

BYLAWS  
of  
DRUG REFORM COORDINATION NETWORK, INC.  
as adopted on July 25, 1997, amended on May 13, 1999

**ARTICLE I. Name**

The name of the corporation is the "Drug Reform Coordination Network, Inc." hereinafter referred to as "the corporation."

**ARTICLE II. Purpose**

As provided in the Articles of Incorporation, the corporation is organized to elevate public awareness of the negative consequences of drug prohibition and to advocate for drug policy reform and non-prohibition approaches.

**ARTICLE III. Board of Directors**

A. The property, affairs, and business of the corporation shall be managed by the Board of Directors, which may delegate the implementation of such matters to the executive director.

B. The number of members of the Board of Directors of the corporation shall be an odd number greater than or equal to three, except that the number may differ from these requirements following the resignation or removal of any Director, and excepting the initial board.

C. The Directors of the Board shall all be at least 18 years of age.

D. The term of office of each Director shall be three years, except that the term of office of each of the original eight Directors of the corporation shall be one, two, three, one, two, one, two, and three years respectively, in the order in which they are listed in the Articles of Incorporation.

E. At least one Director's term shall expire at the conclusion of every annual meeting of the Board of Directors. The first such meeting when a Director's term expires shall be the annual meeting held in 1999.

F. A vacancy existing by reason of the expiration of a Director's term shall be filled by designation by a two-thirds vote of the Directors at the annual meeting of the Board of Directors. The Board may re-elect a Director whose term is expiring to a new term of office.

G. A vacancy existing by reason of the resignation, death, or removal of a Director before the expiration of his or her term shall be filled by designation by a two-thirds vote of the remaining Directors. A Director elected to fill a vacant seat on the Board shall serve until the expiration of that term.

H. A Director may resign at any time by giving written notice of resignation to another Director of the Board. Any resignation shall take effect at the time received, unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

I. The Board of Directors shall by a two-thirds vote choose from among the Directors a Chair of the Board who shall preside at all meetings. Meetings of the Board may be called by the Chair or the Executive Director, unless the Chair or the Executive Director designates another Director to call a meeting.

J. A Director may be removed, for valid cause, by a two-thirds vote of the Directors of the Board at any time by action of the Board, provided that 48 hours' notice of the proposed action is included in the notice of the meeting at which such vote is to be taken.

#### **ARTICLE IV. Meetings of the Board of Directors**

A. The Board of Directors may hold its meetings at such places as shall be specified in the meeting notices. Meetings may also be held by telephone conference call or e-mail, following protocols that approximate those used for in-person meetings, or as otherwise designated.

B. Meetings of the Board of Directors shall be held whenever called by the chair of the Board or upon notice signed by a two-thirds majority of the Directors. Advance notice shall be 48 hours, which may be waived by unanimous agreement of the Directors.

C. The Board of Directors shall hold an annual meeting during the first quarter of the year.

D. At any meeting, the presence of more than half of the Directors of the Board, disregarding any unfilled vacancies which may then exist, shall constitute a quorum for the transaction of business.

E. Except as otherwise specifically provided by statutes or these bylaws, adopting, changing, or amending these bylaws, or directly relevant policies or practices, shall require a two-thirds vote of the Directors of the Board. However, the Board is not empowered at any time to enact changes to these bylaws, or take other actions, that would bring the corporation into conflict with its original stated purpose.

F. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect

as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book

## **ARTICLE V. Membership**

Membership shall be granted to any individual who pays dues or volunteers to perform work for the organization. Classes of members include: a) "full" members who pay \$25.00 per year and received a subscription to the organization's printed newsletter; and b) "virtual" members who pay \$10.00 per year and receive e-mail bulletins only. Neither class of members shall have the right to vote.

## **ARTICLE VI. Officers**

A. The officers of the corporation shall be the chair, president, vice-president, secretary, and treasurer. The chair and president must be Directors. The vice-president, secretary and treasurer may be Directors.

B. One officer may hold no more than two of the positions, and no one officer shall hold the two positions of president and vice-president, nor of president and secretary.

C. The term of office of the chair, secretary, and treasurer of the corporation shall be one year, ending at the conclusion of the annual meeting.

D. The officers of the corporation shall be elected by a two-thirds vote of the Board of Directors at the annual meeting.

E. A vacancy existing by reason of the resignation, death, or removal of an officer before the expiration of his or her term shall be filled by designation by a two-thirds vote of the Directors. An officer elected to fill a vacant seat shall serve until the expiration of that term.

F. An officer may resign at any time by giving written notice of resignation to a Director of the Board. Any resignation shall take effect at the time received, unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

## **ARTICLE VII. Duties of Officers**

A. The chair or the president shall have the power to supervise and direct the management and operation of the Corporation and to make decisions as to management, operations, and policy which may arise between meetings of the Board of Directors, so long as such decisions are consistent with decisions of the Board of Directors. The chair shall also call and preside over meetings of the Board of Directors.

B. The secretary shall keep minutes of all proceedings of the Board of Directors.

C. The treasurer shall ensure that the staff of the corporation keep and maintain adequate records of the business transactions of the corporation.

#### **ARTICLE VIII. Staff, Contracts, Loans, Checks, Drafts, Bank Accounts, Etc.**

A. The Board of Directors may delegate the hiring, administration, and termination of staff personnel to the executive director of the corporation.

B. The executive director shall be elected by a two-thirds vote of the Board of Directors to serve as an employee of the corporation. The executive director, who may be a member of the Board of Directors, shall have the responsibility for carrying out the overall policy, control, and administration of the corporation, as determined by the Board of Directors. The executive director is authorized to enter into contracts and agreements, effect loans and advances, sign and endorse checks, and deposit and withdraw funds from the corporation's account or accounts in the name of the corporation, so long as such actions are intended to serve to further the purposes of the corporation.

#### **ARTICLE IX. Advisory Board**

A. The executive director may create and develop an Advisory Board for advice on activities relevant to the corporation's purpose.

B. An individual may be added to the Advisory Board by agreement between the individual and the executive director.

C. Advisory Board members may resign from the Advisory Board by providing written notice. Advisory Board members may be removed by the executive director with or without cause by providing written notice.

#### **ARTICLE X. Amendment of Bylaws and Articles of Incorporation**

A. These bylaws may be amended or repealed by the Board of Directors at a meeting by a two-thirds vote of the Directors present. Advance notice shall be 48 hours, which may be waived by unanimous agreement of the Directors.

B. The corporation's Articles of Incorporation may be amended, or new Articles of Incorporation adopted, by the Board of Directors at a meeting by a two-thirds vote of the Directors present. Advance notice shall be 48 hours, which may be waived by unanimous agreement of the Directors.

## **ARTICLE XI. Dissolution of the Corporation**

- A. The Board of Directors may dissolve the corporation only by a unanimous vote.
- B. A resolution to dissolve the corporation must also include an up-to-date financial report and provisions to distribute the assets and property of the corporation.
- C. Upon dissolution of the Corporation, any assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be disposed of in accordance with the laws of the District of Columbia, Section 501(c)(4) of the Internal Revenue Code or any future federal tax code, and the Articles of Incorporation.

## **ARTICLE XII. Parliamentary Authority**

*Robert's Rules of Order, Newly Revised*, by Sarah Corbin Robert, shall be used in all cases not covered by these bylaws.