

# **ARIZONA ASSOCIATION OF DRUG COURT PROFESSIONALS**

## **BY-LAWS**

The Arizona Association of Drug Court Professionals does hereby adopt these By-laws as embodying the procedures by which the Association's operations are to be governed.

### **ARTICLE 1**

#### **NAME**

The name of this non-profit corporation is the Arizona Association of Drug Court Professionals, herein referred to as the "Association."

### **ARTICLE 2**

#### **ADDRESS**

The business address of this Association is listed with the Arizona Corporation Commission. The Association may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the Association may require.

### **ARTICLE 3**

#### **PURPOSE**

The Association is established to provide a professional organization to make efforts to reduce substance use disorders, recidivism, and to meet the behavioral health needs of participants in Treatment Court. To accomplish these goals the Association promotes and advocates for the establishment and funding of Treatment Courts and assists in the collection and dissemination of information, technical assistance, and mutual support. A "Treatment Court" is a court specifically designed to administer cases referred for judicially supervised substance use and behavioral health treatment and rehabilitation.

### **ARTICLE 4**

#### **OBJECTIVES**

The following objectives are hereby adopted to achieve the purpose of the Association:

1. Reduce substance use disorders, recidivism, and meet the behavioral health needs of treatment court participants;
2. Promote diversity, equity, and inclusion within Treatment Courts

3. Promote and advocate for the establishment and funding of effective Treatment Courts in Arizona;
4. Promote a “team” approach in addressing substance use disorders and behavioral health needs;
5. Provide technical assistance, training, education, and mutual aid to Association members;
6. Encourage development of other judicially supervised treatment programs, assist in aligning programs with evidence based practices, and support the expansion and improvement of resources for addressing substance use disorders and behavioral health needs;
7. Develop, promote, and analyze policies, standards, and practices for Treatment Courts and provide a forum for the exchange of information and ideas;
8. Collect, provide, and disseminate information related to the purposes of the Association; and;
9. Perform other related activities to accomplish stated goals and objectives.

## **ARTICLE 5**

### **MEMBERS**

#### **Section 1: Membership**

The Association will have one class of members or membership. Any individual who has an affiliation with a Treatment Court is eligible for membership upon registration and timely payment of such dues and fees as established by the Board of Directors. Types of affiliation may include judges, Treatment Court coordinators, probation officers, assigned prosecuting and defense attorneys, counselors and treatment providers, law enforcement officers, court administrators, funding agencies, and any person dedicated to the purposes of the Association.

#### **Section 2: Voting Rights**

Members shall have no voting rights.

#### **Section 3: Annual Dues**

The Board of Directors may determine from time to time the amount of annual dues payable to the Association by its members. Due amounts and terms of renewal shall be determined by the Board of Directors and outlined in the Arizona Association of Drug Court Professionals Board, Committee, and Council Guidelines, hereinafter referred to as the “Association Guidelines.”

**Section 4: Termination, Expulsion, or Suspension of Membership**

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause, and may, by a majority vote of those present at any regularly constituted meeting, suspend or expel any member who shall be in default in the payment of any dues as established by the Board of Directors from time to time.

**Section 5: Transfer of Membership**

Membership or any right arising from membership in this Association is not transferable or assignable.

**ARTICLE 6**

**BOARD OF DIRECTORS**

All Association powers shall be exercised by or under the authority of and the affairs of the Association shall be managed under the direction of its Board of Directors.

**Section 1: Number and Composition**

The business and affairs of the Associations shall be managed by a Board of Directors, consisting of not less than seven (7) persons, nor more than fifteen (15) persons, to include elected officers (President, Vice-President, Secretary, and Treasurer); the immediate Past President, if applicable; the State Treatment Court Coordinator; and other directors as the Board may elect. The Board of Directors shall follow the vetting principles outlined in the Association Guidelines when nominating directors. The State Treatment Court Coordinator shall serve only in an advisory, non-voting capacity.

**Section 2: Election**

Except as provided in these Bylaws for the filling of vacancies, the directors shall elect directors at the annual meeting.

**Section 3: Term**

Directors shall serve in staggered terms to maintain stability within the organization. Directors shall serve a term of three years or less as determined by the Board of Directors in consultation with the Association Guidelines. Directors may serve consecutive terms but may serve no longer than six consecutive years. Any time spent as an officer of the Association does not count towards this six consecutive year limitation. Terms shall be staggered such that at the time of each annual meeting, the terms of approximately one-third (1/3) of all directors shall expire. The Board of Directors has the discretion to extend a director's term beyond these restrictions if necessary to provide for the optimal composition and overall long-term health of the Association.

#### **Section 4: Place and Manner of Meeting**

All meetings of the Board of Directors shall be held at such place, within or without the State of Arizona, as the directors may fix or determine from time to time. Meetings may be conducted by, and any director may participate by, the use of any means of communication in which all directors participating may simultaneously hear each other during the meeting, and such participation shall constitute in person attendance.

#### **Section 5: Annual Meetings**

The annual meeting of the Board of Directors shall be held at the Association's annual conference or during the month of April if no conference is held. The Board of Directors shall meet for the purpose of electing directors, overseeing the election of officers, and transacting any other business as may properly come before such meeting. Notice of the annual meeting shall be given in the same manner as notice of any special meeting.

#### **Section 6: Special Meetings**

A special meeting of the Board of Directors shall be called by the President or, in the absence of action by the President, by the Secretary, or by any director if no President or Secretary are currently in office. A special meeting of the Board of Directors may be held upon at least twenty-four (24) hours' notice to each director. Notice to the directors of a special meeting of the Board of Directors may, but need not, identify the business to be transacted at, or the purpose of, the meeting so called.

#### **Section 7: Quorum and Action**

At all meetings of the Board of Directors, a majority of the directors currently in office who are present or voting by proxy shall constitute a quorum for the purpose of conducting the business and affairs of the Association. The act of the majority of the directors present (including those voting by proxy) at a meeting at which a quorum is present when the vote is taken shall be the act of the Board.

#### **Section 8: Action Without a Meeting**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action to be taken is signed (including electronically) and unanimously agreed to by each director. The action is effective when the last director consents, unless a later effective date is set forth as part of the action, and a record of such action shall be kept as part of the Association's permanent records.

#### **Section 9: Committees**

The Board of Directors may appoint standing and ad hoc committees as necessary to carry out the business and further the purposes of the Association. Members of such committees are

permitted to meet in the same manner as described in Article 6 Section 4. Each committee shall be chaired by a director, but vice or co-chairs along with other committee members need not be directors.

**Section 10: Vacancies**

Any vacancy, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, and any director so chosen shall hold office until a successor shall have been elected.

**Section 11: Removal**

Any director may be removed at any time, with or without cause, by an affirmative vote of a majority of the current directors then in office.

**ARTICLE 7**

**OFFICERS OF THE ASSOCIATION**

**Section 1: Officers**

The officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary. All officers of the Association shall exercise such powers and perform such duties as discussed in these Bylaws and as determined from time to time by the Board of Directors.

**Section 2: Election**

The officers of the Association shall be elected by the directors at the annual meeting of the Board of Directors. The election of the offices of President and Secretary will be held on even calendar years. The election of the offices of Vice President and Treasurer will be on odd calendar years.

Prior to the annual meeting, the President shall appoint three members from the general membership, which can include directors on the Board, to serve as a Nomination Committee. The Nomination Committee cannot include any current officer who seeks another term as an officer. The Nomination Committee shall follow the Association Guidelines concerning the solicitation of candidates and vetting process to create a ballot of candidates for office. The ballot shall be submitted to the Board of Directors for a vote.

**Section 4: Term**

Officers shall serve a term of two year, except in the case of the President, who shall serve until a successive President is elected and takes office. No person may serve in two offices of the Association concurrently. The President shall serve a two-year term followed by an additional two-

year term as Past President. An elected officer, upon majority vote of the directors, may serve more than one term in the same office but not more than two terms in succession. If an officer resigns as an officer of the Association, the officer's seat on the Board of Directors and membership shall be forfeited unless the Board of Directors votes otherwise.

### **Section 3: President**

The President shall be the chief executive officer of the Association and, subject to the direction of the Board of Directors, shall have general charge of the business affairs and property of the Association and general supervision over its other officers and agents. In general, the president shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

### **Section 4: Vice President**

The Vice President shall, in the absence of the President or in the event of the President's incapacity, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

### **Section 5: Secretary**

The Secretary shall keep minutes of all meetings; maintain an accurate record of the membership of the Association; prepare and distribute, upon approval of the President, a record of the proceedings and a list of those in attendance of all meetings; advise the President of all official correspondence received and addressed to the Association; prepare and send all correspondence on behalf of the Association upon direction of the President; and perform such other duties as assigned.

### **Section 6: Treasurer**

The Treasurer shall receive and distribute all monies received by the Association; keep an accurate record of all receipts and disbursements; and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, whenever requested by the President or the Board of Directors, an account of all transactions made and of the financial condition of the Association.

### **Section 7: Vacancies**

Any vacancy, except for the Office of the President, may be filled by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, and any director so chosen shall hold office until a successor is elected at the next annual meeting of the Association. If a vacancy occurs in the Office of the President, the Vice President shall immediately assume the

President's responsibilities until a successor is elected at the next annual meeting of the Association. The assumption of such responsibilities shall not prohibit the new President from serving two full, consecutive terms as President, if so elected.

**Section 7: Removal**

Any officer may be removed from office by majority vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

**ARTICLE 8**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Association may, and in all circumstances in which indemnification is mandatory by law shall, indemnify any person who incurs expenses or liabilities by reason of the fact such person is or was an officer, director, employee or agent of the Association.

**ARTICLE 9**

**AADCP ADVISORY COUNCIL**

**Section 1: Membership**

The AADCP Advisory Council shall consist of the immediate Past President, AOC Adult Treatment Court Coordinator, and various representatives from Arizona counties and Native Nations that have an operational treatment court.

The immediate Past President will serve as the Board of Directors representative and chair of the council, and a vice chair will be elected from the council members in accordance with the Association Guidelines.

**Section 2: Appointment of Council Members**

The AOC Adult Treatment Court Coordinator will oversee the appointment process for council members in accordance with the Association Guidelines.

**Section 3: Duties**

Advisory Council members will serve as a point of contact for the Association within their county or Native Nation and the general membership will be encouraged to provide them with any helpful information to share with the Board of Directors. The Council shall refer to and follow the Association Guidelines concerning the scope and nature of the Council's duties and operations. Members of the council are permitted to meet electronically in the same manner as described in Article 6 Section 4.

Advisory Council members are eligible to attend Board of Director meetings upon invitation by and at the discretion of the Board.

## **ARTICLE 10**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Section 1: Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, director or directors of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute 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.

#### **Section 2: Checks, Drafts, etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President or Vice President of the Association.

#### **Section 3: Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

#### **Section 4: Gifts**

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

## **ARTICLE 11**

### **BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record of the names and addresses of the members entitled to vote, and shall keep a record of the names and addresses of its current directors and officers. All Association books and records open to inspection by law may be inspected by any member, or his or her agent or attorney, for any proper purpose at any



reasonable time.

**ARTICLE 12**

**FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 13**

**AMENDMENTS**

The Board of Directors shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of all of the directors then in office; provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the directors at which such action takes place.

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Secretary of the Association, do hereby certify that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted on the \_\_\_ day of \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_

\_\_\_\_\_, Secretary