

ARTICLE I - NAME

Section 1.

The name of this society shall be THE CHEMICAL DEPENDENCY PROFESSIONALS OF WASHINGTON STATE, INC., hereinafter called CDPWS.

ARTICLE II - PURPOSE

Section 1.

The purpose of this organization is to establish a forum whereby common interests and concerns are discussed, thereby bringing about better communications among professional personnel; to create a voice on policy; to recommend guidelines and standards for chemical dependency professionals; to take whatever actions are deemed necessary to improve the effectiveness of work on behalf of the chemically dependent and their families.

ARTICLE III - MEMBERSHIP

Section 4.

MEMBERSHIP APPLICATIONS AND MANAGEMENT

One becomes a member by application through the National Association for Alcoholism and Drug Abuse Counselors (NAADAC), the National affiliate of CDPWS. All membership applications provide status in the national organization as well as CDPWS. Annual membership renewal is subsequently managed by NAADAC.

ARTICLE IV - ELECTIONS

Section 1.

A simple majority vote of the active membership voting is necessary to validate any election. An election will be taken by ballot. Ballots will be sent to current members via documented mail or other electronic means no less than 45 days prior to the annual meeting and must be returned no less than 30 days prior to the annual meeting. The sealed ballots will be held by the Secretary and delivered to at least a two-member Committee, appointed by the president, comprised of active Board members who are not running for office, to tabulate the results. Election results will be announced at the annual business meeting.

Section 2.

The only elected position within the organization is the First Vice-President. Upon completion of the First Vice-President's term of office, they shall succeed the outgoing President. Candidates for the positions of First Vice President shall have served two years on the CDPWS board in the last five years, whenever possible.

ARTICLE V - BOARD OF TRUSTEES

Section 1.

The members of the Executive Committee shall be the Board Of Trustees, hereinafter referred to as the Board.

ARTICLE VI - OFFICERS

Section 1.

The officers of CDPWS shall be the President, First Vice President, Second Vice President, Secretary and Treasurer, and immediate past President.

Section 2.

Should the office of President become vacant, the First Vice President shall succeed immediately to the office and fulfill the unexpired term. The board of trustees shall appoint a new First Vice President for the unexpired term.

Section 3. Duties of Officers.

A. The President shall preside at all meetings of CDPWS and of the Executive Committee. The President shall appoint the Chairpersons of all standing committees with the approval of the Executive Committee. The President shall be an ex-officio Member of all committees except the Nominating Committee and shall see that all committee chairpersons report to the President and the Executive Committee. The President shall ensure the meeting agenda and minutes are posted to CDPWS website at least seven days before scheduled meeting.

B. The First Vice President shall perform the duties of the President in the President's absence or if any vacancy in that office occurs, and shall undertake such other responsibilities as CDPWS or the Executive committee may assign.

C. The Immediate Past President shall perform the duties of the President in the absence of the President and the First Vice President.

D. The Secretary shall be the custodian of the records and documents of CDPWS except for the financial records. The Secretary shall promote membership in CDPWS and act upon all membership applications and questions of eligibility. The Secretary shall maintain a record of the proceedings of all meetings of CDPWS and the Executive Committee.

E. The Treasurer shall monitor all revenues and expenditures of CDPWS and shall be responsible for the maintenance of complete and accurate financial accounts. The Treasurer shall, prior to each meeting of CDPWS or Executive Committee, prepare a financial report and shall present such a report at the meeting. The Treasurer shall be responsible for the filing of any and all annual financial documents with the State of Washington and the Internal Revenue Service.

Section 4.

All officers, at the expiration of their terms of office, shall turn over to their successors all moneys, property, papers, records and books of CDPWS that may be in their possession.

Section 5.

The Executive Committee shall have power to fill vacancies occurring in its own membership between Annual Meetings of CDPWS and it shall have the power to fill vacancies of offices.

Section 6.

When a vacancy occurs, the President may appoint a current member to that position and obtain a simple majority endorsement from the Executive Board at the next scheduled meeting, or through documented mail or other electronic means. No member shall hold more than one office at a time, except on an interim basis, and no member shall be eligible to serve more than two consecutive terms in the same office, except that this limitation shall not apply to the office of Treasurer.

Section 7.

An officer or member of the Executive Committee may be removed from her or his position for just cause, after a hearing, by a two-thirds vote of the Executive Committee present at such hearing that notice of such contemplated action has been sent to the member to be removed at least thirty days prior to the meeting at which the hearing is held. All other members of the Executive Committee shall have at least twenty days notice of such hearing.

Section 8.

Position occupancy by an officer or other member of the Executive Committee may be automatically vacated upon an unexcused absence from any Executive Board meeting, whether regular or special.

Section 9.

An officer or member of the Executive Committee or a CDPWS member shall not represent CDPWS by correspondence, contracts, (written) or verbally without prior approval by a simple majority of the Executive Committee.

ARTICLE VII - EXECUTIVE COMMITTEE (TRUSTEES)

Section 1.

The Executive committee shall consist of the following:

- A. The elected and appointed Officers and the immediate past President.
- B. The chairpersons of the various committees serving by the appointment of the President and Executive Board.
- C. Members-at-Large, appointed by the President and endorsed by a simple majority of the Executive Committee at the Annual Meeting. Geographic distribution should be considered in this election.

Section 2.

The Executive Committee shall act on behalf of CDPWS in the interim between meetings of CDPWS. Its actions shall be subject to review and approval of CDPWS. Whenever possible, the membership

of CDPWS shall be polled to establish matters of position and policy. Whenever statements are issued on controversial issues, both majority and minority opinions shall be reported.

Section 3.

The executive Committee may employ one or more part-time or full-time workers to perform the administrative work of CDPWS.

Section 4.

A quorum of the Executive Committee shall be a majority of its members.

ARTICLE VIII - COMMITTEES

Section 1.

The Ethics and Standards Review Committee (ESRC) shall promote NAADAC Code of Ethics, screen and review complaints of violations of NAADAC Code of Ethics and refer to appropriate entity such as NAADAC, DOH, or other appropriate channel.

Section 2.

A Nominating Committee of not less than two (2) members shall be appointed by the Executive Committee at least one hundred twenty (120) days prior to Annual Meeting. The Nominating Committee shall submit a slate of officers to the members of CDPWS at least sixty (60) days in advance of the Annual Meeting. No person shall serve on the Nominating Committee for two (2) consecutive elections, whenever possible. Before the election at the Annual Meeting, additional nominations from the floor shall be permitted.

Section 3.

A Training and Education Committee will arrange for times and places of trainings for CDPWS and will plan training programs.

Section 4.

Additional Committees may be created by the Executive Committee.

ARTICLE IX - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1

As used in this article:

A. "Director" means- any person who is or was a director. of Chemical Dependency Professionals of Washington State, Inc. and any person who, while a director of this Board, is or was serving at the request of the membership or Board as a director, officer, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employed benefit plan.

B. "Corporation" includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of such transaction.

C. "Expenses" includes recurring operating expenses that have been established and preapproved by the Board for the continued sustainment of CDPWS and may include attorney's fees.

D. "Official capacity" means (1) when used with respect to a director, officer, the office or director or president in the corporation and (2) when used with respect to a person other than a director as contemplated in subsection 8 of this Article, the elective or appointive officer in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise or employee benefit plan.

E. "Party" includes a person who was, is, or is threatened to be, made a defendant in a proceeding.

F. "Proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative.

Section 2.

The corporation shall indemnify any person made a party to any proceeding, other than a proceeding referred to in subsection 3 of this Article, by reason of the fact that he/she is or was a director, against judgment penalties, fines, settlements, and reasonable expenses actually incurred by him in connection with such proceeding, if:

A. He/She conducted himself/herself in good faith, and (1) in the case of conduct in his/her own official capacity with the corporation, he (corporation, he/she) reasonably believed his conduct to be in the corporation's best interest, or,

(2) In all other cases, he/she reasonably believed his/her conduct to be at least not opposed to the corporation's best interests, and

B. In the case of any criminal proceeding he/she has no reasonable cause to believe his/her conduct 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 be determinative that the person did not meet the requisite standard of conduct set forth in this section.

Section 3.

The corporation shall indemnify any person made a party to any proceeding by or in the right of the corporation by reason of the fact that he is or was a director against reasonable expenses actually incurred by him/her in connection with such proceeding if he conducted himself in good faith, and

A. In the case of conduct in his official capacity with the corporation, he/she reasonably believed his/her conduct to be in its best interests; or

B. In all other cases, he reasonably believed his/her conduct to be at least not opposed to its best interest, provided that no indemnification shall be made pursuant to this subsection in respect of any proceeding in which such person shall have been adjudged to be liable to the corporation.

Section 4.

A director shall not be indemnified under Section 2 or 3 of this Article in respect of any proceeding charging improper personal benefit to him/her, whether or not involving action in his official capacity, in which he shall have been adjudged to be liable on the basis that personal benefit was improperly received by him. Unless otherwise limited by the Articles of Incorporation, a director who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in Section 2 or 3 of the Article shall be indemnified against reasonable expenses incurred by him/him in connection with the proceeding.

Section 5.

No indemnification under Section 2 or 3 of this Article shall be made by the corporation unless authorized in the specific case after a determination that indemnification of the director is permissible in the circumstances because he has met the standard of conduct set forth in the applicable Section. Such determination shall be made in descending order as follows:

A. By a simple majority of the members of the full Board of Directors not at the same time parties to such proceeding, or

B. If such a quorum cannot be obtained, then by a majority vote of a committee of the membership, duly designated to act in a manner by a majority vote of the full Board (in which designation of directors who are parties may participate), consisting solely of two or more directors not at the time parties to such proceedings; or

**Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by such legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in a manner specified in C of this Section for the selection of such counsel.

Section 6.

Reasonable expenses incurred by a director who is party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding:

A. After a determination, made in the manner specified by Section 5 of this Article, that the information then known to those making the determination (without undertaking further investigation for purposes thereof) does not establish that indemnification would not be permissible under Section 2 or 3 of this Article; and

B. Upon receipt by the corporation of:

(1) a written affirmation by the director of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation as authorized in this Article, and (2) an unsecured promissory note in the amount of the funds advanced.

Section 7.

Unless otherwise limited by the Articles of Incorporation:

A. The corporation shall provide indemnification. Including advances of expenses to an officer, employee or agent of the corporation to the same extent that it may indemnify directors, pursuant

to the Article except that Section of this Article shall not apply to any person other than director, and

B. The Board, in addition, shall have the power to indemnify a member who is not a director, as well as employees and agents of the corporation who are not directors to such extent, consistent with law, as may be provided by the Articles of Incorporation, these Bylaws, general or specific, general or specific action of the Board of Directors, or by contract.

Section 8.

The Board shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation or membership, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, against such liability under the provisions of this Article.

Section 9.

Any indemnification of a director in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the membership with the notice of the next annual meeting or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature and extent of such indemnification.

ARTICLE X - REGULAR AND SPECIAL MEETINGS

Section 1.

There shall be an Annual Meeting of CDPWS at approximately the same time each year, the time to be set by the Executive Committee. There shall be at least sixty (60) days' notice of Annual Meetings.

Section 2.

Special meetings of the membership may be called by the Executive committee. A special meeting of the membership shall be called by the President when requested in writing by at least 10% of the members of CDPWS. There shall be at least twenty (20) days' notice of special meetings.

Section 3.

The Executive Committee shall meet at least quarterly, the time and place of meetings to be determined by the Committee or by the President. Special meetings may be called by the President, or whenever at least three (3) members of the Executive Committee request a meeting in writing.

ARTICLE XI - DUES

Section 1.

In order to be a member of CDPWS, a person must pay annual dues payable through the national affiliate- NAADAC.

ARTICLE XII - PROHIBITION AGAINST DISCRIMINATION

Section 1.

CDPWS shall not, on the grounds of race, color, physical abilities or language barriers, sexual orientation, sex, religion or national origin: 1. deny any individual membership in CDPWS; 2. subject any member of CDPWS to segregation; 3. deny any individual opportunity to participate in any program provided by CDPWS; 4. deny any member the opportunity to serve as an officer of CDPWS or as a member of the Executive Committee, or any committed of CDPWS.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1.

The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern cases in which they are applicable and in which they are not inconsistent with these Bylaws, or any special rule of order CDPWS may adopt.

ARTICLE XIV - AMENDMENTS

Section 1.

Amendments to the Bylaws shall be by two-third majority votes of the CDPWS members present at a regular meeting and/or special meeting. Amendments shall be proposed and submitted to the Executive Committee at least sixty days prior to the meeting which they are to be considered. Copies of proposed amendments shall be distributed to all members of CDPWS at least thirty (30) days prior to the meeting at which they will be considered.

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