

Bylaws of the National Network for Safe and Drug-Free Schools and Communities

ARTICLE I: GENERAL

1.1 Mission. The mission of the National Network for Safe and Drug-Free Schools and Communities (“NNSDFSC” or “Network”) is to act as an advocacy group for the Safe and Drug-Free Schools and Communities Program and to enhance communication between federal, state and local agencies that deal with the federal Safe and Drug-Free Schools and Communities Act (“SDFSCA”) as part of The No Child Left Behind Act (“NCLB”).

1.2 Purpose. In addition to the objects and purposes stated in the Network’s Articles of Incorporation, the purposes for which the Network is formed are without regard to race, color, creed, national origin, age, sex, sexual orientation, marital status or physical or mental disability and include the following:

- a) To develop a strong partnership between U.S. Department of Education (“USDOE”) and states and territories regarding the SDFSCA and the NCLB.
- b) To disseminate information about the operations of the Safe and Drug-Free Schools and Communities Program from the perspective of states and territories.
- c) To provide information to USDOE and policy makers about program successes, issues, needs and potential solutions.
- d) To participate in the development of documents, new initiatives, and leadership activities with the USDOE related to the management of the Safe and Drug-Free Schools and Communities Program (e.g., reauthorization and data collection forms and procedures).
- e) To communicate with stakeholders across the country about potential policy and program decisions concerning drug and violence prevention.
- f) To encourage activities that enhance school and community collaboration in prevention efforts.

1.3 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.4 Other Offices. The corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II: MEMBERS

2.1 Membership. Membership in the Network shall be open to individuals who coordinate and/or manage SDFSC funds, including, without limitation, (a) an individual who is employed by a state education agency (an “SEA Coordinator”); (b) an individual employed in a state’s Governor’s office (a “Governor’s Coordinator”); (c) the director of each of the 15 IASA Comprehensive Centers (the “Centers”) or the director’s designee; (d) an individual employed

by a local education agency (“LEA Coordinator”); (e) an individual employed by a sub-recipient of the Governor’s portion of SDFSC funding; and (f) representatives from associated national, state and local agencies. In addition, membership in the Network shall be open to other interested parties who support the mission of the Network. The Network shall have two classes of members: voting members and nonvoting members.

2.2 Voting Members. The following members shall be voting members and shall be entitled to the number of votes indicated:

Network Officers	1 vote each
SEA Coordinator from each state and territory	1 vote each
Governor’s Coordinator from each state and territory	1 vote each
Center representative	1 vote each
LEA Coordinators	1 collective vote from each state or territory
Governor’s Portion Sub-recipient	1 collective vote from each state or territory

2.3 Nonvoting Members. All other members shall be nonvoting members.

2.4 Meeting Place. All meetings of the Network members shall be held in Washington D.C., or at such other place as shall be determined from time to time by the Board of Directors.

2.5 Annual Meeting Time. The annual meeting of the members for the transaction of such business as may properly come before the meeting, shall be held each year in January at a date and time set by the Board of Directors.

2.6 Special Meetings. Special meetings of the members for any purpose may be called at any time by the Chair or the Board of Directors.

2.7 Notice. Notice of the time and place of the annual meeting of members, of regular meetings other than the annual meeting, and of special meetings shall be given by delivering a written, printed or electronic (to the extent permitted by law) notice at least ten (10) days and not more than fifty (50) days, prior to the meeting. Such notice shall state the place, day and hour of such meeting, and, for a special meeting, the purpose or purposes for which the meeting is called.

2.8 Waiver of Notice. A waiver of any notice required to be given to any member, signed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

2.9 Decision Making and Voting. Whenever possible, the members will attempt to resolve issues and positions through the following methods: (a) consensus will be attempted as an issue is presented on the Network agenda at an annual or regular meeting; (b) if consensus is not reached by the end of a specified time, by vote. A member may vote in person or by proxy executed in writing by such member or such member’s duly authorized attorney-in-fact, as provided in Section 2.2, above. No proxy shall be valid after eleven (11) months from the date it is executed, unless otherwise provided in the proxy. Any official position or position statement endorsed by the Network shall first be approved by the Network members.

2.10 Quorum. One quarter (1/4) of the members entitled to vote represented at a meeting in person or by proxy shall be necessary and sufficient to constitute a quorum for the transaction of business.

ARTICLE III: BOARD OF DIRECTORS

3.1 Number and Powers. The management of all the affairs, property and interests of the corporation shall be vested in a Board of Directors consisting of not more than ten (10) persons but not fewer than three (3) persons, with the exact number of directors to be established annually by the nomination of directors by the Board of Directors. Directors must be voting members. One third (1/3) of the members of the Board of Directors shall be elected annually. Prior to the annual meeting of the members, the Board of Directors shall nominate a slate of directors to serve for a term of three (3) years to succeed the directors whose terms expire at such meeting. At the annual meeting of the members, the members shall vote on the slate of directors proposed by the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things.

3.2 Change of Number. The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

3.3 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, the existence of less than the maximum allowable number of directors, or otherwise, may be filled by either the affirmative vote of a majority of a quorum of the Board of Directors or by a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy arising from the resignation or death of a director shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

3.4 Regular Meetings. Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such place or places as the Board of Directors may from time to time designate. The annual meeting shall be held at such time and place as the Board of Directors shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Directors held, with proper notice, not less frequently than once each calendar quarter.

3.5 Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or upon written request by any two directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

3.6 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 4.4) shall be given to each director by three (3) days prior service of the same by telegram, by letter or personally. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

3.7 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

3.8 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

3.9 Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.10 Executive and Other Committees.

3.10.1 In General. The Board of Directors may appoint from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3.10.2 Executive Committee. The Executive Committee shall consist of the Network's officers and the immediate past Chair of the Network.

3.11 Remuneration. No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director or member from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.12 Loans. No loans shall be made by the corporation to any director, nor shall any director make loans to the corporation.

3.13 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the votes cast by members having voting rights, represented in person or by proxy at a meeting of members at which quorum is present.

3.14 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

ARTICLE IV: OFFICERS

4.1 Designations. The officers of the corporation shall be a Chair, one or more Vice Chairs (one or more of whom may be Executive Vice Chair), a Secretary, and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. All officers shall be elected for terms of three years by the Board of Directors. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

4.2 The Chair. The Chair shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the Chair by the Board of Directors.

4.3 Vice Chairs. During the absence or disability of the Chair, the Executive Vice Chair, if any, or any of the Vice Chairs in the order designated by the Board of Directors, shall exercise all the functions of the Chair. Each Vice Chair shall have such powers and discharge such duties as may be required from time to time by the Board of Directors.

4.4 Secretary and Assistant Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal (if any) and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the Chair or the Board of Directors.

4.5 Treasurer. The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the Chair or the Board of Directors.

4.6 Executive Director. The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority

for direction of the employees of the corporation, if any. The Executive Director, if selected, may be compensated for services rendered in that capacity in such amount and manner as the Board of Directors shall determine.

4.7 Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

4.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

4.9 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

4.10 Loans. No loans shall be made by the corporation to any officer, nor shall any officer make any loans to the corporation.

4.11 Term--Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.12 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V: DEPOSITORIES

The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VI: NOTICES

Except as may otherwise be required by law, any notice to any director may be delivered personally, by mail or electronically as allowed by RCW 24.03.009. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VII: SEAL

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

**ARTICLE VIII: INDEMNIFICATION OF OFFICERS, DIRECTORS
EMPLOYEES AND AGENTS**

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The corporation 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 who is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE IX: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE X: AMENDMENTS

The power to alter, amend and repeal the Bylaws of this corporation shall be vested in the members.

ADOPTED by resolution of the corporation's Board of Directors on _____
2004.

Secretary