

BYLAWS
OF
THE VIRGINIA ASSOCIATION OF DRUG AND ALCOHOL PROGRAMS, INC.

ARTICLE I

NAME

- Section 1. The name of this organization shall be the Virginia Association of Drug and Alcohol Programs, Inc.
- Section 2. This Association shall operate as an independent, non-profit, non-sectarian organization.

ARTICLE II

PURPOSE

- Section 1. The mission statement of this Association shall be:

To promote the availability and quality of substance abuse education, prevention, intervention and treatment services for all residents of Virginia.
- Section 2. The goals of this association shall be:
- A. To promote the professional development of member program staff to ensure quality services which enhance the state of the art.
 - B. To serve as a resource or participant in the development of and advocacy for legislation and/or policy relevant to the common interest of member programs and their clients.
 - C. To promote communication and networking efforts among disciplines, organizations and agencies interested in the field of substance abuse.

ARTICLE III

OFFICERS AND THEIR DUTIES

- Section 1. The officers of this Association shall consist of a President, Executive Vice President, four Vice Presidents (one from each region), a Secretary and a Treasurer. All officers shall be representatives of member programs.
- Section 2. The President shall be the chief executive officer of the Association and shall coordinate all of its affairs. The President shall preside at all meetings of the Association and all meetings of the executive committee. In the absence of the President, the duties of that office will be performed by a Vice-President(s) designated by the President.
- Section 3. The Executive Vice-President will service in the absence of the President as designated; the regional Vice-President will perform those duties assigned by the President; and shall represent the member programs of their respective regions to the executive committee.

- Section 4. The Secretary will assure that the minutes of all meetings are recorded, send notices of meetings to members, and handle correspondence as directed by the Association officers. The Treasurer shall keep records of any money received and disbursed, be the custodian of any and all funds of the Association, and deposit money and other valuables in an approved financial institution.
- Section 5. Any funds of the Association shall be disbursed by authorization of the President from an annual budget developed and revised as necessary by the executive committee.
- Section 6. Disbursement of Association funds shall be signed by the Treasurer for actual expenses incurred by the Association.
- Section 7. No part of the net earnings of Virginia Association of Drug and Alcohol Programs, Inc. shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons except that Virginia Association of Drug and Alcohol Programs, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the processes set forth in the Articles of Incorporation and By-Laws.

ARTICLE IV

MEMBERSHIP AND DUES

- Section 1. Any organization or program providing substance abuse services in the Commonwealth of Virginia is eligible for membership. Requirements for and amount of annual dues, if any, shall be determined by the membership. Members shall have the right to attend and participate in all meetings of this Association.
- A. All members shall have one (1) vote in matters brought for consideration before the general membership of the Association.
 - B. All member programs shall designate one (1) individual as its delegate to all general membership meetings of the Association.
 - C. Dues are payable at the beginning of the fiscal year to cover that year of operations.
- Section 2. In the event of dissolution, the assets of this corporation remaining after payment of all outstanding liabilities will be transferred to one or more nonprofit organizations exempt from federal income tax under section 501 (c) 3 of the Internal Revenue Code of 1954 or future amendments thereto or to a federal, state or local governmental body to be used for exclusively public purposes.

ARTICLE V

NOMINATIONS AND ELECTIONS

- Section 1. The election of officers and members of the executive committee shall be held at the annual meeting of the Association.
- Section 2. The President of the Association, not less than 90 days preceding the annual meetings, shall appoint a nominating committee comprised of at least one executive committee member from each of the four regions of the state whose

duty it shall be to present at least one nominee for each office and each Member at Large.

- Section 3. The nominating committee shall submit the list of nominees to the President prior to the annual meeting. The President shall notify each member of the Association of the nominees prior to the annual meeting.
- Section 4. Following the report of the nominating committee and nominations made from the floor at the election meeting, the voting members shall elect the officers.
- Section 5. All terms of office shall be for one year unless filling an unexpired term.
- Section 6. Newly elected officers shall assume their duties upon adjournment of the annual meeting at which new officers are elected.

ARTICLE VI

EXECUTIVE COMMITTEE

- Section 1. The affairs of the Association will be directed by the executive committee whose duties shall be to aid, assist and promote the goals of the Association. All actions taken by the executive committee shall be recorded in minutes distributed to the membership.
- Section 2. The executive committee shall consist of the elected officers and additional members, not exceeding twenty (20), with at least three from each region, selected by the nominating committee and subject to approval of the membership.
- Section 3. The members of the executive committee shall fill all vacancies among the officers of the Association which may arise through resignation or otherwise and such appointee shall hold the office for the remainder of the term.
- Section 4. Members are elected to represent their constituency; therefore, full participation is necessary to adequately carry out their duties. If an executive committee member misses three consecutive meetings in a row, the executive committee may remove that individual from the committee with a 2/3 majority.

ARTICLE V11

COMMITTEES

- Section 1. The purpose of committees is to provide the executive committee with information on their area of focus and to carry out specific tasks as assigned to them by the executive committee.
- Section 2. Committees will consist of a chairman and at least two other committee members of the executive committee appointed by the President. The members of the committees serve at the pleasure of the executive committee.

ARTICLE VIII

MEETINGS

- Section 1. Executive committee meetings of the Association shall be held at scheduled times and places as established by the President. Each meeting will be held in the central region unless otherwise specified by the executive committee.
- Section 2. General meetings of the Association shall be held annually unless otherwise directed by a majority of the membership.

ARTICLE IX

QUORUM

- Section 1. The quorum for a meeting of the executive committee shall be nine persons, one to be the President or Executive Vice-President and one to be another duly elected officer.
- Section 2. The quorum for a meeting of the Association shall be the President or one of the Vice Presidents, one other executive committee members, and 51% of the Association's voting membership.

ARTICLE X

FISCAL YEAR

- Section 1. The fiscal year of the Association shall be from January 1 to December 31, inclusive.
- Section 2. An annual audit shall be conducted at the conclusion of each fiscal year and the report of the auditor or auditing committee shall be made to the executive committee.

ARTICLE XI

PARLIAMENTARY AUTHORITY

- Section 1. Decision of the Association shall be made by simple majority vote of the established quorum and in accordance with Robert's Rules of Order Revised.

ARTICLE XII

AMENDMENTS

- Section 1. These by-laws may be amended at any general meeting of the Association, provided the texts of the proposed amendments have been submitted in writing to members of the Association at least 30 days prior to the vote.
- Section 2. A quorum having been established, it shall take 2/3 of the quorum to effect a change in the by-laws or to add amendments to the by-laws. For the purpose of obtaining a quorum, the President has the option of obtaining proxy votes. At the decision of the Board of Directors, any by-laws of the Association may be suspended for one meeting within their elected term of office.