

**-Amended and Restated-**

**ARTICLES OF INCORPORATION AND  
BYLAWS OF**

**THE ASSOCIATION OF UTAH SUBSTANCE ABUSE PROFESSIONALS, INC.**

*Pursuant to Utah Code Ann. 16-6-53,5, we, the undersigned natural persona of the age of twenty-one years (21) or more, acting as the Board of Trustees of the Association of Utah Substance Abuse Professionals, Inc., (hereafter "Board"), do hereby restate and amend the Bylaws and Articles of Incorporation, which Restated Articles of Incorporation do hereby supersede the original articles of incorporation and all prior Amendments thereto.*

**ARTICLE 1: NAME**

The name of this corporation is **"The Association of Utah Substance Abuse Professionals, Inc."** and may be known by the acronym **"AUSAP"**.

**ARTICLE 2: DURATION**

The Corporation is to have perpetual existence unless dissolved or terminated according to law.

**ARTICLE 3: REGISTERED AGENT**

The name and address of the registered agent and registered office of this corporation is:

**Michael R. Odom, 7601 S. Redwood Road, Bldg. E, West Jordan, Utah 84084**

A. **PRINCIPLE OFFICE**: The principal office of The Association of Utah Substance Abuse Professionals, Inc., AUSAP, (hereinafter the "Association"); a non-profit corporation incorporated under the laws of the State of Utah, shall be in the State of Utah.

B. **OTHER OFFICES**: The Association may have such other office or offices, at such suitable place or places within Utah, as may be designated from time to time by the Board of Directors of the Association.

**ARTICLE 4: PURPOSES**

The purposes of the Association are to (1) promote awareness by the general public and State of Utah to the diseases of alcoholism, drug addiction and other addictive disorders; (2) to cooperate with official and voluntary health, welfare, educational, and rehabilitation agencies concerned with the prevention, control, and treatment of individuals afflicted with the physical, emotional, or mental problems of addiction; (3) to better serve those who are afflicted and their families; (4) to encourage the organization of professional addiction counselors throughout the state, to examine, endorse, and encourage competent and comprehensive programs for the education of addiction counselors; (5) to conduct conventions, seminars, and educational programs to increase the competence and knowledge of individual members and the general public; (6) and to engage

in such other related activities as may be desirable or required to fulfill the purposes and objectives of the Association.

## **ARTICLE 5: MEMBERSHIP**

- A. **MEMBERSHIP**: By meeting the requirements, as they are determined by the Board of Directors from time to time, and by maintaining all dues and fees required by the Board of Directors.
- B. **VOTING PRIVILEGES**:
1. Each individual member in good standing shall be entitled to one vote in all elections of the Association for the offices of President, President-Elect, Treasurer, and Secretary.
  2. Each individual member in good standing shall be entitled to one vote on all matters, which may come before the membership.
  3. Each individual member in good standing shall be entitled to one vote on all executive elections and any and all matters which may come before the membership for a vote.
  4. All elections for executive positions shall be held via membership meeting; mail in ballots; electronic ballots or by designated voting method. All other elective issues that pertain to membership voting shall be determined by the executive board.
- C. **REPRESENTATION OF MEMBERSHIP**: Individual members in good standing shall have the right to represent themselves as members of the Association.
- D. **APPLICATION OF MEMBERSHIP**: All individuals and entities desiring to become members of the Association shall complete, submit, and sign the application form. Any willful misstatements in the application shall be grounds for automatic rejection of the application or subsequent expulsion if the applicant has been elected to membership. The application shall be accompanied by the prescribed dues as specified in the application.
- E. **FEES AND DUES**: Annual dues payable by members of the Association shall be determined by resolution of the Board of Directors of the Association at its annual meeting and shall be effective for the subsequent fiscal year. Dues, which remain unpaid after thirty (30) days following reasonable notice to the members, shall be considered delinquent and shall constitute grounds for termination of membership without further proceedings.
- F. **REINSTATEMENT**: Any member whose membership shall have been terminated as a result of the failure of such member to pay any annual dues may re-apply for membership pursuant to the provisions of Article 5 (D) of the bylaws.
- G. **REMOVAL: TERMINATION OF MEMBERSHIP**: Members may be removed or terminated from membership for cause by a two-thirds vote of the Executive Committee of the Board of Directors of the Association. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint, and given reasonable opportunity to offer a defense. If removed, such member may appeal the decision of the Executive Committee to the Board of Directors of the Association, provided that notice of intent to appeal is provided to the President, in writing, at least thirty (30) days in advance of the meeting of the Board of Directors at which such appeal is to be discussed.

- H. RESIGNATION: Any member of the Association may resign by filing a written letter of resignation with the President. Such resignation shall not relieve the resigning member from the obligation to pay any dues theretofore accrued and unpaid.
- I. REFUND: No dues shall be refunded to any member whose membership terminates for any reason.

## **ARTICLES 6: MEETING OF MEMBERS**

- A. ANNUAL MEETING: An annual meeting of the membership of the Association shall be held, with or without the State of Utah for the purpose of transacting any and all other business than may properly be brought before the meeting. The Executive Committee of the Association shall designate the time, day, and location for each annual meeting.
- B. SPECIAL MEETINGS: Special meetings of the membership may be called by the President of the Board of Directors, the Board of Directors or members constituting not less than ten percent of all members entitled to vote at such meeting, who shall, in a writing addressed to the Secretary of the Association, direct that such a meeting be called.
- C. LOCATION OF MEETINGS: Annual or special meetings of members may be held at such places, within or without the State of Utah, as may be designated by the Executive Committee of the Association or in the notice of meeting.
- D. NOTICE OF MEETING: Written notice stating the time, day and location of each annual or special meeting and, unless it is an annual meeting, indicating the purpose(s) for which the meeting is being called, shall be delivered, either personally or by other means as directed by the Executive Committee, to all members of the Association at least ten (10) days but not more than sixty (60) days prior to the date of the meeting.
- E. QUORUM: Five (5) percent of the members of the Association entitled to vote, represented in person shall constitute a quorum for the transaction of business of the Association at any annual or special meeting of the membership.
- F. MANNER OF ACTING: The affirmative vote of the majority of the votes cast by members present (in person at a meeting—at which a quorum is present or by designated voting method), shall be the act of the membership of the Association unless a greater proportion is required by the Articles of Incorporation, these bylaws, or applicable law; except as otherwise provided by the Articles of Incorporation, these bylaws, or applicable law, the membership shall not have any voting rights in relation to the governance of the Association.
- G. PROCEDURE AND ORDER OF BUSINESS: Parliamentary rules, as stated in the most recent edition of “Robert’s Rules of Order, Newly Revised” shall govern the procedure of all meetings of the Association, including meetings of the membership.

## **ARTICLE 7: BOARD OF DIRECTION**

- A. GENERAL AUTHORITY: There shall be a Board of Directors of the Association which shall direct the affairs of the Association. The Board of Directors shall (1) approve goals

and strategies to be accomplished, (2) monitor the achievement of the goals and strategies, and (3) allocate the necessary resources to achieve the goals and strategies, (4) and monitor that the resources are used efficiently and effectively. The Board of Directors shall be vested with the powers possessed by the Association itself including (1) the power to determine the policies of the Association; (2) to prosecute its purposes; (3) to disburse the funds of the Association; (4) and to adopt such rules and regulations of the conduct of its business, responsibility, and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the Association (in their present form or as they may be amended), or to any applicable law.

- B. NUMBER OF DIRECTORS: The number of directors constituting the entire Board of Directors shall be not less than one (1) or any more than fifteen (15).
- C. MEMBERSHIP: As provided in the Articles of Incorporation, the Board of Directors of the Association shall be composed of one, to fifteen members. Each of the officers of the Association shall be a director of the Association. Each director of the Association shall be a member in good standing of the Association and shall hold office for a term of two years. Vacancies, as they occur on the Board of Directors by resignation, death, incapacity, or the lack of one or more of the members thereof, shall be filled by appointment of the Executive Committee.
- D. RESIGNATION: Any director may resign at any time by giving written notice to the President. Such resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- E. REMOVAL: Any director may be removed from such office by a two-thirds vote of the Executive Committee at any regular or special meeting of the members called for the purpose of removing such director at which a quorum is present, for (1) violation of these bylaws or (2) engaging in any other conduct prejudicial to the best interests of the Association. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the members scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, (2) an opportunity to appear before the members or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days (30) after sending such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office.
- F. REGULAR MEETINGS: Annual meeting of the Board of Directors shall be held each year, at such time and place as shall be fixed by the Executive Committee, for the transaction of such other business as may properly come before the meeting. Regular meetings of the Executive Committee of the Association shall be held at such time, day and place and in such manner as shall be designated by the President, for the purpose of transacting such business as may come before the meeting.
- G. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

- H. NOTICE: Notice of the time, day and place of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to the date thereof by notice sent by mail, email, instant messaging, telegram, and/or telephone to each director through his or her contact information as shown by the records of the Association. The purpose for which a special meeting is called shall be stated in the notice thereof.
- I. QUORUM: Fifty-one percent of the directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of directors is present at such meeting. A majority of directors present may adjourn the meeting from time to time without further notice.
- J. MANNER OF ACTING: The affirmative vote of a majority of the directors present at a meeting of the Board of Directors at the time of such vote, if a quorum is then present, shall be the act of the Board of Directors, unless a greater portion is required by the Articles of Incorporation, these Bylaws, or applicable law.
- K. COMPENSATION: Directors shall not receive any compensation for their services as members of the Board of Directors.
- L. LIABILITY OF DIRECTORS: A Director shall have no individual liability for any claims or damages that may result from acts in the discharge of any duty imposed, or in the exercise of any power conferred, upon such director by the Association if such director acted in accordance with his or her good faith judgment of the best interests of the Association; unless such director has knowledge or information concerning the matter in question that makes reliance unwarranted if such director relied upon information opinions, reports, or statements prepared or presented by (a) one or more officers or employees of the Association whom the director believes, in good faith, to be reliable and competent in the matters presented, (b) legal counsel, public accountants, or other persons as to matters the director believes, in good faith, are within the person's professional or expert competence, or (c) a committee of the Board of Directors of which such director is not a member if the director believes, in good faith, that the committee merits confidence.

## ARTICLE 8: OFFICERS

- A. OFFICERS: The officers of the Association will consist of a President, a President Elect, an Immediate Past President, Secretary and a Treasurer. One person may not simultaneously hold more than one office with the Association.
- B. QUALIFICATION AND ELECTION OF ELECTED OFFICERS: 1. The President Elect shall assume the office of President immediately upon the termination of the preceding President's term in office and upon election and qualification of his or her successor. 2. The President Elect, Secretary, and Treasurer of the Association shall be elected by the members of the Association entitled to vote according to procedures approved by the Board of Directors or at a meeting of the members. Only members in good standing shall be eligible for an elective office with the Association. Subject to approval of the Board of Directors, however, they may take a leave of absence from such duties during their term of office and remain eligible.

- C. TERM OF OFFICE: Each officer of the Association shall assume office at the annual meeting of the Board of Directors, following their election, and shall hold office for a term of two years. Effective December 2014 and for the future, odd year elections will be held for the Secretary and Treasurer. In even numbered years, elections will be held for President (if needed) and President Elect; this will create a one-time exception for the current President and President Elect to hold office for a three (3) year terms each allowing for staggered elected positions. Persons may serve more than one term in any office other than the offices of President and President Elect. Notwithstanding the foregoing, no person shall be eligible to serve more than two full terms in the same office. In the event that a person is appointed to an office as a result of vacancy, and serves no more than one year in such office, such term shall not count toward such person's two-term limit in such office.
- D. RESIGNATION: An officer may resign at any time by giving written notice to the President. Such resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- E. REMOVAL: Any officer may be removed by the Board of Directors at any regular or special meeting of the Board, at which a quorum is present, for engaging in conduct prejudicial to the best interests of the Association.
- F. VACANCIES: In case of resignation of an officer of the Association other than the President, or if for any other reason, including ineligibility or removal, an officer is unable to complete his or her term; the Executive Committee shall be solicited for nomination and shall elect a successor to complete the un-expired term. In the event of a vacancy in the office of the President, the President Elect shall automatically assume the duties of the President and shall serve in that capacity for the remainder of the un-expired term without prejudice to any succeeding term to which he or she might be entitled.
- G. PRESIDENT: The President of the Association shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation including but not limited to (1) preparing the agenda for the annual meeting and other regular meetings and (2) having general knowledge and responsibility for supervision of the business of the Association. Notwithstanding the foregoing, the President of the Association shall have the following specific powers and duties: (1) The President shall be an ex officio member of all committees and Chair of the Board of Directors and shall prepare the agenda for the meetings of the Board. (2) The President shall also perform such other duties as the Board of Directors may, from time to time, designate. (3) The President shall preside as the chairman of the Executive Committee of the Board of Directors.
- H. PRESIDENT ELECT: The President Elect shall perform all duties incumbent upon the President during the absence or disability of the President; shall prepare for his or her succeeding term as President, and shall perform such other duties as the Board of Directors or the President may, from time to time, designate.
- I. TREASURER: The Treasurer of the Association shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of the corporation, including the following duties and responsibilities: (1) He or she shall be responsible for developing and reviewing the fiscal policies of the Association. (2) He or she shall ensure that an account is maintained of all monies received and expended for the use of the Association. (3) He or she shall ensure that all monies of the Association are deposited in a

bank or trust company or trust companies, and that authorized disbursements are made there from. (4) He or she shall render a report of the finances of the Association at the Annual Meeting of the Association or whenever requested by the President showing all receipts and expenditures for the current year. (5) He or she shall also perform such other duties as the Board of Directors or the President may, from time to time, designate. (6) The Board may appoint an Assistant Treasurer to perform such duties as the Treasurer may, from time to time, delegate.

- J. SECRETARY: The Secretary of the Association shall have all powers and perform all duties commonly incident to and vested in the office of secretary of a corporation, including the following duties and responsibilities: (1) He or she shall attend all meetings of the Board of Directors, and of such committees as may be appointed and be responsible for keeping, preserving in the books of the Association, and distributing true minutes of the proceedings of all such meetings. (2) He or she shall ensure that all notices are given in accordance with these Bylaws. (3) He or she shall perform such other duties as the Board of Directors or the President may, from time to time, designate. (4) The Board may appoint an Assistant Secretary to perform such duties as the Secretary may, from time to time, delegate.
- K. The Immediate Past President shall serve as a member of the Board of Directors; he or she shall perform such other duties as the Board of Directors or the President may, from time to time, designate.

## **ARTICLE 9: COMMITTEES**

The Board of Directors is hereby authorized to create one or more committees and may appoint members of the Board of Directors of the Association to serve on them. To the extent that any committee is composed of non-director members, such committee shall be purely an advisory committee to the Board of Directors, and shall have no decision-making authority.

All committees shall be membership focused and must orient their actions to member interest and welfare to include the recruiting and retention of addiction professionals and organizations. Committee Chairs shall be cognizant of the continuing requirements to provide participation opportunities and to cause committee activities to reflect and feature the ongoing multi-cultural inclusive nature of the Association.

Each committee member, including the Committee Chair, shall be a member in good standing of the Association.

The Committee shall include, but not be limited to, the following:

- A. EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the President, the President Elect, Treasurer, Secretary and Immediate Past President, who in the intervals between the meetings of the Board of Directors, shall be delegated any or all of the powers of the Board of Directors in the management of the business and affairs of the Association, except the power to undertake any activities which the Board of Directors has expressly reserved for itself. At any meeting of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Special meetings of the Executive Committee may be called by any member thereof on one (1) days' notice to the other members thereof. Meetings of the Executive

Committee may be conducted by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting and participation by such means shall constitute presence in person at such meeting.

- B. **OTHER COMMITTEES**: Other Committees will include, but not be limited to: Education, Credentialing, Marketing, Nominations and Elections, Scholarships, and Ethics committees, each of which will function in accordance with specific policies and procedures, which are approved by the Board of Directors.

#### **ARTICLE 10: FISCAL YEAR**

The fiscal year of the Association shall commence on January 1<sup>st</sup> and terminates on December 31<sup>st</sup>.

#### **ARTICLE 11: INDEMNIFICATION**

A. **GOOD FAITH ACTION**: The Association shall be authorized to indemnify each of its directors and officers from and against any and all judgments, fines amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein, imposed upon or inserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made that such director or officer (1) acted in good faith, (2) believes (i) in the case of conduct in his or her official capacity with the Association, that his or her conduct was in the best interests of the Association, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interest of the Association, and (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Such determination shall be made either judiciously or by the Board of Directors of the Association acting by a quorum consisting of directors who are not parties to such action or proceeding or, if a quorum of the Board of Directors is not obtainable, by independent legal counsel. If the foregoing determination is to be made by the Board of Directors, the Board of Directors may rely, as to all questions of law, on the advice of independent legal counsel.

B. **INCLUSION**: Every reference herein to a member of the Board of Directors or officer of the Association shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The rights of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

**ARTICLE 12: DISSOLUTION**

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association in such manner as the Board of Directors shall determine.

**ARTICLE 13: AMMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed by a two-thirds majority vote at any meeting of the Board of Directors of the Association.

**ARTICLE 14: PROMULGATION OF THE BYLAWS**

These Bylaws shall be the foundation of all activities conducted by the Association in pursuit of its goals and objectives. The President shall establish sufficient policies and procedures to affect the daily conduct of Association business. These policies and procedures shall be the domain of the President as approved by the Executive Committee acting on behalf of the Board of Directors.

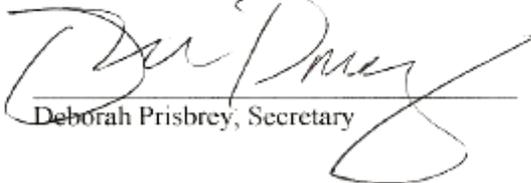
*The undersigned Trustees hereby declare under penalty of perjury that the statements in the foregoing RESTATED ARTICLES OF INCORPORATION are true, that no shareholder exists, and that the President, President Elect and other Officers of the Corporation are duly authorized to sign the same pursuant to Utah Code Ann. 16-6-5. Pursuant to Utah Code 16-6A-1005, the amendment has been adopted by unanimous vote by all members of the corporation. The number of votes cast was '11' and the number of votes in favor of 'Restated Articles' as contained herein was '11'.*

**DATED** this 19<sup>th</sup> day of December, 2014 by the Board of Trustees of the Corporation.

  
Michael R. Odom, President

  
Shawn McMillen, President Elect

  
Ann Coburn, Treasurer

  
Deborah Prisbrey, Secretary