

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**CENTRAL CALIFORNIA CONVENTION AND EVENTS, INC.**  
**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**Effective March 12, 2011**

**ARTICLE I. NAME AND LOCATION**

**SECTION 1. Name.** The name of the Corporation is Central California Convention and Events, Inc.

**SECTION 2. Office(s).** The principal office of the Corporation in the State of California shall be 610 Dale Way, Santa Maria, California 93455, or such other place, within or without the State of California, as the Board of Directors may designate by resolution from time to time. The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to conduct its activities, as the Board of Directors may designate by resolution from time to time.

**ARTICLE II. TYPE AND PURPOSE**

**SECTION 1. Nonprofit Corporation.** The Corporation is a California public benefit corporation organized under the Nonprofit Public Benefit Corporation Law exclusively for social welfare purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code. The Corporation shall at all times maintain the status of, and conduct its operations in a manner consistent with, a California public benefit corporation exempt from taxation to the fullest extent permitted by law under Section 501(c)(4) of the Internal Revenue Code and the regulations of the California Franchise Tax Board. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office. The Corporation's assets are irrevocably dedicated to social welfare purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable or social welfare purposes and that have established their exempt status under Internal Revenue Code Section 501(c)(3) or 501(c)(4).

SECTION 2. Purpose. The purpose of the Corporation is to carry the message of recovery to addicts who still suffer from addiction and to provide support, other than financial support, to the Central California Regional Service Committee of Narcotics Anonymous, an unincorporated association (the “RSC”) in the RSC’s efforts to provide opportunity for recovery from addiction. More specifically, the Corporation’s purpose is to organize, promote, and conduct celebrations of recovery and recovery events for Narcotics Anonymous within the California counties of Kern, San Luis Obispo, Santa Barbara, and Ventura. The Corporation may do all things permitted by the California Corporations Code and the Articles and Bylaws of the Corporation that the Board of Directors deems necessary or advisable to carry out these purposes, including, without limitation, controlling the fiscal management of the annual Central California Regional Convention of Narcotics Anonymous; establishing and collecting fees for attendance at the events and paying all expenses associated therewith; and holding and managing in a fiduciary capacity the income produced by any of the activities described above in such a manner that the other purposes outlined or later adopted by resolution of the Board of Directors are satisfactorily accomplished when such is done within the spirit of the Twelve Steps and Twelve Traditions of Narcotics Anonymous.

### **ARTICLE III. MEMBERS**

SECTION 1. The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law.

SECTION 2. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest under the Nonprofit Corporation Law in the members shall vest in the Board.

### **ARTICLE IV. BOARD OF DIRECTORS**

SECTION 1. General Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of, the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, or committee or committees in accordance with these Bylaws, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. Specific Powers. Without prejudice to the general powers set forth in Article IV, Section 2 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

1. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent

with the Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

2. Change the principal office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.

3. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

4. Adopt and use a corporate seal; prescribe the forms of membership certificates, if any; and alter the forms of the seal and certificates, if any.

SECTION 3. Number and Qualifications. The authorized number of Directors of the Corporation shall be thirteen. The number of Directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. A Director need not be a resident or citizen of California or of the United States, nor is membership in any other organization or group a disqualifier from serving as a Director; provided, however, that no person shall be elected, or shall remain, a Director, except a person who (a) holds current membership in the Fellowship of Narcotics Anonymous and (b) is in recovery from any use of mind or mood altering chemical, as commonly described as "using" by the Fellowship of Narcotics Anonymous, for a minimum of seven years clean time. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of service on the Board expires.

SECTION 4. Election, Vacancies.

(a) Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 et seq. of the California Nonprofit Public Benefit Corporation Law. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board may be filled by election in accordance with the provisions of Sections 4(b)

and (c) of this Article IV of these Bylaws, by majority vote of the Board of Directors then serving on the Board, whether or not less than a quorum, or by a sole remaining Director from the nominations submitted to the Board by the RSC pursuant to Section 4(b) or 4(c) of this Article IV of these Bylaws.

(b). Eight of the thirteen vacant or expiring Board of Directors seats shall be designated as “pool seats” and shall be filled by majority vote of the existing or remaining Board at the annual meeting of such Board, or such earlier regular or special meeting of the Board of Directors, in the manner set forth in these Bylaws. Pool seat Directors shall serve for four-year terms or for the unexpired portion of a vacant pool seat. In order to conform with the goals and interests of the RSC, and to form a closer working relationship with the RSC, nominations for vacant pool Board of Directors seats shall be solicited from the RSC, and Directors shall be nominated and elected, in the following manner:

1. When there is one or more pool seat vacancy on the Board, the existing or remaining Board shall notify the RSC in writing of the number of Board of Director seats which have become vacant and which will become vacant by the next annual meeting of the Board by virtue of expiration of the term of office for certain outgoing Directors. Such notification shall occur not less than sixty (60) calendar days prior to the date of the election which will fill such vacancies and 120 calendar days prior to the date of any meeting of the Board at which any pool seat is expiring. The Board may, along with such request, provide written notification to the RSC of the Board’s recommendations for RSC nominations, which may be made by any Director but shall be accompanied by an indication as to the number of current or remaining Directors requesting the nomination of each individual candidate.
2. The RSC will then, at its option, and not later than thirty (30) calendar days prior the Corporation’s meeting of the Board of Directors at which one or more pool seat Directors will be seated, consider the requests for nominations and submit to the existing or remaining Board in writing, nominations for election to the Board, consisting of at least one nomination per Director to be elected. The RSC’s nominations shall be made by action of its board of directors at a meeting at which a quorum is present, in accordance with the RSC’s bylaws. The RSC’s nominations may consist entirely, partly, or not at all of the candidates requested by the Board of Directors of the Corporation.
3. Upon timely receipt, and if applicable upon the expiration of the outgoing Director’s term, the Board of Directors of the Corporation shall by action of the Board at its next meeting in the case of a vacancy or at its annual meeting in the case of a expiring term, nominate all of the RSC’s candidates for election to the Board of Directors; provided, however, that the Board need not nominate for election any candidate proposed by the

RSC who (a) was not timely nominated; (b) does not meet the qualification requirements of Section 3 of this Article IV of these Bylaws; or (c) is otherwise not appropriate for nomination, in the sole discretion of the Board of Directors acting as a whole. The Board may, in accordance with these Bylaws, nominate or re-nominate any pool seat nominee designated by the RSC and approved by the Board of Directors of the Corporation at any time within the next 365 calendar days following the date of the nomination of a pool seat nominee by the RSC.

4. In the event the RSC ceases to exist or operate, or fails to act timely to requests for nominations, or fails to nominate a sufficient number of candidates, then any current or remaining Director, including an outgoing Director, of the Corporation may nominate one candidate for election each. Such nomination shall be in addition to any candidates nominated by the RSC in accordance with subsection (b)(3) of this Section 4 of Article IV of these Bylaws. Subject to subsections (b)(5) and (e) of this Section 4 of Article IV of these Bylaws, below, a Director may nominate himself or herself for re-election.
  5. The nominations timely received from the RSC and approved for nomination by the Board of Directors, and any other candidates nominated by individual Directors, in accordance with subsection (b)(4) of this Section 4 of Article IV of these Bylaws shall constitute the candidates for election to the Board of Directors.
  6. Subject to subsection (d) of this Section 4 of Article IV of these Bylaws, below, the candidate receiving the highest number of valid votes shall take the first available Board of Directors seat, and so on, until all Director seats have been filled.
- (c). Five of the thirteen vacant or expiring Board of Directors seats shall be designated as “direct elects” and shall be specifically reserved for election by the RSC, for two-year terms or for the unexpired portion of a vacant direct elect seat, to be filled as follows:
1. When there is one or more direct elect vacancy on the Board, the existing or remaining Board shall notify the RSC in writing of the number of direct elect Board of Director seats which have become vacant and which will become vacant by the next annual meeting of the Board by virtue of expiration of the term of office for certain outgoing Directors. Such notification shall occur not less than sixty (60) calendar days prior to the date of the election which will fill such vacancies and 120 calendar days prior to the date of any meeting of the Board at which any direct elect seat is expiring.

2. The RSC will then, and not later than thirty (30) calendar days prior the Corporation's meeting of the Board of Directors at which one or more direct elect Directors will be seated, submit to the existing or remaining Board in writing, its selections for election to the Board, consisting of one selection per direct elect Director to be elected. The RSC's nominations shall be made by action of its board of directors at a meeting at which a quorum is present, in accordance with the RSC's bylaws.
3. Upon timely receipt, and if applicable upon the expiration of the outgoing Director's term, the Board of Directors of the Corporation shall by action of the Board at its next meeting in the case of a vacancy or at its annual meeting in the case of a expiring term, seat all of the RSC's candidates for election to the Board of Directors; provided, however, that the Board need not seat any candidate proposed by the RSC who (a) was not timely nominated; (b) does not meet the qualification requirements of Section 3 of this Article IV of these Bylaws; or (c) is otherwise not appropriate for nomination, in the sole discretion of the Board of Directors acting as a whole.
4. In the event the RSC ceases to exist or operate, or fails to act timely to requests for direct elect selections, or fails to select a sufficient number of candidates, then any current or remaining Director, including an outgoing Director, of the Corporation may nominate one candidate for election each.
5. The selections timely received from the RSC and approved for nomination by the Board of Directors, and any other candidates nominated by individual Directors, in accordance with subsection (c)(4) of this Section 4 of Article IV of these Bylaws shall constitute the candidates for election to the Board of Directors.
6. Subject to subsection (d) of this Section 4 of Article IV of these Bylaws, below, the candidate receiving the highest number of valid votes shall take the first available Board of Directors seat, and so on, until all Director seats have been filled; provided, however, that no candidate nominated in the manner described in subsection (c)(4) of this Section 4 of Article IV of these Bylaws shall be seated unless and until all candidates selected pursuant to subsections (c)(1 - 3) of this Section 4 of Article IV of these Bylaws.

(d). No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for services as a director, and (ii) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-

in-law, mother-in-law, or father-in-law of each such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

(e). A Director may serve as a pool and/or direct elect Director up to three (3) consecutive terms, provided (i) that such Director continues to meet the qualifications required by Section 3 of this Article IV of these Bylaws and (ii) that the total consecutive years of service as a Director shall not exceed eight (8) years.

SECTION 5. Term. The term of each of each pool seat Director shall be four years from the date of his or her election to the Board (or such shorter term as was available due to a vacancy on the Board); provided, however, that the term of two (2) of the initial Directors shall be for only one year, so that the Board of Directors shall have staggered elections. The term of each of each direct elect seat Director shall be two years from the date of his or her election to the Board (or such shorter term as was available due to a vacancy on the Board); provided, however, that the term of the initial direct elect Directors shall run to the next annual meeting of the Corporation, so as to ensure that such seats thereafter always expire at the annual meeting of the Corporation.

SECTION 6. Removal. (a). The Board may declare vacant the seat on the Board of any Director who has been:

1. Declared of unsound mind by a final order of a court;
2. Convicted of a felony while serving as a Director;
3. Found by a final order or judgment of any court to have breached statutory duties relating to a director's standard of conduct under the California Nonprofit Corporation Law;
4. Found, after investigation by the Board, in accordance with the principles of Narcotics Anonymous, to have been "using" any mind or mood altering chemical as commonly described by Narcotics Anonymous; or
5. Found by the Board to have failed to attend or participate in any other manner as provided for herein, two or more consecutive duly called meetings of the Board of Directors in any twelve-month period, or three meetings in total during such twelve-month period of the Board.

(b). No Director shall be removed without cause.

(c). The vote necessary to remove any Director for any of the causes specified in Section 6(a) of Article IV of these Bylaws shall be a majority of the other Directors present at a duly called meeting of the Board of Directors at which a quorum is present or in the alternative such removal may be accomplished by unanimous written consent of the other Directors without a meeting.

(d). Any action challenging the validity of any removal of a Director must be commenced within six months after the removal. After the six-month period, the removal is conclusively deemed valid, in the absence of proof of actual fraud.

SECTION 7. Chairperson of the Board. A new Chairperson of the Board shall be elected annually at a Board Meeting by a simple majority vote of a quorum of the Board. The Chairperson shall be responsible for calling and for chairing meetings of the Board of Directors. In the absence of a Chairperson, the President of the Corporation may perform the functions of the Chairperson of the Board.

SECTION 8. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than this Bylaw at the principal office of the Corporation sixty (60) calendar days following the annual meeting of the RSC or at such other place and time as may be designated by the Board of Directors. The Board may also provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

SECTION 10. Notice. Regular meetings of the Board may be held without notice. Notice of any special meeting shall be given at least ten (10) calendar days, but not more than sixty (60) calendar days, previously thereto by notice personally given or mailed to each Director at his address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and does not thereafter vote for or assent to action taken at the meeting. Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 11. Quorum. The majority of the number of Directors specified in Section 3 of this Article IV of these Bylaws shall constitute a quorum of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 12. Manner of Acting. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors.

SECTION 13. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 14. Informal Action by Board of Directors. Unless otherwise provided by law, any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken.

SECTION 15. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors or such other reasonable expenses as the Board may from time to time deem appropriate. The reimbursement policy of the Board reflects the policy set in place by the RSC and administered by the Board's executive body. Otherwise, Directors shall serve without compensation.

SECTION 16. Liability of Directors. In accordance with the Articles of Incorporation, and to the maximum extent permissible by the California Nonprofit Public Benefit Corporation Law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 17. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 18. Committees. (a). The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of one or more Directors and optionally additionally persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. One or more Directors may be appointed as alternate members of any such committee, who may replace any absent member at the meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Fill vacancies on the Board or on any committee that has the authority of the Board;
2. Fix the compensation of the directors for serving on the Board or on any committee;
3. Amend or restate the Articles of Incorporation, amend or repeal Bylaws, or adopt new Bylaws;
4. Amend or repeal any resolution of the Board;
5. Create any other committees of the Board or appoint members of committees of the Board;
6. Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code; or
7. Approve any action for which the California Nonprofit Corporation Law requires approval of the Board or of a majority of the Board.

(b). An ad hoc committee for each specific purpose may be designated from time to time by the Board. Such committee shall be chaired by a Director. Members of each such committee shall be appointed either from the Directors or the general membership of Narcotics Anonymous, as determined by the Chairperson unless otherwise determined by the Board, in such number as the Chairperson deems advisable, unless specified by the Board when such committee is created.

(c). The Board, by majority vote, may designate two (2) or more of its number to constitute an Executive committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation except the power to adopt, amend, restate, or repeal the Articles of Incorporation or Bylaws, and provided that the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual

Director of any responsibility imposed by law, by the Articles of Incorporation, or by these Bylaws. By a majority vote, the Board may at any time modify or revoke any or all the authority so delegated, increase or decrease - but not below two (2) - the number of such Executive committee's Directors, and fill vacancies therein from the Directors of the Board. The committee shall establish rules and regulations for its meetings that are not inconsistent with this Article IV of these Bylaws and meet at such times and places as it deems appropriate.

(d). Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by decision of the chairperson of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the Board or Secretary of the Corporation as the Board may direct. The Board may adopt rules for the governance of any committee, provided such rules are consistent with these Bylaws.

## **ARTICLE V. OFFICERS**

**SECTION 1. Number.** The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. An officer need not be a Director of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Vice-President.

**SECTION 2. Election and Term of Office.** The officers of the Corporation to be elected by the Board of Directors shall be elected annually by a simple vote of the Board of Directors, immediately following the election of Directors, if any. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is reasonably convenient. Each Director shall cast his vote in the time and manner designated by the Secretary, and, for each position, the candidate receiving the most votes shall be certified by the Secretary as having been elected and shall immediately succeed the outgoing Officer. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided. The initial Officers may be elected at the first meeting of the Board of Directors.

**SECTION 3. Removal and Resignation.** Any officer or agent elected or appointed by the Board of Directors may be removed by a resolution of the Board of Directors, at any regular or special meeting of the Board of Directors, whenever, in the judgment of the Board, the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and,

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any removal or resignation of an officer shall not affect his status as a Director, if any, unless he is also removed or resigns pursuant to the provisions of Article IV of these Bylaws.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. If he is also a Director, he shall, in the absence of a Chairperson of the Board, serve as chair of the meetings of the Board of Directors. He may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. The Vice President of the Corporation shall, in the absence of the President or in event of his death, unavailability, or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 7. Treasurer. The Treasurer of the Corporation shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever and for any contribution, gift, bequest, or devise to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws;

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his agent or attorney, on request therefor;

(d) render to the Board of Directors, whenever requested, an account of any or all of his transactions as Treasurer and of the financial condition of the Corporation;

(e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(f) In general perform all of the duties incident to the Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(g) If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum with such surety or sureties as the Board of Directors shall determine. Any bond required by this Section will be paid for by the Corporation.

**SECTION 8. Secretary.** The Secretary of the Corporation shall:

(a) Keep the minutes of the Board of Directors and committee meetings in one or more “minute books” provided for the purpose (including the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at such Board and committee meetings);

(b) Be custodian of the corporate records and of the seal of the Corporation, if any, and see that any such seal of the Corporation, if any, is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) Keep a register of the contact information of each Director and officer which shall be furnished to the Secretary by such Directors and officers; and

(e) In general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, Treasurer, or by the Board of Directors.

**SECTION 9. Compensation.** Reasonable expenses may be reimbursed in the discretion of the Board of Directors; however, no other compensation shall be paid to any officer.

**ARTICLE VI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**SECTION 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer of the Corporation, or in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed or held as petty cash shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Treasurer, under the ultimate direction of the Board of Directors, may select. Such banks or other depositories shall be federally insured protecting deposits to one hundred thousand dollars (\$100,000.00) and if the Corporation shall have more than one hundred thousand dollars (\$100,000.00), such funds shall be distributed amongst two or more such federally insured accounts at differing banks or other depositories, such that no one account exceeds one hundred thousand dollars (\$100,000.00) at any one time.

SECTION 5. Gifts. The Board may accept on behalf of the Corporation any contributions, gifts, bequests, or devises for the general purpose or any special purpose of the Corporation in accordance with the Sixth (6) and Seventh (7) Traditions of Narcotics Anonymous, and in compliance with the Nonprofit Public Benefit Corporation Law and it's the rules pertaining to its tax exempt status, if any.

SECTION 5. Fiscal Year. Commencing in calendar year 2012, the fiscal year of the Corporation shall begin on the first day of July and end on the thirtieth day of June in each year. Prior to calendar year 2012, the Corporation's fiscal year shall be the calendar year, commencing on the first day of January and ending on the thirty-first day of December each year. In the Corporation's first year of existence, the Corporation's fiscal year shall end on the 31<sup>st</sup> day of December.

## **ARTICLE VII. CORPORATE RECORDS AND REPORTS**

SECTION 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of Directors and of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A record of its members, if any, indicating their names and contact information and the renewal date of any membership;

(d) A copy of the Corporation's Articles of Incorporation and Bylaws, as amended and/or restated to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times by appointment.

SECTION 2. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind, including financial records, and to inspect the physical properties of the Corporation. Such inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents and records.

SECTION 3. Annual Report. The Board of Directors shall cause an annual report to be furnished not later than 120 days after the close of the Corporation's fiscal year to all Directors of the Corporation and, if this Corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities during the fiscal year;
- (c) The revenue or receipts of the Corporation for the fiscal year, both unrestricted and restricted to specific purposes;
- (d) The expenses or disbursements of the Corporation during the fiscal year;
- (e) Any information required by Section 4 of this Article VII of these Bylaws.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

SECTION 4. Annual Statement of Specific Transactions. This Corporation shall mail or deliver to all Directors and, upon request in the case the Corporation has members, to any member, a statement within 120 days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the Corporation was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any Director or officer of the Corporation (a mere common directorship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the Corporation.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than ten thousand dollars (\$10,000.00) or which was one of a number of transactions with the same persons involving, in the aggregate, more than ten thousand dollars (\$10,000.00).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than five thousand dollars (\$5,000.00) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Corporation has any members and provides all members with an annual report according to the provisions of Section 3 of this Article VII of these Bylaws, then such annual report shall include the information required by this Section.

**SECTION 7. Electronic Distribution.** Any inspection request, notification, publication, or other disclosure required to be made under this Article VI may be fulfilled by publishing said information to the Corporation's website, if any, provided such website is reasonably accessible to, all Directors and members, if any, or by providing requested information by reply electronic mail or facsimile.

## **ARTICLE VIII. AFFILIATION WITH OTHER ORGANIZATIONS**

**SECTION 1. Service Entity.** The Corporation is a service entity which serves a function within the totality of an organization known as Narcotics Anonymous. In so doing, it endorses the aims, goals, and purposes of Narcotics Anonymous, and, pursuant to Section 2 of this Article VIII of these Bylaws, it operates under the guidelines of the Twelve Traditions as espoused by Narcotics Anonymous.

**SECTION 2. Twelve Traditions.** All Directors and officers of the Corporation shall be, and are, subject to, and will abide by the principles of the Twelve Traditions of Narcotics Anonymous as set forth in the book identified and titled as Narcotics Anonymous and the principles of the Twelve Concepts. It is herein specifically acknowledged that the Corporation acts as a fiduciary in its dealings with RSC and the Fellowship of Narcotics Anonymous and its purpose is to serve these entities, and that all actions and decisions of the Board and officers of the Corporation shall be in accordance

with this purpose. The net proceeds resulting from any activity conducted for the Central California Region of Narcotics Anonymous is received by the Corporation as a fiduciary, and shall be dedicated and used exclusively for the benefit of the fellowship of Narcotics Anonymous.

SECTION 3. Recommendations of the RSC. The Board of Directors of the Corporation shall duly consider recommendations by the RSC relating to the administration of the Corporation, and shall report to the RSC actions relating to those recommendations.

### **ARTICLE VIII. NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any Director, officer, or member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation:

(a) A successfully sent notice to the recipient's electronic mail address or facsimile telephone number of record shall be the equivalent of written notification by U.S. Postal Service mail;

(b) A waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **ARTICLE IX. CONSTRUCTION AND INTERPRETATION**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

### **ARTICLE X. AMENDMENTS**

SECTION 1. Amendment by Directors. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by a majority vote of the Board of Directors at any annual Board of Directors meeting or at any special Board of Directors meeting when the proposed amendment has been set out in the notice of such meeting.

SECTION 2. Amendment by Members. These Bylaws may also be altered, amended, or repealed by a majority vote of the members, if any, notwithstanding that these Bylaws may also be amended or repealed by the Board of Directors.