

BY-LAWS OF
ARKANSAS DRUG COURT PROFESSIONALS ASSOCIATION

Article I: Corporation

1. **Principal Office:** The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in this State.
2. **Fiscal Year:** The corporation's fiscal year shall commence January 1st and end December 31st.

Article II: Members

1. **Membership:** This corporation shall have three classifications of members:
 - a. Class I: Drug Courts Members
 - (1) Annual membership fee: \$125.00.
 - (2) Each drug Court will have five (5) votes at meeting of all members.
 - b. Class II: Individual Voting Members
 - (1) Annual membership fee: \$25.00 following the initial enrollment during the first year at \$12.00 per member.
 - (2) This classification will have voting rights at membership meetings.
 - c. Class IV: Honorary Members
 - (1) No Membership fee,
 - (2) Honorary membership shall be approved by the majority vote of the members at annual meetings.

Any person dedicated to the purposes of this corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

2. **Good Standing:** Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.
3. **Termination and Suspension of Membership:**
 - a. **Termination:** Membership shall terminate on occurrence of any of the following events:
 - (1) Resignation of the member, on reasonable notice to the corporation;
 - (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 two months after they become due and payable;
 - (4) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualification, or
 - (5) Expulsion of the member under Section 4b of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board 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.

- b. **Expulsion or Suspension:** A member may be expelled or suspended, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules 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.
 - c. **Procedure:** If grounds appear to exist for expulsion of a member under Section 4a and 4b of these Bylaws, the procedure set forth below shall be followed:
 - (1) The member shall be given 15 days' prior written notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
 - (2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
 - (3) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
 - (4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.
4. **Transfer of Membership:** No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.
5. **Associate Member:** Nothing in this Article II shall limit the right of the corporation to refer to persons associated with it as "associate members" even though those persons are not members, and no such reference shall constitute anyone a member. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws.
6. **Meetings of Members:**
- a. **Location:** Meetings of the members shall be held at any place within or outside Arkansas as designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of

such designation, members' meetings shall be held at the corporation's principal office.

- b. Annual meeting: An annual meeting of members shall be held in August at the time and date fixed by the Board, of which the Board shall notify the members as provided in these Bylaws. At this meeting, the Board of Directors for the upcoming year shall be elected by the members.
- c. Special meeting: A special meeting of the members for any lawful purpose may be called at any time by the Board or by the president or by five (5) percent or more of the members.
 - (1) A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article II Section 7d of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but not more than 60 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.
 - (2) Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.
 - (3) No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- d. Notice: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with this Article II Section 7d to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and,
 - (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
 - (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
 - (3) Notice of any meeting of members shall be in writing and shall be given at least 10 but not more than 60 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice.
 - (4) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, and if so executed, shall be filed and maintained in the

- corporation's minute book.
- (5) If not otherwise fixed by the Board, the record date for determining members entitled
 - (a) to receive notice of meeting of members shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held, and
 - (b) to vote at the meeting shall be the day on which the meeting is held.
- e. **Adjournment:** Any members' meeting, whether or not a quorum is still present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.
- (1) No meeting may be adjourned for more than 45 days.
 - (2) When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken.
 - (3) If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.
 - (4) At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.
7. **Voting:** Members shall have the right to vote as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the Arkansas Nonprofit Corporation Act.
- a. **Unanimous Vote Approval** by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals.
 - (1) Removing a director without cause;
 - (2) Filling vacancies on the Board;
 - (3) Amending the Articles of Incorporation; or
 - (4) Electing to wind up and dissolve the corporation.
 - b. **Quorum:** Fifty-one percent (51%) of the voting power present at any meeting shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members present at the time the action is taken.
 - c. **Good Standing:** Members entitled to vote at any meeting of the members shall be the regular members in good standing as of the record date determined under this Section 8b of these Bylaws.
 - d. **One Vote:** Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting

begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

- e. **Majority Vote:** The affirmative vote of a majority of the voting power present at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the Articles of Incorporation.
- f. **Proxy:** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person or by one or more agents authorized by written proxy signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact.

Article III: Board of Directors

1. **Number and Composition of Directors:** The Board of Directors shall consist of up to twenty (20) Directors until the number of Directors is changed by amendment of these Bylaws. There shall be five members elected from each Arkansas Congressional district: one from the judiciary; one from the bar; one from the Department of Community Correction; and a fourth shall be an active drug court professional. The fifth member shall be an "at-large" member from the Congressional district and may also, but need not necessarily, serve a drug court in any of the capacities named for the other members.
2. **Quorum:** A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.
3. **Qualification:** The qualifications for members of the Board of Directors are as follows:
 - a. All members of the Board of Directors shall be professionals who are associated with a particular Drug Court in Arkansas or with the Drug Court movement in Arkansas, or who are otherwise involved in the administration of justice in Arkansas.
 - b. As used herein, a Drug Court ("Drug Court") is a court specifically designated to administer cases referred for judicially supervised drug treatment and rehabilitation within a jurisdiction. The goals of Drug Courts include:
 - (1) Integration of substance abuse treatment with justice system case processing;
 - (2) Use of a nonadversarial approach in which prosecution and defense promote public safety while protecting the right of the accused to due process;
 - (3) Early identification of eligible participants and prompt placement of eligible participants;
 - (4) Access to a continuum of treatment, rehabilitation, and related services;
 - (5) Frequent testing for alcohol and illicit drugs;
 - (6) A coordinated strategy among the judge, prosecution, defense, and treatment providers to govern offender compliance;
 - (7) Ongoing judicial interaction with each participant;
 - (8) Monitoring and evaluation of the achievement of program goals and

- effectiveness;
 - (9) Continuing interdisciplinary education to promote effective planning, implementation, and operation; and
 - (10) Development of partnerships with public agencies and community-based organizations to generate local support and enhance drug court effectiveness.
- c. A simple majority of the Board of Directors must be active practitioners in Drug Courts.
 - d. No more than forty-nine (49) percent of the persons serving on the Board may be interested persons. An interested person is:
 - (1) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
 - (2) any brother, sister, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.
 - (3) However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.
4. **Powers of Directors:** Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of Arkansas law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:
- a. To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful performance of their duties.
 - b. To conduct, manage and control the affairs of business of the corporation, and for that purpose to cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
 - c. The Board may delegate the management of the day-to-day operation of the business of the corporation to the Executive Committee, provided that the business and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
5. **Committees:** The Board, by resolution adopted by a quorum, may appoint such standing or temporary advisory committees of Directors or members for the conduct of the business of the corporation as the Directors shall deem proper. The members of such committees shall serve at the discretion of the Board. The committees shall have only such authority as is provided in the Board resolution creating such committee.
6. **Election and Term of Office:** The term of office of each of the Board of Directors shall

be three (3) years or until a successor is elected, except that the initial Directors shall be divided into three panels designated as Panels A, B, and C; and Panel A shall serve an initial term of one (1) year, Panel B shall serve an initial term of two (2) years and Panel C shall serve an initial term of three (3) years: after the initial term, each Panel shall be elected for a term of three (3) years. The members shall elect each Panel to be elected that year at each annual meeting of the members.

a. The president of the Board shall appoint a committee to select qualified candidates for election to the Board at least 120 days before the date of any election of Directors. This nominating committee shall make its report at least 90 days before the date of the election, or at such other time as the Board of Directors may set, and the secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this paragraph.

7. **Vacancies:** Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office even though less than a quorum or by the sole remaining Director. A successor Director so elected shall serve the balance of the term of the position vacated. Nothing herein shall be interpreted as prohibiting the successor Director from seeking subsequent terms on the Board.
8. **Place of Meeting:** Regular meetings of the Board of Directors shall be held at any place, within or without the State, that has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place designated or at the principal office.
9. **Other Regular Meetings:** Regular meetings of the Board shall be held at such time and place as designated by resolution of the Board, from time to time, but not less frequently than one (1) time a year unless modified by resolution of the Board. The annual meetings held pursuant to Section 11 below shall qualify as one regular meeting.
10. **Action Without a Meeting:** Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
11. **Annual Meeting:** The annual meeting of the Board of Directors of this corporation shall be held upon a date which shall be decided upon by the Board of Directors. Written notice of the time and place of the annual meetings shall be delivered personally to each Board member or sent to each Board member by mail or other form of written communications, charges prepaid, addressed to him or her at his or her address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the Board are regularly held. Any notice shall be mailed or delivered at least seven (7) days before the date of the

meeting. Until changed by such action of the Board, the annual meeting of the Board of Directors of this corporation shall be held on January of each year.

12. **Special Meetings:** Special Meetings of the Board of Directors for any purpose or purposes may be called at any time by the president of the corporation or by any three (3) Directors.
13. **Notice:** Written notice of the time and place of special meetings of the Directors shall be given in the same manner as for annual meetings of the Directors.
 - a. **Waiver:** The transactions of any meeting of the Board of Directors, however called and noticed, shall be as valid as though had at a meeting held after regular call and notice if:
 - (1) a quorum is present; and
 - (2) if either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting.
 - b. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.
14. **Removal:** A Director may be removed from office, for cause, by a vote of a majority of the Directors.
15. **Liabilities of Directors:** No person who is now, or who later becomes, a Director of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

Article IV: Executive Committee

1. **Members of Executive Committee:** The Executive Committee shall include the president, president-elect, secretary, and treasurer of the corporation. In addition, any other member of the Board of Directors who attends meetings of the Executive Committee shall have the right to vote on any transaction voted upon at such meeting, subject to the requirements herein that there be a quorum of the Executive Committee present at each meeting.
2. **Regular Meetings:** The Committee shall meet prior to meetings of the Board of Directors, or more frequently on call by the president.
3. **Power and Purpose:** The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.
4. **Quorum:** Presence in person of members representing the majority of the Executive Committee (not counting any other members of the Board of Directors present at any given meeting) shall constitute a quorum for the transaction of business at meetings of the Executive Committee.

5. **Special Meetings:** At the request of the president, or any two (2) members of the Executive Committee, the secretary shall immediately call a meeting of the Executive Committee, which may be held upon three (3) days notice given to each member of the Committee by mail, telephone, telegram or other electronic means. The purpose of the meeting shall be stated in the notice. A special meeting may be held on shorter notice if all members of the Executive Committee consent in writing.
6. **Minutes:** The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require. The original or a copy of the minutes, certified by the Committee's chairman or such other person as he or she designates, shall be delivered to the secretary of the corporation for placement in the corporation's minute book and a copy shall be retained by the Committee.

Article V: Officers

1. **Officers:** The officers of this corporation shall be a president, a president-elect, secretary, and treasurer, and such other officers as the Board of Directors may appoint.
2. **Election:** The Board of Directors shall elect all officers of the corporation for terms of two (2) year(s), or until their successors are elected and qualified.
3. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.
4. **President:** Subject to the control of the Board of Directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. He or she shall preside at all meetings of the Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.
5. **President-Elect:** The President-elect shall serve as assistant to the President and shall, in the event of the President's absence, incapacity, withdrawal, or removal, assume the powers and duties of the President with respect to the general supervision, direction and control of the business and affairs of the corporation.
6. **Secretary:** The secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.
7. **Treasurer:** The treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the president, treasurer or secretary or by such officers or employees as may be designated by

resolution of the Board of Directors as authorized to sign them. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

8. **Succession**: In the absence or disability of the president, the order of succession shall be as follows: the president-elect or in his/her absence or disability the secretary, or his/her absence or disability, the treasurer shall serve as the interim president and shall perform all the duties of the president and in so acting shall have all the duties of the president. The interim president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Article VI: Records and Reports

1. **Corporate Records**: The corporation shall keep:
 - a. Adequate and correct books and records of account;
 - b. Written minutes of the proceedings of its Board and advisory committees; and
 - c. A record of each Director's name and address.
2. **Maintenance and Inspection of Articles and Bylaws**: The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.
3. **Inspection by Directors**: Every Director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
4. **Annual Report**: The Board shall cause an annual report to be prepared and sent to the members within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:
 - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
 - b. The principal changes in assets and liabilities, including trust funds.
 - c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
 - d. The expenses or disbursements of the corporation for both general and restricted purposes.
 - e. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.
 - f. This requirement of an annual report shall not apply if the corporation receives less than Twenty-five Thousand Dollars (\$25,000.00) in gross receipts during the

fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

5. **Annual Statement of Certain Transactions and Indemnifications:** As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the corporation's fiscal year:

Any transaction which involved more than Fifty Thousand Dollars (\$50,000.00), or was one (1) of a number of transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000.00). For purposes of this section, an "interested person" is either of the following:

- i. Any Director or officer of the corporation, its parent, subsidiary (but mere common directorship shall not be considered such an interest); or
- ii. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

Article VII: Indemnification

1. **Definitions.** For the purposes of this Article VII, agent means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation or of another enterprise at the request of that predecessor corporation;"
 - a. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;
 - b. "expenses" includes without limitation attorney's fees and any expenses of establishing a right to indemnification under section 4 or 5b of this Article VII.
2. **Indemnification in Actions by Third Parties.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with that proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding had no

reasonable cause to believe the conduct of that person was unlawful. The termination of any 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 did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. **Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if the person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:
 - a. In respect of any claim, issue, or matter as to which that person shall have been adjudged to be liable to the corporation in the performance of that person's duty to the corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that; in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
 - b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - c. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.
4. **Indemnification Against Expenses.** To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
5. **Required Determinations.** Except as provided in Section 4 of this Article VII any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VII, by:
 - a. A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - b. The court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in

connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the corporation.

6. **Advancement of Expenses.** Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.
7. **Other Indemnification:** No provision made by the corporation to indemnify its Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.
8. **Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VII, except as provided in Section 4 or 5b, in any circumstances in which it appears:
 - a. That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
9. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against liability under the provisions of the Article VII.

Article VIII: Amendment of By-laws

1. **Memberships Rights Limitation:** Subject to the rights of members under this Article, the Board may adopt, amend, or repeal these Bylaws and adopt new Bylaws adopted by a vote of a majority of all the Directors, unless the action would materially and adversely affect the members' rights as to voting or transfer.
2. **Members' Approval Required:** Without the approval of the members, the Board may not adopt, amend or repeal any Bylaws that would:
 - a. Increase or extend the terms of Directors;
 - b. Increase the quorum for members' meetings;
 - c. Repeal, restrict, create, expand, or otherwise change proxy rights; or
 - d. Authorize cumulative voting.

Article IX: Dissolution

1. The Corporation shall be dissolved upon the occurrence of any of the following events:
 - a. By the unanimous approval of the Board of Directors; or
 - b. By the unanimous written agreement of all Members
2. As soon as possible following the occurrence of any of the events specified in this Section 1 effecting the dissolution of the Corporation, the Board of Directors shall make the necessary arrangements to effectuate the dissolution of the Corporation in the manner prescribed by the Arkansas Nonprofit Corporation Law.
3. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of the 1986 or corresponding provision of any future United States internal revenue law.

Article X: Miscellaneous

1. **Authority Regarding Securities:** The president, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority granted in these Bylaws to the officers to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized so to do by proxy or power of attorney duly executed by the officers.
2. **Construction and Definitions:** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arkansas Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of the Arkansas Drug Court Professionals Association, an Arkansas nonprofit corporation; and that the foregoing Bylaws, comprising fourteen (14) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on _____ and that they have not been amended or modified since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ____ day of _____, 200_ at Little Rock, AR.

Secretary

