

BY-LAWS
OF
CHEROKEE COUNTY DUI/DRUG COURT FOUNDATION, INC.

ARTICLE I - OFFICES

The office of the Nonprofit Corporation shall be located within the City and State designated in the Articles of Incorporation. The Nonprofit Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II - MEETING OF OFFICERS

Section 1 - Annual Meeting:

The annual meeting of the officers of the Nonprofit Corporation shall be held within five (5) months after the close of the fiscal year of the Nonprofit Corporation, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 - Place of Meeting:

All meetings of officers shall be held at the principal office of the Nonprofit Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

Section 3 - Notice of Meeting:

Written notice of each meeting of officers, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, upon each officer of record entitled to vote at such meeting, and to any other officer to whom the giving of notice may be required by Law.

ARTICLE III - OFFICERS

Section 1 - Number, Election, and Term of Office:

- (a) The number of the officers of the Nonprofit Corporation shall be three (3), unless and until otherwise determined by vote of a majority of the entire Board of Directors.
- (b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Nonprofit Corporation, who need not be officers, shall be elected by a majority of the votes cast at a meeting of officers,
- (c) Each director shall hold office until the annual meeting of the officers next succeeding his election, and until his prior death, *resignation* or removal.

Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Nonprofit Corporation, and may exercise all powers of the Nonprofit Corporation, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to any body or group.

Section 3 - Annual and Regular Meetings; Notice:

- (a) A regular annual meeting of the Board of Directors shall be immediately following the annual meeting of the officers, at the place of such annual meeting of officers.
- (b) The Board of Directors, from time to time may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.
- (c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b) of Section 4 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section (4).

Section 4 - Special Meetings; Notice:

- (a) Special meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in respective notices or waivers of notice thereof.
- (b) Notice of special meetings shall be mailed directly to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegram, *radio*, cable or electronic means, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver of notice, except required by Section 8 of this Article III, need not specify the purpose of the meeting.
- (c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

Section 5 - Chairman:

At all meetings of the Board of Directors the Chairman of the Board, if any and if present, shall preside. If there be no Chairman, or he shall be absent, then the President shall preside, and in his absence, a Chairman chosen by the Directors shall preside.

Section 6 - Quorum and Adjournments:

- (a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.
- (b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 - Manner of Acting:

- (a) At all meetings of the Board of Directors, each director present shall have one (1) vote.
- (b) Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the directors present at annual meeting at which a quorum is present shall be the acting Board of Directors. Any action authorized in writing by all of the directors entitled to vote thereon and filed with the minutes of the Nonprofit Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the board.

Section 8 - Vacancies:

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the expired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 9 - Resignation:

Any director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Nonprofit Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall be necessary to make it effective.

Section 10 - Removal:

Any director may be removed with cause at any time by a majority of the Board of Directors at a special meeting called for that purpose.

Section 11 - Salary:

No stated salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the

Nonprofit Corporation in any other capacity and receiving compensation therefore.

Section 12 - Contracts:

- (a) No contract or other transaction between this Nonprofit Corporation and any other Corporation shall be impaired, affected or invalidated nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Nonprofit Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, provided that such facts are disclosed or made known to the Board of Directors.
- (h) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Nonprofit Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director of the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction, which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

Section 13 - Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members thereof, as they deem desirable, each consisting of three or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV - OFFICERS

Section 1 - Number, Qualifications, Election, and Term of Office:

- (a) The officers of the Nonprofit Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, including a Chairman of the Board of Directors, as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors and the President may be, but is not required to be a director of the Nonprofit Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- (b) The officers of the Nonprofit Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of officers.
- (c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or Secretary of the Nonprofit Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

Section 4 - Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5 - Duties of Officers:

Officers of the Nonprofit Corporation shall, unless otherwise provided by the Board of Directors, each have such power and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Nonprofit Corporation and the Director of the Cherokee County DUI/Drug Court Program.

Section 6 - Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Nonprofit Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Nonprofit Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Nonprofit Corporation which may come into his hands.

ARTICLE V - FISCAL YEAR

The fiscal year of the Nonprofit Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

ARTICLE VI - CORPORATE SEAL

The Corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLES VII - AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, and repeal, from time to time, By-Laws of the Nonprofit Corporation. If any By-Laws regulating any impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of officers for the elections of directors, the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.

The undersigned certify the foregoing By-Laws have been adopted as the first By-Laws of the Nonprofit Corporation, in accordance with the requirements of the Corporation Law.

Dated this 30th day of April, 2007.

President

Secretary