

**BYLAWS
OF THE
SUBSTANCE ABUSE PROGRAM ADMINISTRATORS'
CERTIFICATION COMMISSION**

Effective 1/1/2010, as adopted by Commission 6/11/09.

ARTICLE I

NAME

1. Name: The name of this corporation shall be known and designated as the Substance Abuse Program Administrators' Certification Commission (hereinafter "SAPACC").

ARTICLE II

PURPOSE

1. SAPACC shall be organized as a non-stock, nonprofit corporation pursuant to Section 501 (c) (6) of the Internal Revenue Code; however SAPACC shall be operated exclusively for educational, scientific and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or any successor provision). Solely in furtherance thereof, SAPACC shall establish and administer proficiency training and certification programs for the purpose of promoting and enhancing the quality and level of professional knowledge and skills of individuals providing drug and alcohol testing and related services to the public, and further shall serve as a source for funding educational programs relating to drug and alcohol abuse, prevention, and/or testing established and administered by one or more organizations organized and operated exclusively for charitable purposes (within the meaning of Section 501 (c) (3) –1 (b) (4) of Internal Revenue Regulations or any successor provision) relating to drug and alcohol abuse, prevention, and/or testing.
2. Solely in furtherance of its educational, scientific, and charitable purposes, SAPACC shall have the power to:
 - a. Sponsor, conduct, direct, engage or otherwise participate in educational programs on the administration of drug and alcohol detection and deterrence programs or other programs not directly related to the certifications administered by this organization;
 - b. Sponsor, develop, conduct, direct, engage or otherwise participate in national examinations designed to certify minimum competence level of knowledge and skills concerning drug and alcohol detection and deterrence, including competence in federal and state requirements governing drug and alcohol testing;
 - c. Sponsor, develop, conduct, direct, engage or otherwise participate in recertification programs designed to assure continuing minimum competence level of knowledge and skills concerning drug and alcohol detection and deterrence by documentation

of continuing education (24 hours per three-year period, beginning with satisfactory completion of the certification examination) or by the recertification candidate passing the current certification examination;

- d. Sponsor, develop, conduct, direct, engage or otherwise participate in recertification programs designed to assure continuing minimum competence level of knowledge and skills concerning drug and alcohol detection and deterrence by documentation of continuing education (requiring 24 hours each three-year period from the last certification examination anniversary, with such documentation required without exception of all C-SAPAs effective 2010) or by the recertification candidate passing the current certification examination;
 - e. Sponsor, publish, conduct, direct, engage or otherwise participate in the development of educational materials designed to promote and enhance the quality and level of professional knowledge and skills of individuals providing drug and alcohol testing and related services to the public not directly related to the certifications administered by this organization;
 - f. Serve as a funding source for non-discriminatory educational programs and scholarships, research programs and studies and surveys conducted or sponsored by charitable organizations concerning the drug and alcohol use and abuse and the prevention thereof.
3. SAPACC shall not engage in any activities in contravention of law, statute, or regulation which would cause SAPACC to be disqualified from incorporation under the District of Columbia Nonprofit Corporation Act, or from conducting its business in any state.
 4. SAPACC has not been formed for pecuniary profit or financial gain, and no part of its assets or net earnings shall be distributable to, or inure to the benefit of, its officers, or other private persons, directly or indirectly, except that SAPACC shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, and to make other payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation or in these Bylaws. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, or SAPACC's tax-exempt status under Section 501 (c) (6) of the Internal Revenue Code (or a successor provision), SAPACC shall not carry on any activities to an extent not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or a successor provision).

ARTICLE III

MEMBERSHIP

SAPACC shall have no members.

ARTICLE IV

MANAGEMENT OF CORPORATION

The management of this organization shall be vested in the board of commissioners.

ARTICLE V

BOARD OF COMMISSIONERS

1. Number: SAPACC shall be governed by a board of ten (10) to fifteen (15) individuals who are dedicated to the purpose of this organization. The number shall not exceed 25% of the total number of current registered Certified Substance Abuse Program Administrators.
2. Composition: In accordance with the provision of the Articles of Incorporation, the composition of the Board of Commissioners shall consist of the following.
 - a. The majority of the voting members of the commission shall be Certified Substance Abuse Program Administrators (C-SAPAs) or Qualified Substance Abuse Professionals (Q-SAPs). Individuals elected to the board who are not C-SAPAs or Q-SAPs must be knowledgeable in the field of substance abuse programs. There shall be no more than three (3) commissioners who are not Certified or Qualified .
 - b. The composition of the board of commissioners, who shall serve without compensation, shall consist of the following.
 - i. The President, Vice-President(s), Secretary, and Treasurer.
 - ii. A representative of a vendor hired for the purpose of assuring examination quality shall serve on the board the board ex-officio and shall be a non-voting member on the board;
 - iii. All remaining members of the board shall be dedicated to the values of this organization and may consist of C-SAPAs, Q-SAPs and public members who are professionally involved in the field of substance abuse programs.
3. Terms of Office: All shall serve as described in the subpart of this section of the bylaws.
 - a. All commissioners shall serve three year terms commencing and ending with the Board's annual meeting, except that any person elected to fill a vacancy created by other than ordinary expiration of another's term shall serve until a successor is elected for a full term by the board. The term of the representative of the vendor hired for the purpose of assuring examination quality shall be commensurate with the period of time that he/she serves in his/her respected official capacity in that position.
4. Voting Rights: All members of the board shall have voting rights concerning the business of SAPACC and all such rights shall be equal.

5. Election of Commissioners:
 - a. All commissioners must be elected by majority of the then-current board. Except for persons elected to fill a vacancy created by other than the ordinary expiration of another's term, elections of commissioners shall take place during annual meetings of the board.
 - b. A slate of the nominees for positions on the board shall be prepared by the Nominating Committee, which shall be made up of members who are leaving the board as of this election. If there are fewer than three (3) members leaving, then the current President shall select a nominating committee made up of current board members. The nominating committee shall make its recommendations in accordance with procedures adopted by the board.
6. Successive Terms: All commissioners may succeed themselves.
7. Reimbursement for Expenses: The board may authorize reimbursement of expenses of commissioners who attend regular board and special board meetings, appearances, or presentations on behalf of SAPACC.
8. Attendance At Board Meetings: Unless otherwise excused by the President or his/her delegate, commissioners shall be expected to attend at least fifty (50) percent of all regularly scheduled board meetings.
9. Resignation, Removal and Vacancies:
 - a. In the event a commissioner resigns from or is otherwise no longer serving as the representative of the vendor hired for the purpose of assuring examination quality, then he/she must immediately resign from the Board.
 - b. Commissioners shall immediately resign from the Board in the event of a substantial conflict of interest with SAPACC.
 - c. All other commissioners may be removed from the Board, without cause, by two thirds (2/3) majority vote of the Board.
10. Conflicts of Interest: Each commissioner recognizes that he or she has an affirmative duty to avoid conflicts of interest which may occur during his or her tenure.
 - a. Any duality of financial interest or possible direct or indirect conflict of interest on the part of any commissioner shall be disclosed to all other commissioners and made a matter of record through a periodic procedure established under subparagraph (e) of this paragraph, and again when the interest becomes a matter of board action.
 - b. Any commissioner having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and shall not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting shall reflect that disclosure was made, by whom, the abstention from voting, and the quorum situation.

- c. The foregoing requirements shall not be construed as preventing a commissioner from briefly stating his or her position in the matter, nor from answering pertinent questions of other commissioners since his or her knowledge may be of great assistance.
- d. Every new commissioner shall be advised of this policy upon entering the duties of his or her office by the President.
- e. All commissioners shall periodically file with the board a conflict of interest statement, in a form and at a time prescribed by the board, which statements shall be appended to, and be treated as an integral part of, the minutes of the first Board meeting occurring after the request for such disclosure is made.
- f. No commissioner, acting as such, shall receive compensation from the corporation. Reimbursement of reasonable expenses paid or incurred by a commissioner while on SAPACC business shall not be treated as compensation and shall be paid in accordance with paragraph 7 of this Article.
- g. Unless the terms are fully disclosed and agreed to by the board prior to the consummation of an agreement to sell, supply or furnish compensation, goods, services or facilities, SAPACC shall not enter into any agreement with a commissioner for the furnishing of goods, services or facilities relating to SAPACC's operations. Such prohibition shall extend to the families of commissioners and to any firm owned or controlled (thirty-five (35) percent or more of the voting, or capital, or profits interest) by a commissioner and/or a member of his/her family.
- h. All commissioners by virtue of their election to that position are in a fiduciary relation to SAPACC and, as such, in addition to the above, must act fully in accordance with the common law, and the law of the District of Columbia relating to fiduciary duties.
- i. These provisions, where not separately stated or excused, shall also apply to the officers and employees of SAPACC.

11. Rules and Procedures:

- a. The board may establish such procedures as it deems necessary or desirable for the conduct of business of SAPACC.
- b. The board may delegate to the President or others such responsible authority with respect to operating procedures as in the judgment of the board is desirable or necessary, but there shall be no delegation of final authority or responsibilities placed on the board by other provisions of the Bylaws or the laws of the District of Columbia.
- c. Any rules or procedures adopted by the board shall have the same force as those contained in the Bylaws.

ARTICLE VI

OFFICERS

1. Designation: The officers of this corporation, who shall serve without salary, shall be President, Vice President(s), Treasurer and Secretary. The Board may create other officer positions as it may deem necessary, and shall specify their terms and duties at that time.
2. Elections: The officers shall be elected by a majority of the Board every year, contemporaneous with the appointment or reappointment of the new Board at the annual meeting. Officers may succeed themselves.
3. Eligibility: All Commissioners are eligible to serve as officers of SAPACC.
4. Terms:
 - a. The President, Vice President(s), Secretary and Treasurer shall each serve a term of one (1) year, or until their respective successors are elected. Their terms shall begin at the close of the annual board meeting at which each is elected.
 - b. Officers, including those created pursuant to paragraph 1 of this Article, may be reelected and may succeed themselves in the same offices.
 - c. The board shall specify the term(s) and duties of the office for any other positions of officer created pursuant to paragraph 1 of this Article.
5. Reimbursement for Expenses: The board may authorize reimbursement of the expenses of officers who attend regular and special meetings, appearances, or presentations on behalf of SAPACC.
6. Attendance at Meetings: Unless otherwise excused by the President or his/her delegate, officers shall be expected to attend all regularly scheduled Board meetings and/or conference calls.
7. Resignation, Removal and Vacancies: The officers of SAPACC are subject to the resignation, removal and vacancy requirements of Article V, paragraph 8 of these Bylaws.
8. Conflicts of Interest: The officers of SAPACC are subject to the conflict of interest requirements of Article V, paragraph 9 of these Bylaws.

ARTICLE VII

DUTIES OF OFFICERS AND STAFF

1. President: The President shall be the executive head of SAPACC, subject to policy control by the board of commissioners. The President shall perform the executive and administrative functions usual to such office, including but are not limited to hiring and firing employees, agents, and independent contractors and presiding at all meetings of the board. The President shall promote and foster objectives and activities of SAPACC. The President shall be a member ex officio of all committees of SAPACC except the Nominating Committee. The President is authorized to incur on behalf of the

organization ordinary and usual expenses. Extraordinary or unusual expense shall be authorized by the Board or Treasurer in accordance with procedures adopted by the Board.

2. Vice President(s): The Vice President(s) shall have such powers and perform such duties as from time-to-time may be conferred by the board of commissioners or the President. In the event of the President's absence from a board meeting or his/her disability, the Vice President(s) shall have all of the powers and be authorized to perform all of the duties otherwise conferred by the board or by the President. The Vice President(s) may utilize the services of the staff of SAPACC in performing his/her duties.
3. Treasurer: The Treasurer shall have the responsibility for the financial records of SAPACC, which shall at all times remain the property of SAPACC and open to inspection of any Officer. The Treasurer shall be responsible for the receipt, custody and disbursement of SAPACC's funds, under procedures, rules and orders established by the board. The Treasurer shall report the financial condition of the organization at meetings of the board and such other reports as may be directed by the board or President. The report presented at the annual meeting shall set forth in appropriate detail: the assets and liabilities, including relevant trust funds, of SAPACC for the fiscal year ending prior to the annual meeting; the principal changes in assets and liabilities, including trust fund monies, incurred during that fiscal year; the revenues of SAPACC for that fiscal year, including receipts restricted to any particular purpose; the expenses and other disbursements for that fiscal year; and any other information which the Treasurer, or board may so direct. A copy of the report, or an abstract, shall be included in the minutes of the meeting. The Treasurer shall be the Chairman of the Finance Committee. The Treasurer shall post such bond as may be directed by the board.
4. Secretary: The secretary shall give, or cause to be given, notice of all meetings of the board, and all other notices required by law and these Bylaws. The Secretary shall have the responsibility for the official minutes and records of SAPACC, except such financial records that are the responsibility of the Treasurer, which shall at all times remain the property of SAPACC and be open to inspection of any Officer. The Secretary shall perform such other duties as may be assigned by the President. Unless otherwise directed by the board or by the President, the Secretary may utilize the services of the staff of SAPACC when performing these duties, including the appointment of an Assistant Secretary.
5. Other Officers: If any person is appointed to an office created pursuant to paragraph 1 of Article VI, the terms and duties shall be as prescribed by the Board.

ARTICLE VIII

COMMITTEES OF THE BOARD

1. Authority of the Committees of the Board: Except as otherwise authorized by the Bylaws, all actions of any duly constituted committee of the Board shall be advisory only.

2. Executive Committee

a. Composition -

- (1) The Executive Committee shall be composed of the President, Vice President(s), Treasurer, and Secretary of SAPACC. The President shall serve as the chairman of the Executive Committee, except that in the Chairman's absence, the Committee shall designate another member of the committee to service as acting Chairman. A quorum of the Committee shall consist of three (3) members.

b. Duties -

- (1) General: Executive Committee shall be charged with the general supervision of the organization and shall have the authority of the board as necessary between the regular meetings of the Board of Commissioners. However, the Executive Committee shall not be permitted to fill vacancies on the Board or on any committee of the Board, or to amend or repeal any Board resolution or standing rule unless that resolution or standing rule expressly so permits.
- (2) Board Ratification: At each Board meeting, the Executive Committee shall report any interim actions since the last Board meeting, and the Board must take a recorded action to ratify or reject, in whole or in part, the actions of the Executive Committee.

3. Finance Committee: The Finance Committee shall have the responsibility for the financial affairs of the organization. It shall appoint a certified public accountant, which the Board must approve, to audit the organization's finances periodically but no less than annually. The Committee shall be composed of five (5) members, consisting of the Treasurer, who shall serve as the committee's chairman, the President, and three other members of the board selected by the Treasurer in consultation with the President. A quorum of the Committee shall consist of three (3) members.
4. Nominating Committee: The President shall appoint, at least sixty (60) days before the annual meeting, a Nominating Committee. The committee shall consist of three (3) exiting commissioners or other members of the board if there are not three (3) commissioners leaving the board at this time. The committee is charged with the duty to submit to the President names of persons nominated to serve as the next commissioners of the board, and the nominees for the positions of President, Vice President(s), Treasurer and Secretary, and such other officer positions as the Board may create pursuant to Article VI, paragraph 1. At least fifteen (15) days prior to the annual meeting at which an election of commissioners and officers is held, the President shall notify the Board of the names of the nominees. Any member may propose other names for election at the meeting. A quorum of the Committee shall consist of the three (3) members. No person shall serve as chairman of the Committee more than once during any three consecutive Board terms.
5. Credentials Review Committee: The Credentials Review Committee shall have responsibility for review and ruling on questions concerning the eligibility of a particular individual to sit for the certification examination. The Committee shall be composed of three (3) members, of whom one shall be a Commission member who shall serve as the

chairman of the Committee. The Committee chairman, together with the remaining members of the Committee, shall be appointed by the board in accordance with the rules and procedures adopted by the board resolution.

6. Examination Committee: The Examination Committee shall have responsibility for quality assurance of certification and qualification exams, and for review and ruling on questions concerning the grading of a particular individual's examination.
7. Other Committees: Other than the Finance, Nominating, Credentials Review, and Examination committees, the President may designate, appoint a chairman and members to, and terminate committees of the Board as is deemed necessary.
8. Quorum: Except as otherwise provided in paragraphs 2 and 3 of this Article, the quorum required for the transaction of official business of the committees of the Board shall be in accordance with the requirements of Article X of the these Bylaws.

ARTICLE IX

INDEMNIFICATION AND ASSUMPTION OF LIABILITY OF COMMISSIONERS, OFFICERS AND OTHERS

1. Indemnification and Assumption of Liability: The Board is authorized to indemnify, reimburse, assume the liability of, or otherwise provide for the payment of expenses paid or incurred by any present or past commissioner, officer, employee, or any other individual designated by the Board in connection with the services rendered by that individual for SAPACC's use or benefit. The Board may create a separate fund into which designated contributions by the members or the public may be paid in support of such indemnification, reimbursement, assumption of liability, or other payment provided for by this Article.
2. Notice: Any commissioner, officer, employee or other individual seeking relief under this Article shall notify SAPACC in writing of any action, suit, proceeding or investigation in which such person may be, or become, entitled to relief under the provisions of this Article. Failure to give such required notice shall void any obligations of SAPACC unless such failure resulted in no detriment to SAPACC.
3. Insurance: SAPACC may purchase and maintain insurance on behalf of the commissioners and any individual(s) entitled to relief under this Article.

ARTICLE X

MEETINGS, QUORUM, AND VOTING

1. Meetings:
 - a. The Board of Commissioners and the officers shall ordinarily meet at least once each month during the calendar year. Any decision to cancel a monthly meeting is at the sole discretion of the board President.

- b. In accordance with Section 29-301.23 of the District of Columbia Nonprofit Corporation Act, meetings of the Board, or of any committee of the Board, may be convened in person, or by telephonic conference or similar communication, and participation by such means by a commissioner, officer, or committee member shall constitute presence in person at such meeting for quorum and voting purposes may be stated as such in any minutes of such meeting.

2. Notice:

- a. Whenever, under the provisions of the Bylaws, any lawful notice is required to be given to any commissioner or member of a committee, it shall not be construed to mean personal notice. Such notice may be given in writing, by mail, addressed to such commissioner or committee member at the address appearing on the records of SAPACC, with postage prepaid. Such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice may also be give by telegram, e-mail or telephone.
- b. A waiver of such notice, set forth in writing and signed by the commissioner, officer or committee member entitled to said notice, whether before or after the time stated therein, shall be deemed the equivalent thereto.

3. Quorum:

- a. A quorum for the transaction of official business of the Board is required and shall be no fewer than five (5) of the members thereof eligible to vote, provided that the requirements of these Bylaws for notice of such meetings have been properly observed.
- b. Except as otherwise provided for in Article VIII, a quorum for the transaction of official business of a committee of the Board is required and shall be no less than one-half (1/2) of the members thereof eligible to vote, provided that the requirements of these Bylaws for notice of such meetings has been properly observed.
- c. If a quorum shall not be present at any meeting, the meeting may be adjourned from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

4. Voting:

- a. Number: A quorum being present at any meeting properly called and assembled, a majority of those voting will prevail on any question, with the exception of votes to amend these Bylaws (Article XIV).
- b. Procedure: Voting on any matter may be conducted during meetings, or by mail, air express, facsimile communication, electronic mail, or similar means. Votes cast by telephone shall be so signified in the minutes of the meeting.

ARTICLE XI
RULES OF ORDER

To the extent not covered by the Articles of Incorporation, these Bylaws, or prior resolutions of the Board, or unless otherwise waived during meetings of this organization, all proceedings are to be governed by Robert's Rules of Order.

ARTICLE XII
DISTRIBUTION OF ASSETS ON DISSOLUTION

The Board is authorized to adopt a plan of distribution as provided for in the District of Columbia Nonprofit Corporation Act (Section 29-301.49) as the same now exists or as it may be amended from time to time which shall be approved by more than two-thirds (2/3) of the commissioners casting votes. However, the Commission's assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation shall be used and/or distributed to charitable organizations (within the meaning of Section 301 (c) (3) of the Internal Revenue Code or a successor provision) whose purposes relate to drug and alcohol abuse, prevention, and/or testing. However, except for the lawful payment of liabilities due, none of the property or funds of the Commission shall be divided or paid to its members, contributors, Board of Commissioners, officers, or other private person(s).

ARTICLE XIII
CORPORATE SEAL

The seal of the corporation shall be in such form as the board shall determine. In the event it is inconvenient to use such seal at any time, the signature of the corporation following the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the President and/or Secretary and affixed by the President and/or Secretary on such paper as may be directed by law, by these Bylaws, or by the Board.

ARTICLE XIV
AMENDMENTS

The commissioners may approve amendments to the Bylaws by a two-thirds (2/3) vote at any regular or special meeting of the commissioners called in conformity with the provisions of these Bylaws, provided that the commissioner received a copy of the proposed amendment and written explanation therefore at least ten (10) days prior to the meeting.