

BY-LAWS  
OF  
INDIANA ASSOCIATION OF PREVENTION PROFESSIONALS

Article 1

Name, Location, and Seal

Section 1. Name. The name of the Corporation shall be Indiana Association of Prevention Professionals, Inc.

Section 2. Location. The address of its principal office is 1101 South 13<sup>th</sup> St., Terre Haute, IN. 47802. The location of its principal office, or the designation of its registered agent, or both, may be changed at any time, or from time to time when authorized by the Board of Directors, by filing with the Secretary of State on or before the day any such change is to take effect, or within (10) days after the death of the resident agent, or other unforeseen termination of his agency, a certificate signed by the president or a Vice President, and the Secretary of the Corporation, and verified under oath by one such officers signing the name, stating the change to be made and reciting that change is made pursuant to authorization by the Board of Directors.

Section 3. Seal. The Corporation may have a seal. The absence of the corporate seal from any document shall not affect in any way the validity or "effect of such document.

ARTICLE, II  
Accounting Period

The accounting period of the Corporation shall be a calendar year. Accounting procedures shall be annual audit or accounting review by an outside reputable consultant. IAPP board will select a new accountant every four years.

ARTICLE III  
Board of Directors

**Section I. Election and Qualification.** Annually membership of the Corporation shall elect directors, of not less than three (3) nor more than eleven (11), for a minimum term of three (3) years, and they shall hold office until their successors are chosen and qualified, for no more than two consecutive terms.

**Section 2. Vacancies.** Any vacancy occurring in the Board of Directors caused by death, resignation, increase in number of Directors, or otherwise, shall be filled by a majority vote of the remaining members of the Board, annually. Vacancies shall be filled by protocols identified by board. Self or membership nominations shall be submitted to the board for final majority vote.

**Section 3. Quorum.** A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 4. Organizational Meeting.** The Board of Directors shall meet in November for the purpose of organization, election of members and officers, and consideration of any other business that may be brought before the meeting.

**Section 5. Other Meetings.** Other meetings of the Board of Directors may be held upon the call of the President, or of twenty percent (20%) of the members of the Board of Directors of the Corporation at such place, within the State of Indiana, upon two (2) days notice, specifying the time, place, and general purposes of the meeting. Consensus of the Board will establish regular monthly meetings to be held without the mailing of notices of such meeting to the members of the Board.

**Section 6. Powers of the Board of Directors.** The Board of Directors shall have power to fix the salaries of all employees and contractors. They have the power to employ and discharge employees and contractors. Board has the power to manage training/clerical positions and execute additional contracts when necessary.

The Board may, by resolution, from time to time, prescribe the manner in which all obligations of the Corporations shall be issued and signed.

The Board may also prescribe the manner in which the books of the Corporation shall be kept and audited, and the affairs of the Corporation managed; and in general said Board shall have full charge and management of the business affairs of said Corporation, with full power to act in the premises.

#### ARTICLE IV Officers of the Corporation

**Article IV. Section 1. Election.** At the November meeting of the Board of Directors, there shall be elected a President, a Vice President, a Secretary and a Treasurer for a period of one (1) year, or until their successors are elected and qualified.

All officers shall be chosen from the Board of Directors. If the November meeting is not held, this shall not cause any defect in the corporate existence of the Corporation, but the officers for the time being shall hold over until their successors are chosen and qualified. No employees of corporation shall reside on board. This does not include contracted services.

**Section 2. Removal.** Any elected director of the Corporation may be removed at any time by a majority of the Board of Directors.

**Section 3. The President.** The President shall preside at all meeting of Directors discharge all duties which devolve upon. a presiding officer, and perform such other duties as these By-Laws provide, or the Board of Directors may prescribe. The President shall have full authority to execute proxies in behalf of this Corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships or individuals the agent of this Corporation, all subject to the provisions of the Act, and all Acts amendatory thereof and supplemental thereto. The President shall send out meeting reminders and develop the agenda for board meetings.

**Section 4. The Vice President.** The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these By-Laws may require or the Board of Directors may prescribe.

**Section 5. The Secretary.** The Secretary shall attend all sessions of the Board of Directors and shall act as Clerk thereof and record all votes and keep an accurate record of the minutes of the proceedings of all such meetings.

**Section 6. The Treasurer.** The Treasurer shall have or designate with oversight, custody of the corporate funds and securities and shall keep full and accurate account of all receipts and disbursements, and shall deposit all moneys to the credit of the Corporation in such depository as may be prescribed by the Board of Directors from time to time. The treasurers shall act as a liaison with a reputable CPN Accounting firm to ensure outside annual audit or accounting review. Treasurer shall report to board as designated by President.

## ARTICLE V Members

**Section I. Classes.** There shall be one class of members. There shall be no distinction between memberships; all members shall have the same rights, preferences, limitations and restrictions.

### **Section 2. Meetings.**

- a. Annual Meeting. An annual meeting of the members of the corporation shall be held at a time and location chosen by the Board of Directors.
- b. Special Meetings. Special meetings of members may be called by the president, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth (1/10) of the members authorized to vote by the Articles of Incorporation.
- c. Notices. A written or printed notice stating the place, day and hour any proposed

special meeting of the members and the purpose for which the special meeting is called, shall be delivered, mailed or emailed by the Secretary, or by the officer or person calling the meeting, to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ten (10) days before the date of the meeting.

d. Voting. Every member shall have the right to one (1) vote for in his/her name on the books of the Corporation. No member whose dues or assessments are unpaid shall be entitled to vote. A member may vote by a ballot provided by the Board of Directors.

e. Quorum. A majority of the persons qualified to vote as members, represented in person or by proxy, shall constitute a quorum.

f. Organization. The President and, in his absence, any officer authorized, and, in their absence, any member chosen by the members present, shall call meetings of the members to order and shall act as chairman of such meetings, and the Secretary of the Corporation shall act as secretary of all meetings of members. In the absence of the Secretary, the presiding officer may appoint a member to act as secretary of the meeting.

#### ARTICLE VI Executive Committee

The officers of the Corporation, when elected by the Board of Directors, shall constitute an Executive Committee. The Executive Committee shall exercise all the responsibilities, authority, and duties that is delegated or assigned to it by the Board of Directors.

#### ARTICLE VII Amendments

These By-Laws may be altered, repealed, or amended in whole or in part, and new By-Laws may be adopted at any regular meeting of the Board of Directors and at a special meeting of the Board of Directors by a majority vote; provided, however, that notice of such meeting shall contain notice of such proposed changes.

Accepted and adopted this 18th day of December, 2009

By:

\_\_\_\_\_  
, President

\_\_\_\_\_  
, Vice-President

\_\_\_\_\_  
, Treasurer

CERTIFICATION

I hereby certify that the above and foregoing is true and accurate copy of the by-Laws of Indiana Association of Prevention Professionals, Inc., accepted on the \_\_\_\_  
Day of \_\_\_\_\_ 200\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ Secretary