

NATIONAL ASSOCIATION OF DRUG DIVERSION

INVESTIGATORS, INC.

BYLAWS

AS ENACTED NOVEMBER 13, 2019

ARTICLE I. NAME

The name of the organization shall be the National Association of Drug Diversion Investigators, Inc. (NADDI). NADDI is a non-profit organization, incorporated on the third day of November 1989, pursuant to the laws set forth in the Annotated Code of Maryland.

ARTICLE II. OBJECTIVE

The mission of this organization is to educate, and to connect innovative people, great ideas and vital training to advance the fight against pharmaceutical drug misuse and abuse. The mission is accomplished by developing networking and educational opportunities and providing them in an ethical forum.

ARTICLE III. MEMBERS

Section A. ELIGIBILITY

Any person is eligible to be a member if they are employed, or actively involved, in the field of law enforcement as an investigator of pharmaceutical drug abuse, misuse, or related drug crimes; engaged in the field of pharmacology; involved in the development, advocacy, or enforcement of laws involving Controlled Substances; responsible for investigating health care professionals, facilities, or health care related activities; or professionals, or a member of a professional organization, involved in the prevention and education of pharmaceutical drug diversion.

Section B. APPLICATION

Application for membership (new or renewal) shall be submitted to national NADDI. The application is for membership in NADDI and any related/approved state chapter. The application is subject to approval of the Executive Board.

Section C. DUES

Dues for membership shall be payable to "NADDI" at the time of the application.

Section D. TENURE

Membership shall run for one year from the date of payment, acceptance, or approval.

Section E. LIFE MEMBER

Life membership in NADDI is open to all members who have been NADDI members for five (5) consecutive years and have served to better the organization above and beyond the call to duty. Life member status will be by nomination and approval of the Executive Board and Advisory Board. No more than three (3) individuals will be granted life member status in a calendar year.

Section F. REVOCATION OF MEMBERSHIP

The Executive Board reserves the right to revoke the membership of an individual that has undermined or compromised the principles, objectives, or reputation of NADDI. A majority vote of the Executive Board is required to revoke the membership of an individual.

ARTICLE IV. MEETINGS

Section A. ANNUAL MEETING

The annual training conference shall be held at such time and place as shall be set by the Executive Board for the purpose of education and training of its members and transacting any other business which may come before the membership.

Section B. SPECIAL MEETINGS

Special meetings may be called at any time by the President, any two (2) members of the Executive Board, or by written petition signed by not fewer than 25 of the members and filed with the Secretary.

Section C. NOTICE OF MEETINGS

Written notice stating the place, day, and time of any meeting shall be mailed to the membership, in a timely manner, not less than five days before the date of such meeting.

Section D. QUORUM

At any meeting of the membership, fifty (50) or more members present shall constitute a quorum.

Section E. VOTING

Each member in good standing shall have one (1) vote, subject to any restrictions contained in the Articles of Incorporation or elsewhere in the bylaws.

ARTICLE V. OFFICERS

Section A. OFFICERS

The officers of the organization shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, Corresponding Secretary, Training

and Education Director, and Associate Training and Education Director(s). These officers make up the Executive Board. Each officer shall hold office for a term of two (2) years or until their respective successor is elected. The term shall begin the first day of the month following the national annual training conference. The Executive Board, by a majority vote, may select an acting officer to temporarily perform the duties of any of the aforementioned officers, when an elected officer is temporarily unavailable, subject to the limits imposed by the Executive Board.

Section B. PRESIDENT

The President shall chair all meetings of the membership, the Executive Board and/or the Advisory Board and shall have the power to appoint chairs of committees. The President may sign any contracts, or other such documents which the Executive Board has authorized to be executed, except in such cases where the bylaws or statute has expressly delegated the authority to sign to some other officer of the Organization. In general, the President shall perform all duties as may be assigned by the Executive Board.

Section C. FIRST VICE PRESIDENT

The First Vice President, shall perform the duties and functions as the President and/or Executive Board may assign. The First Vice President shall perform the duties and exercise the functions of the President in his absence or disability.

Section D. SECOND VICE PRESIDENT

The Second Vice President, shall perform the duties and functions as the President and/or Executive Board may assign. In the absence or disability of the First Vice President, the Second Vice President shall perform the duties of the First Vice President. In the absence or disability of the President and First Vice President, the Second Vice President shall perform the duties the President.

Section E. SECRETARY

The Secretary shall be the guardian of the organization's records. The Secretary is responsible for keeping the minutes of all the meetings of the membership or the Executive Board; for all official correspondence and notices of the organization in accordance with the provisions of these bylaws; and other such duties as may be assigned by the President or the Executive Board.

Section F. TREASURER

The Treasurer shall be responsible for and have charge and custody of all funds, securities, and contracts of the organization; receive and give receipts for money due and payable to the organization; deposit all such monies in the name of the organization in an insured depository; prepare financial reports and a year-end report, or as requested by the Executive Board; keep a current roster of the addresses of the members of the organization; and such other duties as may be assigned by the President or the Executive Board. The Executive Board may

designate one or more individuals to support the duties and responsibilities of the treasurer.

Section G. CORRESPONDING SECRETARY

The Corresponding Secretary shall keep the membership aware of organization matters and diversion issues. The Corresponding Secretary shall facilitate an accurate flow of information for benefit of the members; and such other duties as may be assigned by the President or the Executive Board.

Section H. TRAINING & EDUCATION DIRECTOR

The Training and Education Director shall assist in the development and implementation of NADDI Training Conferences; and other duties as may be assigned by the President, or the Executive Board.

Section I. ASSOCIATE TRAINING & EDUCATION DIRECTOR

The Associate Training and Education Director(s) shall assist in the development and implementation of NADDI Training Conferences; and other duties as may be assigned by the President, or the Executive Board.

The Executive Board may create additional Associate Training and Education Director positions as deemed necessary to continue the mission of NADDI. The Executive Board may eliminate any of the added Associate Training and Education Director positions if no longer needed.

Section J. PAST PRESIDENT

The Past President shall serve a term of one (1) year following his/her term in office as a non-voting member of the Executive Board.

Section K. NOMINATION AND ELECTION

The members of the organization shall elect the officers of the organization in each even-numbered year. Only members who have been members in good standing for two (2) consecutive years are eligible as nominees to the Executive Board. A member shall be nominated for office by another member in good standing.

Members will be notified in each election year, indicating the opening and closing dates of the nomination process. Election of officers will take place prior to the annual training conference. If none of the offices are contested, the election will take place at the annual training conference.

Each person who is presently a member in good standing shall be eligible to vote in the election of officers.

The Executive Director shall appoint an election committee. The Treasurer shall supply the committee with a list of members in good standing, eligible to vote. The election committee will conduct the election in such a manner as to protect

the integrity and confidentiality of the election. No votes may be counted which are received after the time set as the deadline for voting.

ARTICLE VI. EXECUTIVE DIRECTOR

The Executive Board shall appoint an Executive Director.

The Executive Director shall meet the eligibility requirements for membership or have spent significant time in a position that would have made him/her eligible for membership.

The Executive Director shall be responsible for the overall management of the day to day operations of the organization within the parameters set forth by the Executive Board.

In partnership with the Executive Board, the Executive Director shall be responsible for the organization's consistent achievement of its mission and goals through the management of the operations of the organization.

The Executive Director may sign any contracts, or other such documents which the Executive Board has authorized to be executed, except in such cases where the bylaws or statute has expressly delegated the authority to sign to some other officer of the Organization.

The Executive Director shall be a non-voting member of the Executive Board, except in the case of a tie vote by the Executive Board.

ARTICLE VII. CHIEF OPERATING OFFICER

The Executive Board shall appoint a Chief Operating Officer (COO).

The Chief Operating Officer shall meet the eligibility requirements for membership or have spent significant time in a position that would have made him/her eligible for membership.

The Chief Operating Officer shall be responsible for the overall management of the NADDI websites within the parameters set forth by the Executive Board and any additional projects set forth by the Executive Board.

The Chief Operating Officer shall be a non-voting member of the Executive Board.

ARTICLE VIII. EXECUTIVE BOARD

Section A. CONSIST

The Executive Board shall consist of the officers of the Organization, and the Past President. Each member of the Executive Board must be a member in good standing in the organization.

Section B. FUNCTION

The Executive Board shall have the authority and the responsibility to direct and manage all affairs of the organization not expressly precluded by the bylaws.

Section C. ANNUAL MEETING

The annual meeting of the Executive Board will take place prior to the annual training conference at a time established by the Executive Board.

A joint meeting of the Board of Directors and the Advisory Board shall be held at the annual training conference.

Section D. SPECIAL MEETING

A special meeting of the Executive Board or the Executive Board and the Advisory Board may be called at any time by the President, or by twenty percent (20 %) of the Executive Board or twenty percent (20%) of the Advisory Board. Such requests shall state the purpose of the meeting and notice thereof shall be given as

provided in Section E of this Article. No business other than that stated in the notice of the meeting shall be transacted at any special meeting, unless agreed to by a majority vote of those at the meeting.

Section E. NOTICE OF MEETINGS

Notice of the annual, or special meeting of the Executive Board or Executive Board and Advisory Board shall be mailed to each individual in a timely manner, not less than five (5) days before the date of such meeting. Such notice shall state the place, date, and time of the meeting, and, in the case of a special meeting, the business proposed to be transacted.

Section F. MANNER OF CONDUCTING MEETINGS

The Executive Board may meet at such place and time as they select. They may hold meetings with individuals being "present" by telephone conference or similar electronic communications equipment. Notwithstanding the other provisions of these bylaws, meetings may be held as decided by the Executive Board, without written notice, if Executive Board members present, agree to the meeting by a majority vote. Notwithstanding the other provisions of these bylaws, meetings of the Executive Board and Advisory Board may be held as decided by the Executive Board, without written notice, if Executive Board members present, agree to the meeting by a majority vote.

Section G. QUORUM

At any meeting of the Executive Board or the Executive Board and the Advisory Board, a majority of the members is sufficient for a quorum. If a quorum is absent, a majority vote of those present may adjourn the meeting.

Section H. VACANCIES

Any vacancy occurring in the Executive Board, by reason of death, resignation, removal, or other cause shall be filled by a majority vote of the Executive Board. A person elected by the Executive Board shall be elected for the unexpired term of the office.

Section I. REMOVAL

Any officer, elected or appointed, may be removed by the Executive Board whenever, in its judgment, the best interest of the organization would be served. Such removal will be initiated by any member of the Executive Board, but must have the approval of the Executive Board by a majority vote. Such removal shall be without prejudice. An officer may not vote on his/her own removal, but may speak on his/her own behalf.

Section J. COMMITTEES

The President may pass a resolution to designate one (1) or more committees with one or more Executive Board members each. Members of the organization

may be designated to serve on such committees. These committees serve at the pleasure of the President and Executive Board and report directly to the President.

ARTICLE IX. STATE CHAPTERS

States can petition, in writing, to the national Executive Board for a NADDI state chapter. A majority vote of the national Executive Board, is required to establish a state chapter. The national Executive Board may approve several bordering states in a region to form a state chapter; or may merge bordering state chapters to form a unified state chapter. The requirements of a state chapter are:

1. A minimum of twenty-five (25) members in good standing are verified by the Treasurer. The state chapter maintains a minimum of twenty-five (25) members at all times. Should a state chapter fall below the minimum membership requirement, the national President and national Executive Board shall notify the state chapter of a one-year probationary period for that state chapter to meet minimum membership requirements. If after the probationary period the state chapter has not attained the minimum membership requirement that state chapter shall lose its state chapter status and all benefits afforded to it.

2. The initial state officers are appointed by the national President. The members of the chapter shall elect the officers of their respective chapters in each odd-numbered year. Only members who have been members in good

standing for two (2) consecutive years are eligible as nominees to be officers in the state chapter unless a waiver is approved by the national Executive Board.

The election process shall be conducted under the direction of the national Executive Board. Chapter members will be notified in each election year, indicating the opening and closing dates of the nomination process. Election of officers will require a minimum of 50% participation in the voting process of the active members of the chapter; in the absence of 50% participation the national Executive Board will appoint the officer(s).

3. The President of the state chapter will be a voting member of the National Advisory Board.

4. The state chapter shall not operate in contradiction to the national bylaws or Articles of Incorporation. State chapters shall establish bylaws as directed by the National Executive Board.

5. The state chapters shall submit an annual report to the national Executive Board, noting accomplishments and goals of the state chapter. This report shall be submitted, in writing, thirty (30) days before the annual training conference.

6. Each state chapter President is required to attend the joint meeting of the national Executive Board and Advisory Board at the annual conference. In the event that the state chapter President is unable to attend, the Vice President may attend in his/her place, any other substitution must be approved by the national President.

7. A state chapter conducting a NADDI training seminar or meeting identified as a NADDI event or offering complimentary NADDI membership, must coordinate the event with the national Executive Board before confirming and/or advertising the event. The state chapter must gain approval for all speakers and topics to be considered for the agenda. The state chapter must also provide information pertaining to the date, location, and a copy of the agenda for the training or meeting at least 90 days prior to advertising the event.

8. Any state chapter conducting a training seminar(s) will utilize a registration process approved by the national Executive Board; the process must meet the basic standards for appropriate information gathering and fee processing to maintain accurate membership records.

Any state or regional_chapter conducting a training seminar must forward an electronic close-out record to the national treasurer within 24 hours of the close of the seminar. The electronic record shall consist of: 1) a completed record of

attendance log, 2) any new registration forms, and 3) record of any registration fees collected at the seminar.

9. The national Executive Board maintains the right to discipline or revoke state chapter status if the state chapter violates the state or national bylaws, or does not uphold the principles, objectives, or reputation of NADDI. Discipline or revocation shall be by a majority vote of the national Executive Board.

ARTICLE X. REGIONAL CHAPTERS

The national Executive Board will establish regional chapters consisting of two or more state chapters. A majority vote of the national Executive Board, is required to establish a regional chapter.

The national Executive Board shall create a regional director(s) for each regional chapter. A majority vote of the national Executive Board is required to appoint the regional director(s).

The regional director shall work at the direction of the national Executive Board.

Each regional chapter shall conduct an annual regional training conference. This training conference must be coordinated with the national Executive Board before confirming and/or advertising the event. The regional chapter must gain

approval for all speakers and topics to be considered for the agenda. The regional chapter must also provide information pertaining to the date, location, and a copy of the agenda for the training or meeting at least 90 days prior to advertising the event.

Any regional chapter conducting a training seminar will utilize a registration process approved by the national Executive Board; the process must meet the basic standards for appropriate information gathering and fee processing to maintain accurate membership records.

ARTICLE XI. RULES OF PROCEDURE

When not otherwise provided by the bylaws, the business of the organization shall be conducted in accordance with the most recent edition of Robert's Rules of Order.

ARTICLE XII. MISCELLANEOUS PROVISIONS

Section A. FISCAL YEAR

The fiscal year of the organization shall begin on the first day of January each year.

Section B. DEFINITIONS

Advisory Board – The Advisory Board consists of the presidents of the state chapters.

Mail – “Mail” is defined as either U.S. mail or electronic mail.

Member – The term member is defined in Article III, Section A.

Pharmaceutical Drug – The term “pharmaceutical drug” means a drug and supplement which is regulated by the U.S. Food and Drug Administration and identified as a drug of abuse by law enforcement sources.

Section C. FINANCIAL AUDIT

The financial records of the organization shall be examined and/or audited every two years. The Executive Board shall appoint an independent accounting firm to conduct this examination and/or audit. For the purposes of this section, the term “and” does not override the term “or.”

Section D. AMENDMENTS TO THE BYLAWS

The bylaws may be amended, altered, or repealed by a majority vote of the members at a meeting at which a quorum is attained. Amendments to the bylaws may be proposed by the Executive Board or by a member of the organization.

President

Secretary