at its principal office the original By-laws, as amended to date. A financial report of Association assets will be presented by the treasurer at each NEADCP Board of Director's meeting.

SECTION IX

AMENDMENTS OF BY-LAWS

Memberships Rights Limitation

The NEADCP Board of Director's may recommend amendments to the By-Laws which may be adopted by a majority vote of the Association at the annual meeting. In addition, these by-laws may be altered, amended, or repealed, and new by-laws adopted by the Board of Directors at any regular or special meeting of the board.

SECTION X

DISSOLUTION

The NEADCP Board of Director's shall be dissolved upon the occurrence of written agreement by three fourths (75%) of the New England state directors.

SECTION XI

INDEMNIFICATION

1. The Association shall indemnify each of its Directors and Officers, whether or not then in office (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which he or she may have been made a party because he or she was a Director or Officer of the Association. He or she shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Association for negligence or misconduct in the performance of his or her duties. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.
2. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

SECTION XII

MISCELLANEOUS

Authority Regarding Securities

The NEADCP Board of Director's President or other such officers as the Association Directors may select for that purpose are authorized to vote, represent and exercise on behalf of this association all rights incident to any other association or associations standing in the name of this Association.

Inclusive of Other Problem-Solving Courts

The provisions of these By-Laws are intended to apply not solely to "drug courts," but to all problem-solving and treatment courts established in the New England states based upon evidenced based best practices.

CERTIFICATE OF SECRETARY

The undersigned, Secretary of the New England Association of Drug Court Professionals, a Rhode Island non-profit corporation, hereby certifies that the foregoing is a full, true and correct copy of the By-Laws of said Association, with all amendments to date of this Certificate.

WITNESS the signature of the undersigned this _____ day of September, 2018.

Secretary