

The following is a draft of the Bylaws to be considered for adoption at the INRC-2000 meeting:

INTERNATIONAL NARCOTICS RESEARCH CONFERENCE, INC.

Article I

Name, Seal and Offices

1. Name

The name of the Corporation is INTERNATIONAL NARCOTICS RESEARCH CONFERENCE, INC. (INRC).

2. Seal

The seal of the Corporation shall bear on its outer edges the words INTERNATIONAL NARCOTICS RESEARCH CONFERENCE, INC. and in the center the words and figures "Corporate Seal 1999 New Jersey". The Board of Trustees may change the form of the seal or the inscription thereon at its pleasure.

3. Offices

The principal office of the Corporation shall be at 375 Edgewood Avenue, Teaneck, New Jersey. The Corporation may also have offices at such other places as the Board of Trustees may from time to time designate or as the purpose of the Corporation may require.

Article II

Members and Meetings of Members

1. Membership

Membership of the INRC shall be open to any person interested in furthering the purposes of the Corporation. Attendance at and payment of the registration fee for the annual conference shall confer membership for a period of two years. Non-attendance at two consecutive annual conferences shall result in forfeiting membership, i.e., removal from the mailing list. Attendance at the annual conference and payment of registration fee is sufficient for reinstatement.

2. Annual Meeting

The annual meeting of the Members of the Corporation shall be held during the annual Conference of the Corporation on the date and at the place so designated by the Corporation for the purpose of:

- (A) Receiving and considering reports by the Board of Trustees, Officers and Chairpersons of committees, if any;
- (B) Receiving the annual financial report prepared by the treasurer. This report may be audited by an accounting firm, whenever the Board of Trustees so orders.
- (C) Electing Members of the Board of Trustees and Officers;
- (D) Discussing any business brought to the attention of the Corporation by a Member;
- (E) Voting on amendments to the By-laws, and
- (F) Transacting such other business as may properly come before the meeting.

3. Notice of Annual Meetings

Notice of the time, place and purpose of the annual meeting of the Corporation shall be served all Members in the annual Newsletter and by posting on the INRC Home Page on the internet. All Newsletters and notices may be sent by e-mail, fax or mail. This shall be done no less than 2 months prior to the meeting.

4. Quorum

At a meeting of the Members of the Corporation, the presence of at least thirty (30) Members shall be necessary to constitute a quorum for all purposes and the act of a majority of the Members present at the annual meeting at which there is a quorum, shall be the act of the full membership, except as may be otherwise specifically provided by statute or by the By-laws.

5. Voting

At every annual meeting of the Corporation each Member shall be entitled to one (1) vote. Attendance is required for voting, since there will be no voting by proxy.

6. Compensation and Expenses

Members of the Corporation shall not receive any salary for their services as such. By resolution of the Board of Trustees of the Corporation, a fixed reasonable sum toward expenses of attendance may be allowed at each annual meeting. The Board of Trustees shall have power in its discretion to contract for and to pay to Members or non-members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

Article III

Board of Trustees

1. Composition

The business and property of the Corporation shall be managed and controlled by a Board of Trustees (also known as Executive Committee) who shall be Members of the Corporation and who shall be elected for the term of three (3) years, except as otherwise provided in section 3 with respect to the staggering of the Board of Trustees and in Section 7 with respect to filling vacancies.

2. Number

The number of Trustees shall be nine (9) chosen by ballot by a majority of the Members at the applicable annual meeting, provided, however, that the Trustees shall be resident in the following geographic areas:

- (A) Area 1 - North America (3 members)
- (B) Area 2 - Europe (3 members)
- (C) Area 3 - Rest of the World (3 members)

The two elected officers (see Article IV) shall be voting members of the Board of Trustees. The Conference Secretary, if not a Trustee, as well as former officers of the Corporation may attend meetings of the Board as non-voting Members.

3. Staggering the Board

Notwithstanding the provisions of Section 1 above, with respect to the term of office of Trustees, the Board will arrange the elections and the length of terms of Trustees in such a way that the Board will be

staggered, i.e., that the term of 3 Trustees will expire each year.

4. Eligibility for Re-election

When a Member's term of office as a Trustee is terminated, such a Member shall not be eligible for re-election to the Board for at least one year.

5. Resignation

A Trustee of the Corporation may resign at any time by giving written notice of such resignation to the Board of Trustees of the Corporation.

6. Removal

A Trustee of the Corporation may be removed by a two-third (2/3) vote of the Board of Trustees registered either in person or by proxy at any annual or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Trustee proposed to be removed shall be entitled to at least five (5) days notice, in writing, by mail, fax or e-mail prior to the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting

7. Vacancies

Any vacancy in the Board of Trustees of the Corporation occurring during the year shall be filled for the unexpired portion of the term, by the Trustees then serving, although less than a quorum, by affirmative vote of the majority thereof. A Trustee so elected by the Board of Trustees shall hold office until the next succeeding annual meeting of the Members of the Corporation and until the election and qualification of his successor.

8. Annual Meetings.

The Board of Trustees shall meet at the annual conference of the Corporation for the purpose of the election of Officers and Trustees and the transaction of other business. The place and time of the first meeting of the Trustees of the Corporation for the purpose of the organization of the Corporation and election of Officers may be fixed by written consent of the Trustees named in the Certificate of Incorporation.

9. Special Meetings

Special meetings of the Board of Trustees of the Corporation may be called by the President and must be called by the President upon the request of a Trustee of the Corporation. Notice to be submitted to the Trustees by mail, fax or e-mail.

10. Notice of Meetings

Notice of the time, place and purpose of all meetings of the Trustees of the Corporation shall be served either personally or by mail, fax or e-mail at least 4 weeks prior to the meeting upon each Trustee; and, if mailed, such notice shall be directed to the Trustee at the usual business or residence address of the Trustee; however, such notice may be waived by any Trustee. Any business may be transacted at any meeting of the Trustees.

11. Chairman

At all meetings of the Board of Trustees of the Corporation, the President of the Corporation, or in his absence, the Vice President shall preside.

12. Quorum

At all meetings of the Board of Trustees of the Corporation, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by these by-laws.

13. Contracts and Services

The Trustees of the Corporation may be interested directly or indirectly, in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Trustees are personally interested as shareholders, directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code of 1986, as amended (the "Code"), and the Regulations thereunder, as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Trustees be obligated to inquire into the authority of the Trustees to enter into and consummate any contract, transaction, or other action.

14. Compensation

Trustees of the Corporation shall not receive a salary for their services rendered to the Corporation, but may be reimbursed for part or all of travel expenses to and from regular and special meetings.

15. Powers

All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Board of Trustees of the Corporation, including, but not limited to the following:

- (A) Decide on all policy matters of the Corporation;
- (B) Nominate candidates for Officers and Trustees of the Corporation
- (C) Select venues for future annual conferences
- (D) Determine the procedures for utilizing and disbursing the registration fees, any surplus funds from previous conferences and funds derived from private and governmental sources;
- (E) Appoint ad hoc committees, as required.
- (F) The Board of Trustees may by general resolution delegate to Officers of the Corporation such powers as they may determine.

16. Duties

The Board of Trustees of the Corporation shall cause the accounting firm rendering services to the Corporation to prepare for submission at the annual meeting of the Members by the Treasurer of the Corporation, a verified report showing in appropriate detail the following:

- (A) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the annual meeting;
- (B) The principal changes in assets and liabilities, including trust funds of the Corporation, during the fiscal year immediately preceding the annual meeting;

(C) The revenue and the receipts of the Corporation during the fiscal year immediately preceding the annual meeting; and

(D) The expenses or disbursements of the Corporation during the fiscal year immediately preceding the annual meeting.

The annual report of the Trustees shall be filed with the records of the Corporation.

Article IV

Officers

1. Election

There shall be two (2) Officers of the Corporation, a President/Secretary and Vice-President/Treasurer, who shall be elected by the vote of a majority of the members of the Corporation. A slate of candidates will be prepared by the Board of Trustees and submitted to the Members at the annual business meeting held at the conference. Nominations from the floor will be accepted.

The President/Secretary shall serve a single 4-year term. The election is held during the annual business meeting one year before the term of office begins. During that year, the President -elect assists the President as necessary. The Treasurer shall serve a 4-year term and may be re-elected. The election of the Treasurer should not occur in the same year the Secretary is elected, and the Treasurer should be elected one year before his/her term of office begins. The Treasurer-elect should assist the Treasurer during that year as needed.

2. Powers and Duties

The Officers of the Corporation shall have such powers and duties not inconsistent with the By-Laws as may be determined by the Board of Trustees.

3. Resignation

An Officer of the Corporation may resign at any time by giving notice of such resignation to the Board of Trustees of the Corporation by mail, fax or e-mail.

4. Removal

An Officer of the Corporation may be removed from office by a two-third (2/3) vote of the Board of Trustees of the Corporation at any regular or special meeting called for that purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Such Officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail, fax or e-mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5. Vacancies

In the event any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Trustees of the Corporation then in office, although less than a quorum, shall elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next annual meeting of the Board of Trustees of the Corporation and until the election and qualification of his successor.

6. President/Secretary

(A) In the capacity of President of the Corporation, the President shall preside at all meetings of the Members and the Board of Trustees of the Corporation; report to the membership at the annual meeting all past and future endeavors and activities of the Corporation; issue in the early spring one (1) annual newsletter, which shall include reports on the previous annual meeting, annual conference and a call for information on the next annual conference; assist in the fund raising for the Corporation and maintain a list of the names and addresses of sponsors of prior annual conferences. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him by the Board of Trustees. The President shall have the right to hire a part time paid assistant; and

(B) In the capacity of Secretary of the Corporation, the Secretary shall have charge of the books, documents, papers and corporate seal of the Corporation. The Secretary shall attend and keep the minutes of all the meetings of the Board of Trustees and Members of the Corporation and shall keep a record, containing the names, alphabetically arranged, of all persons who are Members of the Corporation, showing their places of residence; and such record shall be open for inspection as prescribed by law. In general, the Secretary shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees of the Corporation and shall do and perform such other duties as may be assigned by the Board of Trustees.

7. Vice-President/Treasurer

(A) Vice President. At the request of the President of the Corporation, or in the event of his absence or disability, in the capacity of Vice-President of the Corporation, the Vice-President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice-President shall have such other powers as the Board of Trustees of the Corporation may determine and shall perform such other duties as may be assigned to him by the Board of Trustees; and

(B) Treasurer. In the capacity of Treasurer of the Corporation, the Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such rules as may be imposed by the Board of Trustees of the Corporation. The Treasurer may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Trustees may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Trustees may designate. The Treasurer shall sign all receipts, vouchers and all checks of the Corporation and all bills of exchange. The Treasurer shall process for payment all expenses and distributions, as may be necessary or proper to be made on behalf of the Corporation, regularly enter on the books of the Corporation the full and accurate account of all moneys and obligations received, paid or incurred for or on behalf of the Corporation; and permit inspection of such records, at all reasonable times, to any Trustee or Member of the Corporation. At the annual Conference, the Treasurer shall submit an annual financial report to the Trustees and to the Membership. Whenever requested by the Board, or in line with government requirements, an audited financial report, by the accounting firm rendering services to the Corporation, shall be presented. In general, the Treasurer shall perform all the duties incident to the office of Treasurer subject to the control of the Board of Trustees.

8. Salaries

The Officers of the Corporation shall not receive a salary for their services rendered to the Corporation.

9. Contracts and Services

The Officers of the Corporation may be interested, directly or indirectly, in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also

be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Officers are personally interested as shareholders, directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Officers be obligated to inquire into the authority of the Officers to enter into and consummate any contract, transaction or other action.

Article V

Annual Conference and Conference Secretary

1. Annual Conference

The Board of Trustees of the Corporation shall organize an annual conference each year and in furtherance thereof they shall appoint a Conference Secretary approximately two (2) years prior to the date of the scheduled conference. This is a temporary office, which ceases when the conference ends.

2. Site of Annual Conference and Local Organizing Committee

In selecting the site for the annual conference, the Board of Trustees of the Corporation shall solicit and or receive proposals from any Member of the Corporation desiring to organize the annual conference. All such proposals shall include the names and addresses of the Members who shall serve on the organization of the annual conference and details for such annual conference with respect to the following:

- (A) Administration;
- (B) Facilities for registration, accommodations, transportation, etc;
- (C) Selection of scientific program;
- (D) Obtain abstracts from the Members and prepare and print an abstract booklet containing the program;
- (E) Collect registration fees and provide an up-to-date listing of all participants, including Members, and their addresses to the Secretary;
- (F) Publish the scientific proceedings, if the Board of Trustees of the Corporation so decides; and
- (G) Plan for the delivery of any surplus funds to the Treasurer of the Corporation at the conclusion of the annual conference.

With respect to the annual conference, the Conference Secretary shall:

- (A) Confer with the President/Secretary and the Vice President/Treasurer on all aspects relating thereto;
- (B) Appoint the organizational committee and serve as the chairperson thereof;
- (C) Raise funds in cooperation with the President and Treasurer of the Corporation;
- (D) Report all income and expenditures of the annual conference to the Treasurer of the

Corporation;

(E) No later than one year prior to the date thereof, prepare and submit a report of the status thereof to the Board of Trustees of the Corporation, and

(F) Provide a report summarizing the scientific progress reported at the conference within 2 months of the end of the conference.

Article VI

Fiscal Year

1. Fiscal Year.

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

Article VII

Prohibition Against Sharing in Corporate Earnings

1. Benefits

No Member, Trustee or Officer of the Corporation or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that the foregoing prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees of the Corporation. Furthermore, no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

Article VIII

Investments

1. Investments.

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Treasurer without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

Article IX

Exempt Activities

1. Prohibition against Non-exempt Activity

Notwithstanding any other provision of these by-laws, no Member, Trustee or Officer of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

Article X

Amendments

1. Amendment of the By-Laws

Except as it may pertain to the provisions of Article IX of the by-laws, the Board of Trustees of the Corporation shall have the power to make, alter, amend, and repeal any by-law of the Corporation by affirmative vote of two-thirds of the Board of Trustees; provided that such action is proposed and adopted at a regular meeting of the Board of Trustees, except as otherwise provided by law. Any such action by the Board of Trustees shall be inserted in the notice of such annual meeting to be sent to all of the Members and must be ratified by a two-thirds (2/3) majority of the Members at the annual membership business meeting. Suggestions for amending the by-laws may be submitted to the Board of Trustees in writing by any Member.