

WASHINGTON STATE ASSOCIATION OF DRUG COURT PROFESSIONALS (WSADCP) BYLAWS

PREAMBLE

The Washington State Association of Drug Court Professionals is a Nonprofit corporation operated exclusively to support Drug Courts in Washington State within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, or as authorized by the Washington Nonprofit Corporation Act, R.C.W. 24.03.005 et seq.

ARTICLE I Membership

Section 1: Any drug court professional, corporation, or organization dedicated to the purposes of this association, or otherwise involved in the administration of justice in the State of Washington shall be eligible for membership on approval of application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

Section 2. An organization is defined as an active and operational Drug Court. Individuals who are part of the organizational membership shall be limited to five in number and may come from any of the following categories: judge, defense, prosecution, treatment provider, drug court coordinator, law enforcement, or community supervision.

Section 3. Members shall have the right to vote on the disposition of all or substantially all of the Association's assets, and on any election to dissolve the Association. In addition, members shall have all rights afforded members under the Washington Nonprofit Corporation Act.

Section 4. Individuals and corporate members shall have one vote. Organizational members shall have one vote for each named organizational member. Organizational votes may not be voted cumulatively.

Section 5. An annual meeting of the membership shall be held each year. The purposes of the annual meeting shall include installation of officers. The meeting shall include presentation of the financial statements of the current year and the budget for the following year. The meeting may address other matters the Board intends to present for action by the full membership. Any proper matter may be presented at the annual meeting by a member.

Section 6. Notice of the annual or special membership meetings shall be given to each member entitled to vote at the meeting and shall specify the date, place, and hour of the meeting. Notice of special meetings shall also specify the nature of the business to be transacted at such special meeting. Notice may be given in any manner reasonably expected to provide actual notice including, but not limited to written, email, text, telephonic or other electronic communication.

ARTICLE II

Board of Directors

Section 1. The affairs of the Corporation shall be managed by the Corporation's Board of Directors (the "Board"). In furtherance of such management, the Board may adopt rules, regulations, policies, job descriptions and the like ("Rules") governing the conduct of such affairs.

Section 2. The number of directors constituting the Board shall be fixed by the Board from time to time, provided that the number shall never be less than three.

Section 3. Members may nominate Directors. Directors may be elected or appointed by the Board at any meeting. Each director shall hold office for a term of three years from his/her/their election or until his/her/their earlier death, resignation, or removal. The number of consecutive terms a director may serve shall not be limited.

Section 4. To qualify for service as a director, an individual must consent, in writing, to receive electronically transmitted notices under the Washington Nonprofit Corporation Act and must designate in such writing the address to which such notices may be electronically transmitted. Each Board member must meet the vetting requirements of the Association and provide such personal information as required by this process.

Section 5. A director may resign at any time, by delivering a written notice of resignation to the Corporation.

Section 6. A director may be removed, with or without cause, at any meeting of the Board.

Section 7. Regular meetings of the Board shall be held not less than quarterly. Additional meetings may be called at the discretion of the President.

Section 8. Special meetings of the Board may be called by the President or by one-third or more of the number of directors then constituting the Board.

Section 9. An annual meeting of the Board shall be held each year. The purposes of the annual meeting shall include installation of officers. The meeting shall include presentation of the financial statements of the current year and the budget for the following year.

Section 10. Notice of each meeting of the Board shall be given to each director, and notice of each meeting of the Executive Committee of the Board shall be given to each director who is a member of such Committee, at least 24 hours in advance of the meeting. Such notice shall state the place, date, and time of the meeting and, if the meeting is a special meeting of the Board, the meeting's general purpose.

Section 11. At each meeting of the Board, a quorum shall consist of at least one half of the number of directors then constituting the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 12. Directors may participate in a Board meeting by means of a conference telephone or similar communications equipment, provided all members attending by such means are able to hear each member attending at the same time. The Board may conduct voting by email when

necessary in the discretion of the President, provided that all members of the Board are provided an opportunity to vote on the matter presented.

Section 13. Directors shall serve without compensation. However, directors may be reimbursed, upon Board approval, for reasonable expenses incurred in the performance of their duties.

Section 14. Directors shall not be personally liable for the debts, liabilities or other obligations of the Association as defined by Washington State law, regulation and code.

ARTICLE III Officers

Section 1. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, each of whom must be a director. Each officer shall be elected or appointed by the Board and may be removed, with or without cause, by the Board. Each officer shall hold office for a term of one year from his/her/their election or until his/her/their earlier death, resignation, or removal; provided that an officer elected or appointed to fill a vacancy shall serve for the remainder of the vacated term. Any officer may resign at any time by written notice to the Association. The number of consecutive terms an officer may serve shall not be limited.

Section 2. In addition to such duties as are stated elsewhere in these Bylaws, each officer shall perform such duties as may be incidental to his/her/their office or as may be assigned by the Board or the President, shall make such reports to the Board and the President as either of them shall request, and shall sign such documents on behalf of the Corporation as may be required by his/her/their office or as may be directed by the Board or the President. During any vacancy in the office of the Vice President, the Secretary or the Treasurer, or in the absence or inability to act of any of such officers, a director designated by the President (who shall not be the President) shall perform the duties of such office or officer.

Section 3. The President shall be the chief officer of the Association. The President shall preside at all meetings of the Board and the Executive Committee and shall make such reports and recommendations to the Board and the Executive Committee concerning the affairs of the Association as in his/her/their judgment may be necessary for their information and guidance.

Section 4. In the absence or inability to act of the President, the Vice President shall perform the duties of the President. In the event the office of President becomes vacant, the Vice President shall succeed to the office of President until a replacement shall have been elected or appointed, which election or appointment shall take place not later than sixty (60) days after the occurrence of the vacancy.

Section 5. The Secretary shall prepare correct and adequate records of the meetings of the Board and Executive Committee, including an accurate record of attendance. The Secretary shall be the custodian of all records of the Association required to be kept by the Association by Washington State law, regulation, and code. The Secretary shall oversee issuance of notices of meetings of the Board and the Executive Committee and other duties as directed by the Board.

Section 6. The Treasurer shall maintain correct and adequate statements of account and finances of the Association. The Treasurer shall oversee the receipt, handling, deposit, investment, and disbursement of all funds of the Association under rules prescribed by the Board. He/she/they shall make such reports to the Board as it may request. The Treasurer shall also oversee receipt

and custody of all deeds, securities, notes, contracts, and other financial papers of the Association. The Association may provide for a Treasurer's bond or an individual's bond in an amount set by the board as it determines necessary.

ARTICLE IV

Executive Committee

Section 1. The Board may establish an Executive Committee. The Executive Committee shall have authority to act in the management of the business of the Association between meetings of the Board, provided that there be a quorum of the Executive Committee present at the meeting. The Executive Committee shall include the president, vice-president, secretary, treasurer, and any other Board member designated by the Board. Voting by the Executive Committee may be as allowed in Article II, section 12 above.

ARTICLE V

Contracts, Checks, Deposits and Gifts

Section 1. The Board may authorize any officer or agent to enter into any contract and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. All checks, drafts, or orders for payment shall be signed by any officer or agent in such manner as the Board may determine from time to time.

Section 2. All Association funds shall be deposited in such depositories as the Board of Directors selects.

Section 3. The Board may accept, on behalf of the Association, any gift, bequest, devise, membership fee, grant or other monetary good, or services for any purposes of the Association.

ARTICLE VI

Indemnification of Directors and Officers

Section 1. The Association shall, to the maximum extent permitted by law, indemnify and hold harmless any individual made or threatened to be made a party to any proceeding because the individual is or was a director or officer of the Association, a member of the Executive Committee, or of any other advisory committee established by the Board. Such obligation shall include but not be limited to indemnification in the manner and to the extent provided by Washington State Law, regulation and code and the advance of counsel fees and other reasonable expenses. Such obligation shall also benefit the estate or personal representative of each such individual. For purposes of the foregoing, "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 2. Notwithstanding the foregoing, the indemnification described in Section 1 of this Article shall not apply to any proceeding by or in the right of the Association in which the director or officer is adjudged liable to the Association or to any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in the director's or officer's official capacity, in which the director or officer is adjudged liable on the basis that personal benefit was improperly received by the director or officer.

Section 3. Repeal of this Article shall not affect the obligation of the Association with respect to acts or omissions prior to such repeal.

**ARTICLE VII
Fiscal Year**

The fiscal year of the Association shall be the calendar year.

**ARTICLE VIII
Principle Office**

Section 1. The Board may from time to time change the location of the principal office from one location to another within the State of Washington.

**ARTICLE IX
Amendments**

Section 1. These Bylaws may be amended by the Board at any meeting, provided that notice of the meeting has been given to the directors at least ten days prior to the meeting and has included the proposed amendment or amendments. All amendments shall be effective upon approval by the Board.

Adopted by the Board this 17th day of December, 2020.



BOARD PRESIDENT

BOARD SECRETARY