

FRIENDS OF NAVAJO COUNTY ANTI-DRUG COALITION, INC.

BYLAWS

PREAMBLE: We, the Officers and Directors of the Friends of Navajo County Anti-Drug Coalition, Inc., in recognition of the need for a nonprofit, public service organization dedicated to promoting public support and participation in the programs that benefit and promote the awareness of drug abuse in the community do hereby adopt these Bylaws.

ARTICLE I OFFICES

The Principle Office of the corporation shall be in the County of Navajo. State of Arizona.

ARTICLE II BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business affairs and property of the corporation shall be managed and controlled by its Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

- a. Number. The number of Directors shall not be less than three (3) nor more than twenty (20) members including the officers.
- b. Tenure. The Directors shall be elected at each annual meeting of the Board of Directors. All Directors shall be elected for terms of three (3) years, provided that after the effective date of these bylaws, the Board of Directors shall be authorized to establish such initial terms of Directors to be elected at the next three subsequent annual meetings so as to achieve alternating two year terms, whereby one-third of the Directors are to be elected at each subsequent annual meeting.
- c. Composition, Qualifications and Voting. The composition of the Board of Directors shall consist of regular and honorary Directors.
 - a. Regular Directors shall be composed of volunteers from the community who share the goals and objectives of the corporation.
 - b. Regular Directors shall be entitled to one (1) vote on each matter submitted to a vote on the Board of Directors.
 - c. Honorary Directors may be elected at the discretion of the Board of Directors and may include but not be limited to contributors, public officials, business and community leaders.
 - d. Honorary Directors shall not be entitled to vote.

Section 3. ELECTION

- a. The Directors shall hold office until the expiration of their respective terms of office and until their successors have been elected and qualified, unless sooner removed by death, resignation, disqualification or otherwise.
- b. The election of Directors to fill the expired term of any Directors shall be held at the next regular meeting. The election of Directors to fill the unexpired term of any Director shall be held at the next meeting called by the Board for that purpose.

Section 4: VACANCIES. In the case of any vacancy on the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors by an affirmative vote of a majority thereof, may elect a successor to hold office until the next meeting for the election of Directors, and until the election and qualification of his/her successor.

Section 5. REMOVAL. A Director may be removed for cause by vote of two-thirds (2/3) of all directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto.

Section 6. COMPENSATION. Directors shall not receive salaries in their service.

ARTICLE III MEETINGS

Section 1. ANNUAL MEETINGS. Regular meetings of the Board of Directors may be held at such time and at such places within or without the State of Arizona and as may from time to time be determined by resolution of the Board, which resolution may authorize the President to fix the specific date and place of each of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3. SPECIAL MEETINGS. Special meetings of the Directors may be called by the President and shall be called by the President or Secretary at the direction of not less than two Directors then in office, or as may otherwise be provided by law. Such meetings shall be held in Navajo County, Arizona, unless otherwise directed by the Board of Directors and stated in the notice of meeting, in which case, the meeting may be held at any place within or without the State of Arizona. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

Section 4. NOTICE. Notice of the annual meeting shall be published at least ten (10) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The Board of Directors shall be electronically notified.

Section 5. QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business. The action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as required by statute or other sections of the Bylaws.

Section 6. CONDUCT OF MEETINGS. Meetings of the Directors shall be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 7. ACTIONS/DECISIONS IN LIEU OF MEETINGS. If and when the Directors shall severally or collectively consent verbally or electronically to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid an action as though it had been authorized at a meeting of the Directors and shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8. GENERAL POWERS AS TO NEGOTIATE PAPER. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations or other negotiable paper or other instruments for the payment of money and designate the officer or officer, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation.

Section 9. POWERS AS TO OTHER DOCUMENTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President or any Vice President, by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer.

ARTICLE IV OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. ELECTIONS. The officers of the Corporation shall be elected/affirmed annually by the Board of Directors at the Annual Meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. TERM OF OFFICE. The term of office for all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Corporation and thereafter until their respective successors are chosen or until their resignation or removal. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at any subsequent time specified in the notice of the resignation. The Directors shall have power to fill any vacancies in any offices occurring for whatever reasons.

Section 4. REINBURSEMENT. The Board of Directors shall receive reimbursement for board-approved expenses (receipts must be provided).

Section 5. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by 2/3 of the Board of Directors whenever in its judgement the best interests of the Corporation would be served thereby. Such removal shall be without prejudice.

Section 6. PRESIDENT. The president shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he/she shall be in charge of the business and affairs of the Corporation; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. Exception those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he/she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplished such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer there unto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities, which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different office or agent of the Corporation by the Board of Directors.

Section 7: VACANCIES. A vacancy in any office occasioned by death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at its next regular meeting, or a special meeting called for tat purpose, for the unexpired portion of the term.

Section 8. V

VICE_PRESIDENT. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President (or in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or the board of directors.

Section 9. SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors in one or more books provided for that purpose; prepare and send all notices as provided under these Bylaws, or as required by law; be custodian of the corporate records; keep a register of the addresses of each member of the Board of Directors, honorary members of the Board of Directors and Contributors and, in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors, Corresponding Secretary duties may be assigned to another director.

Section 10. TREASURER. If required by the Board of Directors, the Treasurer may give bond for the faithful discharge of his/her duties in such sum, and with surety or sureties, as the Board of Directors shall determine. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Corporation; receive and provide upon request receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks , thrus companies or other depositories as shall be selected by the President and, in general, perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 11. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The Assistant Secretaries and Assistant Treasurers shall, in general, perform such duties as shall be assigned to them by the Secretary or Treasurer, or by the President or the Board of Directors, and if required by the Board of Directors, the Assistant Treasurer shall give a bond for the faithful discharge of his/her duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE V COMMITTEES

Section 1. COMMITTEE OF DIRECTORS: The Board of Directors may, by resolution or resolutions passed, designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Said committees shall not have the authority to make , alter or amend the Articles of Incorporation or the Bylaws; elect, appoint, or remove any member of any such committees, or any director or officer of the Corporation; or adopt a plan of merger, consolidation or dissolution; or to authorize the sale, lease, exchange or mortgage all or substantially all of the property and assets of the Corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors of any individual director, or any responsibility imposed by the law.

Section 2. TERM OF OFFICE. Each member of a committee shall continue as such until successors are appointed, unless such committee shall be sooner terminated, or unless such member be removed, resigns or otherwise cease to qualify as a member thereof.

Section 3. COMMITTEE CHAIRPERSON: One member of each committee shall be appointed chairman by a majority vote of the committee members.

Section 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of committee members shall be the act of the committee.

Section 6. RULES: Each committee may adopt rules for its own government, not inconsistent with these Bylaws or with rules adopted by the Board of Directors. In any case, Robert's Rules of Order shall prevail at all meetings of the committee membership, unless specifically or otherwise provided by resolution adopted by the Board of Directors.

Section 7. PERMANENT COMMITTEES: The permanent committees shall be:

- a. Executive Committee (consisting of the officers of the Board)
- b. Fund Raising/Public Relations Committee

Section 8. STANDING COMMITTEES: The standing committees shall be:

- a. Bylaws
- b. Nominating

ARTICLE VI BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts, and may keep minutes of all proceedings of its Board of Directors and Committees. Any voting member of the Board of Directors, and his agent or attorney may inspect all books and records of the Corporation for the proper purpose at any reasonable time.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation,

shall be signed by such officer or officers, agent or agents for the Corporation in in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer.

Section 3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4, GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII FISCAL YEAR

The Fiscal "Year for the Corporation shall end on December 31st of each year.

ARTICLE IX CORPORATE SEAL

The Board of Directors shall provide a Corporate Seal, which shall have inscribed thereon the name of the Corporation, the State of Arizona and the year of 2007.

ARTICLE X DUES

Section 1.. Should the Corporation establish a membership program, then the Board of Directors may determine from time to time the amount and payment date of annual dues payable to the Corporation.

Section 2. Proper notification and/or approval shall be filed with the Internal Revenue Service and other government authorities.

ARTICLE XI AMENDMENT

These Bylaws may be altered, amended or repealed, or new Bylaws adopted by a vote of at least three-quarters (3/4) of the full Board of Directors of the corporation.

ARTICLE XII INDEMNIFICATION AND INSURANCE

Section 1. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action

by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. The Corporation may indemnify any person who was or is in a party, or is threatened to be made a party to any threatened, pending or completed action or suite by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if reasonably incurred by him in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be, or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issuance or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article V or in defense of any claim, issue or matter therein he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Any indemnification under Sections (1) and (2) of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article V. Such determination shall be made (i) by the board of Directors by a majority of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article V.

Section 6. The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official and as to action in another capacity while holding such offices, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article V.

IN WITNESS WHEREOF, the foregoing Bylaws were adopted on this 31st day of May 2007, by all the members of the Board of Directors of the Corporation, as Non-Profit Corporation under Arizona State laws and Section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws).

Barbara Bruce

Ande Hall Johnson

Mary Jeanne Munroe

Elaine Sawyers