

# **DPRC/BY-LAWS**

## **ARTICLE I ORGANIZATION**

The name of this organization shall be DRUG PREVENTION RESOURCE CENTER, Inc.  
dba InnerAct Alliance.

## **ARTICLE II MISSION STATEMENT**

To reduce the abuse and underage use of harmful substances along with involvement in other risky behaviors while supporting positive healthy decisions through: Community Awareness and Support; Prevention education; Economic Impact; and Leadership Development.

## **STATEMENT OF PURPOSE**

Drug Prevention Resource Center, Inc. is a non-profit, tax exempt organization established to increase community awareness of risks associated with alcohol, tobacco and other drug use.

## **ARTICLE III OFFICERS**

The officers of the organization shall be as follows:

**PRESIDENT  
IMMEDIATE PAST PRESIDENT  
1ST VICE PRESIDENT (President-Elect)  
2ND VICE PRESIDENT  
SECRETARY  
TREASURER**

### **SECTION 1 Duties of the President**

- I. The president shall preside at all monthly board meetings.
- II. He/She shall by virtue of the office be Chairman of the Board of Directors. The Presidents has the responsibility to see that all orders and resolutions of the Board of Directors are placed into effect.
- III. The President shall be elected for a term of one (1) year not to exceed two (2) terms, unless the Executive Board finds special circumstances, or until his/her successor is elected.
- IV. The President at each annual meeting of the organization shall present an annual report of the work of the organization.
- V. The President shall appoint all standing committee chairs with the approval of the Board.
- VI. The president shall be an ex-officio member of all committees, except the Nominating Committee.

**SECTION 2 Duties of the 1st Vice President**

- I. The 1<sup>st</sup> Vice President shall serve in training position as "President-Elect".
- II. In the event of the absence or inability of the President to exercise his or her office, they shall serve as President of the organization with all rights, privileges and powers as if he/she has been duly elected President, and such other duties as may be assigned.

**SECTION 3 Duties of the 2nd Vice President**

- I. The 2<sup>nd</sup> Vice President assumes duties of the 1<sup>st</sup> Vice President in case of absence, and such other duties as may be assigned.

**SECTION 4 Duties of the Secretary**

- I. The Secretary shall keep the minutes and records of the organization in appropriate books.
- II. The Secretary of the organization shall serve as Secretary to the Board of Directors.
- III. The Secretary shall be the official custodian of the records.

**SECTION 5 Duties of the Treasurer**

- I. The Treasurer shall be the custodian of all monies, financial records and dealings concerning the organization.
- II. The Treasurer shall present financial statements at the monthly board meetings.

**SECTION 6 Duties of the Immediate Past President**

- I. The Immediate Past President shall serve as a member of the Executive Committee and as Chair of the By Laws and Personnel Committee.

**SECTION 7 Compensation and Reimbursement for Officers**

- I. No officer shall, for any reason of his/her, be entitled to receive any salary or compensation.
- II. Officers and/ or directors may be reimbursed for expenses incurred while attending to organization business upon proper authorization, thereof given by the Board of Directors, with appropriate documentation of such expenses incurred.
- III. If any Officers or Directors who have an interest, direct or indirect, in any corporation that the Board is voting to accept a quotation from, either material or services, shall abstain from the voting process

**SECTION 8 Executive Committee**

- I. The officers of the organization shall constitute the Executive Committee. Additionally, two at-large members from the Board of Directors will be elected annually to serve on the Executive Committee. The Executive Committee is empowered to make decisions as needed between regular monthly meetings. All action taken by the Executive Committee must be discussed and approved at the next Board meeting. This action report may come in the form of a consent agenda that can be approved in entirety or broken apart for regular discussion and election as requested by the board. In cases of consent agenda being accepted entirely, board may use board time for presentations, discussion on policy, mission and action planning.

## **SECTION 9 Required Signatures on Checks**

- I. Any 5 officers who have been authorized by the bank, may sign checks or drafts of the organizations.
- II. At least two signatures are required for the regular checking account.
- III. Automatically deposited payroll, or invoices paid online, do not require two signatures nor approval by those other than the Executive Director.

## **ARTICLE IV MEETINGS**

### **SECTION 1 Regular Meetings**

- I. The regular meeting of the Board of Directors shall be held ten times per year unless otherwise order.
- II. One of the meetings will be formatted as program self-assessment or Board Retreat to be held annually.

### **SECTION 2 Annual Meeting**

- I. The Annual Meeting of the organization shall be held in the early months of each year for the purpose of reporting the activities and accomplishments of the past fiscal year, and the election of directors and officers.

### **SECTION 3 Special Meetings**

- I. The President may call special meetings of the Board of Directors when he/she deems it in the best interest of the organization.
- II. Notices should be *emailed* to Board members of the organization at five (5) but not more than ten (10) days before the scheduled date set for the special meeting. Such notice shall state the reason (s) that such meeting has been called, the business to be transacted, and who is calling the meeting.
- III. At the request, one third of the members of the Board of Directors, the President shall cause a special meeting to be called. Such a request must be made in writing at least fifteen (15) days before the requested scheduled date.
- IV. No other business, except that specified in the notice, shall be conducted.

## **ARTICLE V BOARD OF DIRECTORS**

### **SECTION 1 Members and Duties of the Board of Directors**

- I. The Board of Directors shall consist of not less than ten (10), and not more than thirty (30) persons. Members shall be elected by the existing Board of Directors from a slate resented by the Nominating Committee.
- II. The Board of Directors shall oversee the management of the business affairs of the organization. The Board of Directors shall act in the name of the organization and shall conduct business during all meeting within the following parameters:
  - A. *Quorum* -- One third (1/3) of the members of the Board of Directors shall constitute a quorum for conducting the organization's business. The Board of Directors may make such rules and regulations covering its meetings as it may, at

its discretion, determine necessary.

- B. *Absences* -- Upon recommendation the Executive Committee, any board member who is absent from three unexcused consecutive meetings or four total unexcused meetings per year shall be removed from membership on the Board of Directors.
- C. *Term Limits* -- All terms of the Board of Directors shall be for three (3) years except when vacancies on the Board of Directors shall be filled for the unexpired term. Terms will begin on July 1. Any board member may serve a second or third consecutive three (3) term if they are a member or will be a member of the Executive Committee. Founding board members are exempt from this limitation, and may serve as many years as they deem appropriate.
- D. *Vacancies* -- Vacancies on the Board of Directors maybe filled as they occur. The individual who fills the vacancy will finish out whatever term has been vacated and will be eligible for a consecutive second term of three (3) years if on the executive committee.
- E. *Executive Director* -- The Board of Directors shall employ an Executive Director of the organization charged with the responsibility of carrying out the purpose, goas and objectives of the organization within the guidelines of the stated policies of the organization
  - a. The Executive Director will maintain a petty cash fund of up to \$100.00 and maintain a checks and balance system of these funds.
  - b. The Executive Director shall serve as a liaison between the Board of Directors and all committees and staff.
  - c. The Executive Director shall be employed or dismissed by a two-thirds (2/3) vote of those present and voting at any meeting of board with attempt to attain proxy and prior written notice of the purpose of the meeting having been furnished to each of the directors.
- F. *Ammending By-Laws* -- After an attempt to attain proxy and prior written notice from any member of the Board of Directors unable to attend the meeting where changes are to be made, 2/3 of the Board of Directors may amend by-laws. Copy of revisions shall be suppld to advisory council and staff once approved.

## **SECTION 2 Advisory Board**

- I. The Advisory Board shall be an advisory group to the Board of Directors. They shall be concerned with the long rand planning for the corporation's growth and development. They shall submit their suggestions to the Directors for considerations and approval.
- II. The Advisory Board shall consist of not more than thirty-five (35) members to be slated by the nominating Committee and elected by existing Board of Directors.

## **ARTICLE VI COMMITTEES**

### **SECTION 1 Standing Committees**

The Standing Committees shall be Fund-raising, Education, Activities, Future planning, Nominating and other committees that may be deemed necessary.

- I. *Nominating* -- The Nominating Committee shall consist of five (5) members selected in July by the Board of Directors.
  - a. They are appointed by the President in July.
  - b. They will begin the selection process in March to include presenting potential new board members with a description of the role of board members.

- c. The Nominating committee shall present to the directors in April a slate of nominees eligible for election to the Board of Directors, a proposed slate of officers, nominations for the Advisory Board.
  - d. Nominating Committee shall also present nominees for prematurely vacated position to board.
  - e. Nominations may also be made from the floor.
  - f. Election shall be held in May with terms beginning in July.
- II. *Marketing* -- This committee will carry out various duties pertaining to marketing. It will establish a marketing plan and review it annually. Special project falling under marketing may also be assigned to this committee on an as needed basis.

## **ARTICLE VII CONTRACT AND LEGAL ACTION**

- I. The Board of Directors shall approve all contracts with a value of \$30k or more.
- II. No loans shall be made by the organization or loans secured on behalf of this organization without the approval of the Board of Directors.
- III. No mortgage, deed to secure debt, deed or note shall be executed on behalf of the organization without the approval of the Board of Directors
- IV. No legal action may be initiated by the organization with the approval of the Board of Directors.

## **ARTICLE VIII PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, the most recent edition, shall be used at all meetings of the members of the organization and at meetings for the Board of Directors as the accepted parliamentary procedure.

## **ARTICLE IX DEPOSITORIES**

- I. All funds of this organization shall be deposited in the name of the organization in such account(s) as designated by the Board of Directors.
- II. Funds shall be drawn out on checks, drafts or other orders signed by one (1) member of the Executive Board, and the Executive Director, or a second member of the Executive Board.

## **ARTICLE X AMENDMENTS**

- I. The By-Laws may be amended by two-thirds (2.3) vote of the Board of Directors present and voting at any regular meeting or special meeting called for that purpose.
- II. Each member must be provided with a written copy of the proposed amendment at least ten (10) days previous to the meeting.
- III. An attempt to attain proxy must be made.

**ARTICLE XI  
DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations whose mission statements reflect or are comparable to the mission statement of the Drug Preventions Resource Center and which themselves re exempt as organizations described in Sections 501(c)(3) and 170( c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose.

By-Laws adopted at a meeting of the general membership:

Jeanette Crowley  
Signed

4/8/19  
Date

Amended:    08/21/1989,    09/17/1990,    09/16/1991,    12/21/1992,  
                  09/16/1996,    02/16/1998,    11/20/2000,    03/24/2003,  
                  10/27/2003,    11/01/2008,    11/ /2009    06/12/2017,  
                  04/08/2019

I certify that this is the latest version of DPRC's By-laws.

Jeanette Crowley  
Jeanette Crowley  
DPRC/InnerAct Alliance Board President

4/8/19  
Date