

**BYLAWS OF NORTH DAKOTA
ASSOCIATION OF DRUG COURT PROFESSIONALS
(A NORTH DAKOTA NON-PROFIT CORPORATION)**

**ARTICLE I
CORPORATION**

Section 1.1. **PURPOSE:** The principal purpose of the corporation shall be to reduce substance abuse, crime and recidivism by promoting and advocating for the establishment and funding of Drug Courts and providing for the collection and dissemination of information, technology assistance, and mutual support to association members. More specifically, the purposes of the corporation are but not limited to:

Reduce substance abuse, crime and recidivism;
Promote and advocate for the establishment and funding of Drug Courts in North Dakota;
Provide technical assistance and mutual aid to association members;
Stimulate development of other supervised treatment programs, in cases where appropriate;
Collect, provide, and disseminate information related to the purposes of the organization; and
Perform such other related activities to accomplish the stated goals and objectives.

Section 1.2. **PRINCIPAL OFFICE:** The principal office for the transaction of business of the corporation is hereby fixed and located at Bismarck, North Dakota. The board of Directors of the corporation is hereby granted full power and authority to change said principal office from one location to another within this state.

Section 1.3. **FISCAL YEAR:** The Corporation's fiscal year shall commence January 1st and end December 31st.

Section 1.4 **MISCELLANEOUS:** This Corporation is a non profit public benefit corporation and is not organized for the private gain of any person. It is organized under the North Dakota Corporation Act. This Corporation shall have no capital stock, its object and purpose being solely for a benevolent character, and not for individual pecuniary gain or profit to its members.

ARTICLE II.

MEMBERS

Section 2.1. **MEMBERSHIP:** This Corporation shall have one class of

members or membership. Any person dedicated to the purpose 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.

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 merge and its principal terms and any amendment of these terms, and on any elections to dissolve the corporation. In addition, those members shall have the rights afforded members under the North Dakota general Corporation Act.

Section 2.2. DUES, FEES, AND ASSESSMENTS: The corporation may change, and each member must pay, with the time and on the conditions as shall be approved by a majority vote or written consent of its Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Until changed by such action of the board the dues shall be Twenty-five Dollars (\$25.00) per year for all members.

Section 2.3. 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.

Section 2.4. TERMINATING AND SUSPENSION OF MEMBERSHIP:
(a) A membership shall terminate on occurrence of any of the following events:

Resignation of the member, on reasonable notice to the corporation;
Expiration of the period of membership, unless the membership is renewal terms fixed by the board;
Failure of the member to pay dues, fees, and assessments as set by the Board within one month after they become due and payable;
Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualification; or
Expulsion of the member under Section 4(b) 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) A member may be suspended, under section 4(a) of this Article II 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 corporation's rules of conduct, or has engaged in conduct of the corporation, if any, 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) If grounds appear to exist for expulsion or suspension of a member under sections 4(a) and (b) of these Bylaws, the procedure set forth below shall be followed:

The member shall be given 15 days' prior written notice of the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mails shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

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 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.

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.

Any action challenged an expulsion, suspension, or termination of membership, including a chain alleging defective notice, must be commenced within year after the date of expulsion, suspension, or termination.

Section 2.5. TRANSFER OF MEMBERSHIP: No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

Section 2.6. MEETINGS AND MEMBERS:

(a) Meetings of the members shall be held at any place within or outside North Dakota designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

(b) An annual meeting of members shall be held at the time, dates and month fixed by the board, of which the Board shall notify the members as provided in these Bylaws. At this meeting, the Board of directors shall be elected by the members.

(c) 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 (5) percent or more of the members.

(d) A special meeting called by any person (other than the Board) entitled to call a meeting shall be written request, specifying the general nature of the business propose to be transacted, and submitted to the 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 7(e) of these Bylaws, sating that a meeting will be held at a specific time and date fixed by the board, the provided, however, that the meeting date shall be at least 35 but not more than 90 days 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. Nothing in this Section shall be construed as limited fixing or after the time at which a meeting of members may be held when the Board calls the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transected at a special meeting.

(e) Whenever members are required or permitted to take any action at a meeting, a written notice of meeting shall be given, in accordance with this Article II Section 7(e) 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.

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:

- Removing a director without cause;
- Filling vacancies on the Board;
- Amending the Articles of Incorporation; or
- Electing to wind up and dissolve the corporation.

Notice of any meeting of members shall be in writing and shall be given at least 10 but not more than 90 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 entitle 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 purpose of notice.

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.

Any members' meeting 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. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting is the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

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 7(f) of these Bylaws.

Voting may be 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 a vote of the members.

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.

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent of consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given, or, if notices is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

Each member entitled to vote shall have the right 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.

III.

BOARD OF DIRECTORS

Section 3.1. NUMBER OF DIRECTORS: The board of directors shall

consist of at least seven (7) but not more than fifteen (15) Directors until the number of Directors is changed by amendments of these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

Section 3.2. QUORUM: Fifty percent (50%) of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3.3. MEMBERSHIP: The qualifications for members of the Board of Directors are as follows: members of the Board of Directors shall be professional who are associated with a particular Drug Court in North Dakota, or who are otherwise involved in the administration of justice in North Dakota. Representation should be given to all team members involved (Treatment, Probation, Law Enforcement, School, Community Service, Judge, States Attorney and Defense) As used herein, a Drug Court ("Drug Court") is a court specifically designated to administer cases referred for supervised drug treatment and rehabilitation within a jurisdiction. The principals of Drug Courts include immediate referral to and intervention by a court-directed supervision and treatment program; frequent substance abuse testing and supervision contacts with the court; comprehensive drug treatment and aftercare; graduated sanctions and incentives.

Section 3.4. POWERS OF DIRECTORS: Subject to limitations of the Articles of Incorporation, other sections of the Bylaws, and of North Dakota law, all corporate powers of the corporation shall be exercised by or under the authority of, and the Board of Directors shall control the business and affairs of the corporation. Without limiting the general powers, the Board of Directors shall have the following powers.

(a) To select and remove all 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 them security for faithful performance and 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.

Section 3.5. 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 committee shall have only such authority as is provided in the Board resolution creating such committee.

Section 3.6. 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 designed as Panels A, B, and C, and Panel A should serve an initial term of one (1) year, Panel B shall serve and 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 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.

Section 3.7. VACANCIES: Vacancies in the Board if 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 for a full three (3) year terms.

Section 3.8. PLACE OF MEETING: Regular meetings of the Board of Directors shall be held at any place, within or without the State, which 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 designed or at the principal office.

Section 3.9. ORGANIZATION MEETING: On _____, the Board of Directors held a regular meeting for the purpose of organization, election of officers and the transaction of other business.

Section 3.10. OTHER REGULAR MEETINGS: Regular meetings of the Board shall be held at such time and place 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 12 below shall qualify as one regular meeting. Written notice or telephonic notice of the holding of such regular meetings shall be made by the secretary of the Board to the Board members at least seven (7) days prior to the time set for each regular

meeting.

Section 3.11. **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.

Section 3.12. **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 as it is shown on the records of the corporation, or if it is 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.

Section 3.13. **SPECIAL MEETINGS:** Special meetings of the Board of Directors for any purpose or purposes may be called at anytime by the president of the corporation or by any four (4) Directors.

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.

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 a quorum is present, and 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. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 3.14. **REMOVAL:** A Director may be removed from office, for cause, by a vote of a majority of the Directors.

Section 3.15. **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.

IV.

EXECUTIVE COMMITTEE

Section 4.1. **MEMBERS OF EXECUTIVE COMMITTEE AND REGULAR MEETINGS:** The Executive Committee shall include the president, the vice president, 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. The Committee shall meet prior to meetings of the Board of Directors, or more frequently on call by the president.

Section 4.2. **POWER AND PURPOSE OF EXECUTIVE COMMITTEE:** 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.

Section 4.3. **QUORUM:** Presence in person or 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.

Section 4.4. **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 or telegram. 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.

Section 4.5. **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.

V.

OFFICERS

Section 5.1. **OFFICERS:** The officers of this corporation shall be a president, vice president, secretary, and treasurer, and such other officers as the Board of Directors may appoint. One (1) person, other than the president, may hold more than one (1) of these offices.

Section 5.2. **ELECTION:** The Board of Directors shall elect all officers of the corporation for terms of one (1) year, or until their successor are elected and qualified.

Section 5.3. **VACANCIES:** A vacancy is any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of

Directors.

Section 5.4. **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 the Board of Directors may prescribe duties as from time to time.

Section 5.5. **VICE PRESIDENT:** In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting shall have all the duties of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.6. **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 to such papers and 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 of the office as prescribed from time to time by the Board of Directors.

Section 5.7. **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, vice president, treasurer or secretary of by such officers or employees as may be designated by the 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 prescribed from time to time by the Board of Directors.

VI.

RECORDS AND REPORTS

Section 6.1: **MAINTENANCE OF 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.

Section 6.2. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS:**

The corporation shall keep a its principle 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.

Section 6.3. 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.

Section 6.4. ANNUAL REPORT: The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the corporation fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

The principal changes in assets and liabilities, including trust funds.

The revenue or receipts of the corporation both unrestricted and restricted to particular purposes.

The expenses or disbursements of the corporation for both general and restricted purposes.

Any information required by Section 5, Article V of these Bylaws.

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.

The requirements of an annual report shall not apply if the corporation receives less than Twenty-Five Thousand Dollars (\$25000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusions in an annual report must be furnished annually to all Directors who request it in writing.

Section 6.5. 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 (i) in which the corporation, its parent, or its subsidiary party (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) 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:

(1) Any Director or officer of the corporation, its parent, subsidiary (but mere common directorship shall not be considered such an interested); or

(2) 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.

VII.

INDEMNIFICATION

Section 7.1. DEFINITIONS: For the purpose 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 the predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses of establishing a right to attorney’s fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VII.

Section 7.2. 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 and action by or in the right of the corporation to procure a judgment in its favor an action brought under the North Dakota Nonprofit Corporation Law, or an action brought by the Attorney General or a person granted relator status 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 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.

Section 7.3. 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 or a person granted realtor status 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, and an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

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;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

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.

Section 7.4. 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 the 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.

Section 7.5. 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 majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

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.

Section 7.6. ADVANCE 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.

Section 7.7. 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.

Section 7.8. FORMS, INDEMNIFICATION NOT PERMITTED: No indemnification or advance shall be made under this Article VII, except as provided in Section 4 or 5(b), 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.

Section 7.9. 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 liability under the provisions of the Article VII.

VIII.

AMENDMENT OF BYLAWS

Section 8.1. MEMBERSHIP 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. The Board may not extend the term of a Director beyond that for which the Director was elected.

Section 8.2. MEMBERS' APPROVAL REQUIRED: Without the approval of the members, the Board may not adopt, amend or repeal any Bylaws that would:

Increase or extend the terms Directors;

Allow any Director to hold office by designation or selection rather than by

election ;by the members;
Increase the quorum for members' meetings;
Repeal, restrict, create, expand, or otherwise change proxy rights; or
Authorize cumulative voting.

VIX.

MISCELLANEOUS

Section 9.1. CONSTRUCTION AND DEFINITIONS: Unless the context requires otherwise, the general provisions, rules of construction and definitions in the North Dakota Corporation Act 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 North Dakota Association of Drug Court Professionals, a North Dakota Corporation; and that the foregoing Bylaws, comprising of _____ pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors thereof held _____, and that they have not been amended or modified since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name the _____
day of _____ 2005, at

_____.

Secretary