

# **NATIONAL ASSOCIATION OF DRUG DIVERSION INVESTIGATORS**

## **BYLAWS**

**AS ENACTED NOVEMBER 18, 2009**

### **ARTICLE I. NAME**

The name of the organization shall be the National Association of Drug Diversion Investigators, (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 promote coordination, communication, and cooperation with agencies and individuals engaged in pharmaceutical drug diversion investigations, both nationally and internationally, through the exchange of information of mutual interest for the enforcement of pharmaceutical drug laws.

### **ARTICLE III. MEMBERS**

#### **Section A. ELIGIBILITY**

Any person is eligible to be a member if they are employed in the field of law enforcement or is engaged as an investigator of pharmaceutical drug abuse or misuse; actively engaged in the field of pharmacology; active in enforcing laws involving Controlled Substances; responsible for investigating and prosecuting pharmaceutical drug diversion of health care professionals; or actively involved in the investigation, enforcement, or 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 or before the expiration date of the current year. The breakdown of the dues is a percentage to national NADDI and a percentage to the State Chapter. That amount will be set by the Executive Board.

## Section D. TENURE

Membership shall run for one year from the date of payment or attendance at a training conference in which membership was included in the fee for the training conference.

## 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, five (5) percent 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, and Education and Training Coordinator. 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 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 Treasurer shall have signatory powers for all state chapter monetary accounts.

#### 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. EDUCATION & TRAINING COORDINATOR

The Education and Training Coordinator 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. PAST PRESIDENT

The Past President shall serve a term of two (2) years following his/her term in office as a non-voting member of the Executive Board. In the event the current President is elected to another term of office, the Past President would not continue on the Executive Board, but would be recognized as the immediate Past President.

#### Section J. 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.

Members will be notified in the spring of 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. The results of the election will be announced at 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 and also a member during the previous calendar year 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 consistent achievement of its mission and goals through the management of the operations 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. EXECUTIVE BOARD**

### **Section A. CONSIST**

The Executive Board shall consist of the officers of the Organization, and the Immediate 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 at the location of 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 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 Committee or the Board of Directors, 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.

#### Section K. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall be a non-voting member of the Executive Board for a term of two (2) years.

### **ARTICLE VIII. 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. 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. Any monies remaining in the State treasury shall be forfeited to the national treasury.
2. Officers are appointed at first by the national President and then elected in accordance with the State Chapter bylaws.
3. The President of the State Chapter will be a voting member of the National Advisory Board.
4. A treasury is established with a separate state identification number with all records maintained at the State level according to the State Chapter bylaws.
5. 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.

6. All member dues will be divided between the State Chapter and the national organization at a rate determined by the national Executive Board. All local fundraising proceeds will be retained by the State Chapter.

7. 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 at or before the annual training conference.

8. The treasurer of the State Chapter will provide the national Treasurer with a treasurer's report and a copy of a recent bank statement supporting the amount of funds on hand contained in the treasurer's report, at least (30) days prior to the annual national Executive Board and Advisory Board meeting.

9. State Chapter Presidents are required to attend the national Executive Board and Advisory Board annual meeting. In the event that the State Chapter President is unable to attend, the Vice President may attend in his/her place.

10. Any State Chapter conducting a NADDI training seminar or meeting identified as a NADDI event or including NADDI membership, must notify the national President at least sixty (60) days prior to the date(s) of the training or meeting. The State Chapter must also provide information pertaining to the date, location, and a copy of the agenda for the training or meeting. The agenda shall be provided at least (30) days prior to the date(s) of the training or meeting and subject to the approval of the national Executive Board.

11. Any State Chapter conducting a training seminar which includes a NADDI membership fee must forward a check equal to the amount of membership dues to the national organization within fourteen (14) days of the training seminar along with the corresponding membership information.

12. 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.

13. In the event that a State Chapter is dissolved, all assets shall be forfeited to national NADDI.

## **ARTICLE IX. 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 X. 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**

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

### **Section C. FINANCIAL AUDIT**

The financial records of the organization shall be audited every two years. The Executive Board shall appoint an independent accounting firm to conduct this audit.

### **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.