



RESTATED BYLAWS
FOR
ALCOHOL & DRUG ABUSE COUNCIL FOR THE CONCHO VALLEY

ARTICLE I – NAME

As provided in its charter, the name of this corporation shall be Alcohol & Drug Abuse Council for the Concho Valley, hereinafter referred to as “The Council.”

ARTICLE II – DIRECTORS AND OFFICERS

- SEC. 1 The Council shall elect a Board of Directors of not less than fifteen (15) nor more than twenty (20) members from residents of State Planning Region 9 to manage the affairs of the corporation.
- SEC. 2 The Board of Directors shall elect officers from among its members consisting of a President, a Vice President, a Secretary and a Treasurer.
- SEC. 3 A nominating committee for officers will be appointed each October by the President. Committee recommendations will be reported in November and nominations from the floor may be made only at that time. Elections will be held in December. New officers will be seated at the January meeting.

ARTICLE III – ELECTIONS

- SEC. 1 Members of the Board of Directors shall be elected for terms as follows:
- A. At the end of the first year and thereafter at each annual meeting, four (4) or five (5) Directors shall be elected for a term of three (3) years.
 - B. Any Director who may have been elected to fill a vacancy as herein provided shall be subject to confirmation or re-election at the annual meeting according to the term of office of the vacancy previously filled.
 - C. A Director is elected to serve a term of three (3) years. At the end of the term, a Director is eligible for re-election for an additional term.



ARTICLE III – ELECTIONS (continued)

- SEC. 2 The Council Officers enumerated in Art. II, SEC.2, of these By-Laws shall serve a term not to exceed two years; the President shall not serve two consecutive terms.
- SEC. 3 The votes of a majority of a quorum of the Board of Directors present shall be required to elect a member of the Board of Directors and a majority of a quorum of members of the Board of Directors shall be required to elect an officer.
- SEC. 4 At the expiration of any term of office or upon the resignation of any officer or director or any member of any committee, such officer, director, or member shall turn over to their successor all money, files, records and other property of The Council which may be in such person’s possession.
- SEC. 5 A member of the Board of Directors may be removed by a majority vote of a quorum of the Board of Directors present for cause. No member of the Board of Directors will be removed without having an opportunity to respond to the Board of Directors regarding any allegations which could lead to removal from the Board. The following actions could be considered as adequate cause for removal from the Board of Directors.
- A. Conviction of a felony while serving on the Board of Directors.
 - B. Breach of confidentiality of client or personnel records.
 - C. Failure to attend three consecutive meetings including committee meetings.
 - D. Behavior of conduct which is not conducive to furthering the objectives and maintaining the reputation of the Council.
 - E. Use of position for the purpose that it is or gives the appearance of being motivated by a desire for private gain for self or others, particularly those with whom there are family, business, or other ties.



ARTICLE IV – COMMITTEES

- SEC. 1 The President of the Council shall appoint all standing committees. The chair person of each standing committee shall be a member of the Board of Directors.
- SEC. 2 The Executive Committee shall consist of the elected officers of The Council, the committee Chairpersons, the CEO and any other Board member so designated by the President.

ARTICLE V – MEETINGS

- SEC. 1 Regular meetings of the Board of Directors shall be held each month. The December meeting shall be designated as the annual meeting.
- SEC. 2 Special meetings of the Board of Directors may be called either by the President or by the Secretary at the request, in writing, of five (5) members of the Board of Directors; or may be approved in a regular meeting by a majority of a quorum of members. Notices for the call of such meeting shall be mailed to each member of the Board of Directors within 48 hours after receipt of such request; and such notices shall contain agendas of the business to be transacted at such meeting. Notification shall be posted in a public place.
- SEC. 3 Emergency sessions can be called by the Executive Committee for the purpose of handling emergencies that arise in the operation of the corporation. Notification shall be posted at least twenty-four (24) hours prior to the emergency meeting.
- SEC. 4 A majority of the members of The Council, present and voting in person, or by proxy, shall constitute a quorum and are authorized to conduct business in the name of The Council. A proxy should be given to the Board President or any other board member prior to the scheduled board meeting.



ARTICLE VI – DUTIES OF OFFICERS

- SEC.1 The President shall preside at all meetings of the Board of Directors, he shall appoint all committee chairmen and shall transact such other business as may pertain to his office. The President shall be an ex-officio member of all committees except the Nominations Committee.
- SEC. 2 The Vice President shall perform the duties of the President during the absence or incapacity of that officer.
- SEC. 3 The Secretary shall verify that complete and accurate records are kept of the proceedings of the meetings of The Council Board of Directors, and of the Executive Committee.
- SEC. 4 The Treasurer shall examine and approve The Council financial reports for completeness and accuracy, with qualified reports made to the Board of Directors, whenever requested, on the condition of the treasury of The Council.

ARTICLE VII – FINANCES

- SEC. 1 All checks drawn upon a bank account of The Council shall require two (2) signatures. A Board member is to sign with the Chief Executive Officer, except in situations where the Chief Executive Officer is inaccessible, then either one board member with signatory authority and the Director of Operations or two (2) Board members with signatory authority are authorized and will suffice.
- SEC. 2 The Council fiscal year shall be September 1 to August 31.
- SEC. 3 An annual audit of The Council’s books and accounts will be made by an independent CPA firm.



ARTICLE VIII – CHIEF EXECUTIVE OFFICER

SEC. 1 The Board of Directors of The Council shall employ a chief executive officer (CEO) for The Council. The Board shall fix the salary ranges for all other employees of The Council. The CEO shall employ all other staff members of The Council and fix their salaries in accordance with the approved salary ranges established by the Board of Directors and in compliance with the approved operating budget.

The Board shall review the CEO’s performance and salary annually no later than thirty days from the beginning of the fiscal year for the purpose of recommending and approving a CEO salary adjustment and/or increase in compliance with the approved operating budget.

SEC. 2 Responsibilities

The CEO shall act as liaison between the programs and the Board of Directors.

SEC. 3 The CEO is to provide management over the Council’s comprehensive alcohol and drug abuse services in accordance with its stated purposes and within the general policies formulated by the Board. Such CEO shall act as advisor to the Board and shall provide the Board with such information as will facilitate the formulation of program policies. The CEO shall, upon direction of the Board, seek funds from any and all sources, state, county, and federal, for program development and maintenance, and control these funds in accordance with previously approved annual operating budget or as otherwise authorized by the Board.



ARTICLE IX – VOLUNTEERISM

SEC. 1 Board assistance with fundraising is expected. Board members' direct involvement and assistance is crucial to the success of our programs and fundraising efforts and/or events. Please be aware, board members are expected to contribute their time and to contribute financially to ADACCV.

SEC. 2 Direct Involvement and assistance is achieved in two ways:

A. Financial contributions towards fundraising and/or improvement efforts and events.

B. Active participation/ working at fundraising and/or improvement efforts and events:

i. Chairing a fundraising committee to ensure the success of the committee's objectives towards the success of the overall fundraising and/or improvement efforts and events.

ii. Active participation as a committee member to ensure the success of the committee's objectives towards the success of the overall fundraising and/or improvement efforts and events.

C. There are times when board members cannot participate as a chair of a committee or be involved as a committee member. At such times, we request board member participation by attending and contributing financially with at least two fundraising and/or improvement efforts and events.

ARTICLE X – AMENDMENTS

SEC. 1 These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present at any regular or special meeting of the Board, a quorum being present; provided that notice in writing of any proposed amendment shall have been sent to the members of the Board of Directors not less than two (2) weeks in advance of the meeting of the Board at which the proposed amendment is to be presented for adoption.

SEC. 2 The notice to members required by SEC. 1 above shall be sufficient if sent to the members at their addresses as recorded in the files of The Council.

Last amended by Board of Directors on March 26, 2013