

## ARTICLE I

### MISSION AND PURPOSE

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

### MEMBERSHIP

Section 1. CATEGORIES - The membership of LADCP is broken down into the following categories:

- A. *Regular Member.* Any person who is a professional associated with a particular Drug Court in Louisiana or with the Drug Court movement in Louisiana as deemed by a majority of the Board of Directors may become a Regular member upon the payment of dues. A regular member must be

in good standing, which means their dues are paid and timely renewed and they are not currently suspended or otherwise had their status terminated. Regular members may vote, run for available and applicable Director positions, and receive notice of special meetings.

B. *Associate Member.* Any person interested in a particular Drug Court in Louisiana or with the Drug Court movement in Louisiana may become an Associate member upon the payment of dues. Associate members shall not vote, run for available and applicable Director positions, nor receive notice of special meetings.

C. *Suspended Member.* A member may be suspended based on the good faith determination by the Board of Directors, a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rule of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

D. *Termination.* A membership shall terminate on occurrence of any of the following events:

1. Resignation of the member, or reasonable notice to the corporation. Resignation shall not relieve the member so resigning of the obligations to pay any dues, assessments or other charges theretofore accrued and unpaid;

2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
3. Failure of the member to pay dues, fees or assessments as set by the Board within one month after they become due and payable;
4. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or,
5. On the good faith determination by the Board of Directors, a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, if any, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

E. *Notice and Challenge to Termination or Suspension of Membership.* If a member is to be suspended or terminated they must be given notice 15 days prior to the effective termination or suspension date unless the President, or the Board by majority vote, deems that immediate action is warranted to prevent harm to the corporation. The member being notified of the termination or suspension may challenge such suspension or termination within six (6) months of notice of their suspension or termination and is entitled to a hearing with the Board or other committee so designated for that purpose.

F. *Reinstatement After Termination.* Upon written request and filed with the Secretary, signed by a previously terminated member, the Board of

Directors may, by the affirmative vote of a majority of the Board, reinstate such terminated member to membership upon such terms as the Board of Directors may deem appropriate.

G. *Substitution of Membership.* When public funds have been expended for payment of dues for an individual and such individual leaves his or her position, another person in the same position or same Drug Court may become a member upon approval of the Secretary as directed by the Board of Directors. This substitution only applies to regular membership. Even if the prior member was a Director, nothing in this clause shall allow for substitution of Director position as well.

Section 2. ANNUAL MEMBERS' MEETINGS - The annual meeting of the members of the corporation shall be held each year at the Annual Conference.

Section 3. SPECIAL MEETINGS - Special meetings of the members may be called at any time by the President or by the Board of Directors. At any time, upon written request, including electronic medium, of the President or the majority of the Board to call a special meeting, the Secretary shall send out notice of the special meeting to the members, where it is to be held and at the time which the President 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 regular member may call for a special meeting by written request to the President 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 4. NOTICE OF SPECIAL OR OTHER MEETINGS OF MEMBERS -

Written notice of a special or other meeting of members, stating the time and place and object thereof shall be by email and shall be at least ten (10) days before such meeting, to each member at such email address turned in with their dues and membership application at the time. Failure to provide a valid email at the time of application and dues will be construed as waiver of the right to such notice. Such notice shall also 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 5. BUSINESS TRANSACTED AT SPECIAL MEETINGS OF MEMBERS - Business transacted at all special meetings shall be confined to the objects stated in the call.

Section 6. 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. Fifteen percent (15%) of the regular members 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.

Section 7. VOTING OF MEMBERS-

- A. Every regular member of the corporation shall be entitled to one vote.
- B. Unless otherwise stated most issues requiring a vote will be done via registered email.
- C. If at a meeting, a regular member shall have the right to cast his/her 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. Proxy is valid only for one meeting or one specific event. 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.
- D. A majority of the votes actually cast shall decide any matter properly brought before a members' meeting organized for the transaction of business.

Section 8. 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 III

#### 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 ten (10) nor more than twenty (20) directors except for the 2014-2015 period which may be up to 22.

Section 3. TERM. Beginning immediately after the annual conference of 2012, the Board of Directors shall hold office for a period of three annual conferences. If a vacancy occurs, the Board of Directors may appoint an interim director by majority vote to finish the balance of that director's term.

- A. A Director may serve no more than two (2) consecutive terms however after an interim term may run again for election.
- B. The immediate past president will continue for an additional year as an ex-officio member of the Board if the amount of remaining time in their term as Director has expired. They will continue as an active Director if their

term as Director has not expired. This additional year may not be a full year but is up to the next annual conference whenever that may be.

Section 4. ELECTION. Ninety (90) days prior to the next annual meeting, the Board of Directors will notify the membership via email of the positions available. Candidates must be regular members and must submit their candidacy to the Secretary sixty (60) days prior to the annual conference. Candidates may post a short Bio, Video or Audio clips, for LADCP to distribute or link to as part of the candidate's campaign however in no way should there be any inference that LADCP is aligned with any potential party. The number of candidates may equal or exceed the number of vacant positions on the Board. The Board will present the candidates information online for the members to consider forty five (45) days prior to the annual conference.

The election itself will be primarily digital in nature. Only registered email addresses for regular members will be notified and only one email per registered member. The election will be over a three-day period 2 weeks prior to the annual conference wherein votes will be submitted via email. The Board will tabulate votes and the results will be presented to the membership at the annual conference. Once the election is completed, the remaining nominations are discarded.

A. Beginning in 2012 there will be the addition of new positions that are discipline-specific. The Board of Directors will be comprised of both "At Large" as well as "Discipline-Specific" Directors. The Discipline-Specific Director positions will be incorporated gradually with three positions being available 2012, three more positions in 2013 and 2 more positions in 2014.

- B. In 2012, at a minimum, the election will be for three Discipline-Specific Directors: Case Manager, ADA Representative, and Probation Officer.
- C. In 2013, at a minimum, the election will be for an additional three Discipline-Specific Directors: Defense Counsel, Treatment Representative, and Law Enforcement.
- D. In 2014 the election will be for an additional two Discipline-Specific Directors: Judge, and Coordinator.
- E. From 2012 to 2015 there will be no filling of the At-Large positions unless it is less than 10 total.
- F. There will be a maximum of 12 At-Large Directors and 8 Discipline-Specific Directors. In the event no candidate applies for a discipline-specific position this spot will simply remain open till the next election. At-Large Directors are regular members who may be from any discipline of expertise. They represent the interest of all the members of LADCP. Discipline-Specific Directors are regular members whose role in their local jurisdiction falls under the category for the specific discipline to be elected. They represent the interest of those members of that specific discipline.

Section 5. VACANCIES IN THE BOARD OF DIRECTORS

- A. 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 called for that purpose. This is an interim Director.

- B. The Interim Director shall hold office until the next election prior to the annual conference.
- C. Any Director may be removed for cause by the affirmative vote of a majority of the whole Board of Directors.

Section 6. MEETINGS OF THE BOARD OF DIRECTORS

- A. Regular meetings of the Board of Directors may be called at any time by the President to be held at such places as a majority of the Directors may from time to time designate. There will be up to four regular meetings per year that will be designated in sufficient time for planning and scheduling of calendars. Special meetings of the Board of Directors may be called at any time, or from time to time, by the President, subject to the notice requirements provided below.
- B. Notice of regular meetings of the Board of Directors may be given in the time and manner determined by the President of the Board however as much as possible they will generally be before each calendar year.
- 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 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 regular Board meetings in a year is subject to replacement by the Board of Directors. At the fourth regular meeting, the Board by a majority vote may replace that Director's position. This attendance rule applies to regular meetings and not special meetings. Attendance by proxy will only be allowed once per term.

Section 7. 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, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum as fixed in this Section, or the refusal of any Director present to vote.

Section 8. 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. 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 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 9. 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 10. 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 11. 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 IV

### OFFICERS

#### Section 1. OFFICERS

A. The Board of Directors shall elect a President, Vice-President, Secretary, and Treasurer from their number. These shall be the officers of the Board and should have at least one year of their term left as Director.

1. President. The President 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 6 (D). 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. In the event of a tie vote on any issue by the Board, the President will cast the tie-breaking vote. The Director so elected shall serve as President of the Board until his successor is elected and qualified in his stead. The President of the Board shall serve as President of all meetings of the Board and all meetings of the members of the corporation. If the President of the Board of Directors cannot, for any reason, serve during a particular meeting then the Vice-President may

serve as President of the particular Board or member meeting in question.

2. Vice-President. The Vice-President shall perform the duties of the President of the Board in the event of the President'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-President will coordinate and schedule all committees.
3. Secretary. The Secretary shall keep an accurate 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 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.
4. Treasurer. The 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.

- B. 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.
- C. The Board shall elect officers that reflect the diversity of the professional classifications from the general membership.
- D. All officers must be sworn into service in their respective positions.

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 for two annual conferences. New Officers begin their term immediately after the annual conference where they are first announced. Any officer elected or appointed by the Board of Directors may be removed from that position 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 President 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 at a special meeting called for that purpose. Other than the first year, the new officers will be elected just prior to the election of new 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.

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 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 with written approval by the President or his designee.
3. All negotiable instruments such as 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 by the president or the treasurer. The Executive Director may authorize and sign any expenditure of funds under \$1,000, up to a total limit of \$ 3,000 per month. There is no monthly limit on the two-signature instruments mentioned above.

## ARTICLE V

### INDEMNIFICATION

#### Section 1. PERMISSIVE INDEMNIFICATION

- 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 V (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

1. 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
2. If such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel; or
3. 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 Board Members. In order to pass the amendment must be approved 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 5th day of October, 2011.

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President

**CERTIFICATE**

I certify that the foregoing bylaws were adopted by the Board of Directors of the LOUISIANA ASSOCIATION OF DRUG COURT PROFESSIONALS, INC. at the Regular Meeting in New Orleans, Louisiana, on the 4th day of November, 2011

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Secretary.