

**BYLAWS
OF
LOUISIANA ASSOCIATION OF DRUG COURT PROFESSIONALS, INC.**

**ARTICLE I
ORGANIZATION**

Section 1. NAME. The name of the corporation is the Louisiana Association of Drug Court Professionals (L.A.D.C.P.).

Section 2. ADDRESS. The principal office of the corporation shall be located at 1101 Southeast Boulevard, Bayou Vista, St. Mary Parish, Louisiana. The corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 3. MISSION STATEMENT. The corporation seeks to reduce substance abuse, crime and recidivism by promoting and advocating the establishment and funding of drug courts and providing for collection and dissemination of information, technical assistance and mutual support to association members. A “Drug Court” is a court specifically designated to administer cases referred for judicially supervised drug and alcohol treatment and rehabilitation within a jurisdiction.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. MANAGEMENT AND CONTROL - The management and control of the business of the corporation shall be vested in a Board of Directors, which shall have the power and authority to do and perform all acts and functions necessary to carry out the purposes and mission of the corporation not inconsistent with the Articles and these Bylaws.

Section 2. NUMBER. The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) directors.

Section 3. TERM. The Board of Directors shall hold office until a vacancy for whatever reason occurs. If a vacancy occurs, the Board of Directors will appoint an interim director by a

majority vote to finish the balance of that director's term. At the next annual meeting, the Board of Directors will submit nominations for the replacement and the membership will by a majority vote determine the next Director. Any Director may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

Section 4. CHAIRMAN OF THE BOARD OF DIRECTORS/PRESIDENT OF THE CORPORATION - The Board of Directors may elect, by a majority vote, one of its members as Chairman/President The Director so elected shall serve as Chairman of the Board until his successor is elected and qualified in his stead. The Chairman of the Board shall serve as Chairman of all meetings of the Board and all meetings of the members of the corporation. The term of office for the Chairman/President is two (2) years. If the Chairman of the Board of Directors cannot, for any reason, serve as Chairman of the Board or member meetings, either the Executive Director, Vice -Chairman or another Director may serve as Chairman of the particular Board or member meeting in question.

Section 5. EXECUTIVE DIRECTOR- The Board of Directors shall elect, by a majority vote, an Executive Director. The Executive Director shall serve as operational director for all fiscal and management matters. The Executive Director shall have general supervision over all the affairs of the corporation and shall be the principal spokesperson of the corporation and perform all other duties and possess such other powers as may be assigned to him or her by the Board of Directors. The Executive Director is a voting member of the Board of Directors and answers directly to the Board of Directors.

- A. TERM. The Executive Director serves at the pleasure of the Board of Directors. The Board of Directors may replace the Executive Director by a majority vote with or without just cause.
- B. VACANCY. Any vacancies in the position of Executive Director caused by resignation, death, or otherwise may be filled by a majority vote of the Board of Directors at a special meeting called for that purpose.

C. EXECUTION OF CORPORATE INSTRUMENTS.

- (1) The Executive Director shall be a designated signatory to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, or by these bylaws, and such execution or signature shall be binding upon the corporation.
- (2) Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments shall be executed, signed and endorsed by the Executive Director or President/ Chairman of the Board or his designee.
- (3) All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, over \$1,000 shall require two signatures one of which must be the Executive Director. The other signature may be another officer or Board member. The Executive Director may authorize and sign any expenditure of funds under \$1,000, up to a total limit of \$ 3,000 per month.

Section 6. VACANCIES IN THE BOARD OF DIRECTORS - Any vacancies in the Board of Directors caused by resignation, death, or otherwise may be filled by a majority vote of the remaining Directors, at a special meeting call for that purpose. The person elected as director shall hold office until the next annual meeting of members, or until his successor is elected and qualified.

Section 7. MEETINGS OF THE BOARD OF DIRECTORS

(a) Regular meetings of the Board of Directors may be called at any time by the President/ Chairman of the Board of Directors, to be held at the principal office of the corporation, or at such other place or places as a majority of the Directors may from time to time

designate. Special meetings of the Board of Directors may be called at any time, or from time to time, by the President or the Secretary, subject to notice requirements provided in Section 7 (d) or 7 (e) of this Article II.

(b) Notice of regular meetings of the Board of Directors may be given in the time and manner determined by the President/Chairman of the Board.

(c) The members of the Board of Directors may participate in and hold a meeting of the Board by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other. Participation in a meeting pursuant to this section 7 (c) shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

(d) Notice of special meetings of the Board of Directors shall be given in writing to each Director not less than ten (10) days prior to the date said meeting is to be held. Such notice shall state the date, time, place and purpose of said meeting.

(e) Notice of regular or special meetings of the Board of Directors may be waived if a waiver of notice of meeting, stating the time, purposes and objects of the meeting, is signed by all the Directors, provided that the waiver of notice of regular meetings so signed by all Directors need not specify the purposes and objects of the meeting.

(f) Any member of the Board of Directors who fails to attend three consecutive Board meetings is subject to replacement by the Board of Directors. At the fourth consecutive meeting, the Board by a majority vote may replace that Director's position.

Section 8. QUORUM OF BOARD - A majority of the duly elected Directors shall constitute a quorum of the Board. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed in this Section 5, until adjournment, notwithstanding the withdrawal of enough Directors

to leave less than a quorum as fixed in this Section 5, or the refusal of any Director present to vote.

Section 9. COMMITTEES ON BOARD - The Board may designate one or more committees, each committee to consist of two or more of the Directors of the corporation (and one or more Directors may be named as alternate member to replace any absent or disqualified regular members), which, to the extent provided by resolution of the Board or the bylaws. Such committee or committees shall be appointed as deemed necessary by the Board. The Board shall fill any vacancy occurring in any such committee, but the Chairman/President may designate another director to serve on the committee pending action by the Board. Members may be appointed by a majority vote of the Board to serve on a committee.

Section 10. ACTION BY CONSENT - Any action which may be taken at a meeting of the Board or any committee thereof, may be taken by a consent in writing signed by all of the Directors or by all members of the committee, as the case may be, and filed with the records of proceedings of the Board or committee.

Section 11.EX-OFFICIO BOARD MEMBERS- The Board of Directors may appoint by an affirmative vote of the majority of the Board an Ex-Officio member or members to the Board. An Ex-Officio Board member shall not vote or attempt to influence the vote in any matter before the Board or a committee. Ex-Officio members may participate in discussions of the Board or meetings of committees. An Ex-Officio's participation is limited to providing information, insight or advice to the Board or committee. Any Ex-Officio member may be removed at any time, by the affirmative vote of a majority of the whole Board of Directors.

Section 12. ADDITIONAL POWERS OF THE BOARD OF DIRECTORS - In addition to the powers and authority expressly conferred by these bylaws upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by the members.

ARTICLE III
OFFICERS

Section 1. OFFICERS - The Board of Directors shall elect a President/Chairman, Vice-Chairman, and Secretary/Treasurer. Each position's term of office is for two (2) years. Two offices may be combined in one person provided that no person holding more than one office may sign in more than one capacity, any certificate or other instrument required by law to be signed by two officers.

(a) President/Chairman. The President/Chairman shall be the chief executive officer of the corporation. He shall have the general management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. He may call special meetings of the Board of Directors at any time and from time to time, subject to notice being given of such meetings in accordance with Article II, Section 7 (d) or Section 7 (e). He shall have the general powers and duties of supervision and management usually vested in the office of the president of a nonprofit corporation. The President shall preside at all meetings of the Board.

(b) Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman of the Board in the event of the Chairman's absence, resignation, inability to perform such duties, and shall also perform such additional duties as may be assigned by the Board of Directors. The Vice-Chairman will coordinate and schedule all committees.

(c) Secretary/Treasurer.

* As Secretary, he shall keep a full and complete record of the proceedings of the association, shall make service of meeting notices as may be necessary or proper, shall supervise the keeping of the records of the association and shall discharge such other duties of the office as prescribed by the Board. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of the proceedings in a book to be kept for that purpose.

He shall be sworn to the faithful discharge of his duty. He shall further be charged with the performance of such services on behalf of the corporation as may, from time to time, be determined by the Board of Directors.

- * As Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Executive Director or the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Executive Director or the Board, taking proper vouchers for such disbursements, and shall render to the Executive Director and the Board of Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

Section 2. POWER TO APPOINT - The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall execute such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. TERM OF OFFICE - The officers of the corporation shall hold office until their successors are chosen and qualified in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors. If the office of the President, Vice Chairman or Secretary/Treasurer becomes vacant for any reasons, the vacancy shall be filled by an affirmative vote of a majority of the whole Board of Directors

Section 4. POWER TO DELEGATE - In the case of the absence of any officer of the corporation, or for any other reasons that the Board may deem sufficient, the Board may

delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the entire Board of Directors concurs therein.

ARTICLE IV MEMBERSHIP

Section 1. ANNUAL MEMBERS' MEETINGS - The annual meeting of the members of the corporation shall be held each year at such place and time as designated by the Board of Directors for the purposes of electing Directors if necessary, and transacting such other business as may properly come before the meeting.

Section 2. SPECIAL MEETINGS - Special meetings of the members may be called at any time by the President/Chairman or by the Board of Directors. At any time, upon written request of the President/Chairman or the Board to call a special meeting, the Secretary/Treasurer shall call a special meeting of the members to be held at the time which the Secretary/Treasurer fixes, no less than ten (10) or more than sixty (60) days after the receipt of the request. If the Secretary neglects or refuses to issue the call, the person making the request may do so. A member or members may call for a special meeting by written request to the President/Chairman or any Board member. Such a request must contain a minimum of twenty-five signatures and the reason(s) for calling a special meeting. The Board by an affirmative vote will determine whether a special meeting is necessary based upon the application.

Section 3. NOTICE OF SPECIAL MEETINGS OF MEMBERS - Written notice of a special meeting of members, stating the time and place and object thereof shall be mailed, postage prepaid, at least ten (10) days before such meeting, to each member at such address as appears on the books of the corporation. All meetings of the members may, however, be called without notice, by written waiver of the right to such notice, signed by each person entitled thereto. Such notice shall be deemed to have been given to, or waived by, all members present or represented at any such meeting except for any member who objects to the meeting because it

was not lawfully called or convened.

Section 4. BUSINESS TRANSACTED AT SPECIAL MEETINGS OF MEMBERS -

Business transacted at all special meetings shall be confined to the objects stated in the call.

Section 5. QUORUM OF MEMBERS - A members' meeting properly called on due notice, if notice is required, may be organized for the transaction of business whenever a quorum is present. The following rules shall apply to such meetings.

- (a) The members or proxies present at a duly organized meeting shall constitute a quorum, and may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum as fixed in subsection (a) of this section, or the refusal of any member present to vote; and
- (b) If a meeting cannot be organized for lack of a quorum, those present may adjourn the meeting to the time and place, which they determine. However, in the case of any meeting called for the election of Directors, those who attend the second of such adjourned meetings, although less than a quorum as fixed in subsection (a) of this section shall nevertheless constitute a quorum for the purpose of electing directors.

Section 6. VOTING OF MEMBERS -

- (a) Every member of the corporation shall be entitled to one vote.
- (b) A member shall have the right to cast his vote either in person or by proxy duly authorized in writing, signed by the member and filed with the Secretary at or before the meeting. The authority of the holder of a proxy to act shall not be revoked by the death of the member who executed the proxy unless, before the authority is exercised, the corporate officer responsible for maintaining the list of members receives written notice of such death. A proxy shall be revocable at will, unless otherwise validly provided by agreement or by any provision of the proxy. The validity of every unrevoked proxy shall cease eleven (11) months after the date of its execution, unless some other definite period of validity shall expressly be provided therein; but in no case shall an outstanding proxy be valid for

longer than three (3) years. The revocation of a proxy (if revocable) shall not be effective until written notice thereof has been given to the Secretary of the corporation, or unless a proxy of later date is filed with the Secretary at or before the meeting.

A proxy regular on its face, and signed in the name of a member entitled to vote at the meeting, shall be deemed valid unless challenged before it is voted, and the burden of proving invalidity shall be on the challenger.

- (c) A majority of the votes actually cast shall decide any matter properly brought before a members' meeting organized for the transaction of business.

Section 7. UNANIMOUS CONSENT -

(a) Whenever by any provision of law, the Articles of Incorporation or the Bylaws of this corporation, the affirmative vote of members is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by all of the members having voting power on the particular question, shall be sufficient for the purpose, without necessity for a meeting of members.

(b) This consent, together with a certificate by the Secretary of the corporation to the effect that the subscribers to the consent constitute all of the members entitled to vote on the particular question, shall be filed with the records of proceedings of the members.

ARTICLE V
INDEMNIFICATION

Section 1. PERMISSIVE INDEMNIFICATION OF OFFICERS, DIRECTORS, ET AL -

- (a) The corporation may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer employee against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the corporation, the indemnity shall be limited to expenses (including attorneys' fees, and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to the conclusion) actually and reasonably incurred in connection with the defense or settlement of such action. No indemnification shall be made in respect of any claim, issue or matter as to which such persons shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that a court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which such court shall deem

proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person (i) did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation; and (ii) with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- (b) Any indemnification under Section 1 (a) of this Article VII (unless ordered by a court of competent jurisdiction) shall be made by the corporation only as authorized in a specific case upon a determination that the applicable standard of conduct set forth in Section 1 (a) of this article V has been met. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel; or (iii) by a majority vote of a quorum of the members.

Section 2. MANDATORY INDEMNIFICATION OF OFFICER, ET AL – To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding referred to in Section 1(a) of this Article V, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. INDEMNIFICATION NOT EXCLUSIVE - The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any agreement, bylaw, authorization of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while

holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative(s).

Section 4. INSURANCE - The Board, by a affirmative majority, shall have the power to procure insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer or employee against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VI.

ARTICLE VI
AMENDMENTS

Section 1. AMENDING BYLAWS - All amendments must be submitted in writing to the Board of Directors ten (10) days prior to a regular or special meeting of the members. The Board of Directors by an affirmative vote will approve an amendment prior to a majority vote of members in attendance at the next meeting. These bylaws may be altered or amended or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members called for that purpose.

The Board of Directors of LOUISIANA ASSOCIATION OF DRUG COURT PROFESSIONALS, INC. duly adopts the foregoing bylaws on this _____ day of _____, 2003.

Chairman (President)

Secretary

CERTIFICATE

I certify that the foregoing bylaws were adopted by the voting members of the LOUISIANA ASSOCIATION OF DRUG COURT PROFESSIONALS, INC. at the February, 2004 Regular Meeting in New Orleans, Louisiana, on the _____ day of February, 2004.

Secretary