

BYLAWS OF
SOUTHERN CALIFORNIA REGIONAL SERVICE OFFICE OF NARCOTICS ANONYMOUS
a California nonprofit corporation.

ARTICLE 1. NAME

1.01 The name of this organization shall be the Southern California Regional Service Office of Narcotics Anonymous and may be referred to herein as the "Corporation" or "SCRSO."

ARTICLE 2. PURPOSE

2.01 The purpose of the SCRSO is to provide information to the general public about recovery from addiction through the Program of Narcotics Anonymous. The types of services that the corporation will perform are the Operation and Maintenance of the Regional Service Office and its facilities, the sale and distribution of Narcotics Anonymous approved literature, the sale of recovery oriented merchandise, procurement of necessary insurance for meetings and events, and the fundraising activities to finance the operation of the corporation. The SCRSO is the single point of authority for contractual obligations.

ARTICLE 3. OFFICES

3.01 The principal office of the Corporation for the transaction of business is located at 1937 South Myrtle, Monrovia, California 91016

3.02 CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of the Articles of Incorporation of the Corporation and not otherwise. The Board of Directors may, however change the principal office from one location to another within the named county by noting the changed address and effective date below and such change of address shall not be deemed an amendment of these bylaws:

1937 South Myrtle, Monrovia, California 91016

3.03 OTHER OFFICES

The Corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require, and as the Board of Directors may from time to time designate.

ARTICLE 4. DIRECTORS

4.01 NUMBER

The Corporation shall have fourteen (14) Directors and collectively they shall be known as the Board of Directors. The number may be changed only by amendment of these ByLaws.

4.02 USE OF TERM "DIRECTORS" AND "BOARD":

The words "Directors" and "Board" as used herein or in the Articles of Incorporation, control its property, and conduct its affairs, except as otherwise provided by law and subject to the limitations contained in the Articles of Incorporation.

4.03 POWERS

The Directors shall exercise the powers of the Corporation, control its property, and conduct its affairs, except as otherwise provided by law and subject to the limitations contained in the Articles of Incorporation.

4.04 DUTIES

It shall be the duty of the Directors to:

- A) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or these ByLaws.
- B) Appoint and remove, employ and discharge, except as otherwise provided in these ByLaws.
- C) Prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- D) Supervise all officers, agents, and employees of the Corporation to assure that their duties are properly performed.
- E) Meet at such times and places as required by these ByLaws.
- F) Require that special meetings of members of the board be called whenever and as often as they deem necessary provided by these ByLaws.
- G) Register their legal name, address, phone number, and email address with the Secretary of the Corporation.

Notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

4.05 QUALIFICATIONS

- A) Any person who would qualify for Regular Membership in Southern California Regional Service Conference pursuant to applicable sections set forth in these ByLaws, although actual membership is not a requirement.
- B) A person must also have abstained from using a narcotic, as defined by the Narcotics Anonymous program, for five (5) years prior to election to a directorship.
- C) The person must also reside within the boundaries of the Southern California Region of Narcotics Anonymous for the term of their directorship.

4.06 TERMS OF OFFICE

- A) Each of the Ten (10) Directors (3 year) who are to be elected pursuant to applicable sections set forth herein shall serve for three (3) calendar years from the date of his or her election to the Board of Directors. The term of Directorship shall be from the month of election till December of the third calendar year. No elected director shall serve more than two (2) consecutive terms, unless approved by a two-thirds majority vote of the Board of Directors.
- B) The four (4) designated Directors (1 year direct elect) whose seats are to be filled from appointments by the Regional Service Conference shall each serve for only the remainder of the calendar year from the date of his or her appointment at the Regional Service Conference. Such said designated Director shall then be replaced by the Regional Service Conference at the end of the one year term of the designated director. This provision shall in no way be construed as a limitation on the right of the Regional Service Conference to reappoint the same Director for an additional term.
- C) Any Director designated under the provisions of these ByLaws shall be eligible for reappointment without limitation on the number of terms served provided such Director continues to meet the qualifications required by Section 4.05 of these ByLaws.
- D) A "pool" of qualified - as noted in section 4.05 - members will be created for the purpose of training for future Directorship and support to the SCRSO. This will be established by attending 3 consecutive BOD meetings. This pool position is non- voting position.

4.07 ELECTION

- A) Ten (10) of the Fourteen (14) authorized Directors shall be elected by a majority vote at any meeting of the Board of Directors herein described, or by mail, or by email, in such manner as set forth in these ByLaws.

B) In order to conform with the goals and interests of the Regional Service Conference and to form a closer working relationship with the Regional Service Conference, Ten (10) Directors shall be affirmed by the Southern California Regional Service Conference.

(a) At each Regional Service Conference, the Board of Directors of Southern California Regional Service Office shall submit to the Regional Service Conference the number of Directors seats which have become or are about to become vacant by virtue of expiration of the term of office for those named Directors.

(b) The Board of Directors may submit to the Regional Service Conference their suggestions and requests for nominations.

4.08 RE-ELECTION

A) Any of the Ten (10) elected Directors can be re-elected to additional term(s) with a majority vote at any meeting of the Board of Directors.

B) The Ten (10) Directors will be re-introduced to the Southern California Regional Service Conference upon reelection by the Regional Service Office Board of Directors.

4.09 APPOINTMENT

Four (4) of the Fourteen (14) Directors seats shall be reserved in continuum for appointments by the Regional Service Conference, to be filled by designation as follows:

A) The Regional Service Conference at its monthly meeting, shall cause to have appointed four (4) individuals who shall then sit in the four (4) designated Directors seats heretofore described and provided for a one (1) year term.

(B) The Regional Service Conference shall determine its own procedure for designating said four (4) individual Directors and said procedure shall not thereafter be altered except by proper motion and majority vote at a monthly meeting of the Regional Service Conference.

(C) Said Directors shall continue to serve in the capacity of designated Directors until their one (1) year term is complete and at which time the Regional Service Conference shall refill these four designated Directors seats.

(D) Unless the Director is removed, refuses to serve, or fails to serve in such capacity, the seat may be filled by compliance with those other provisions specifically provided for by the Regional Service Conference for the reappointment of a Director to fill any vacancy in one (1) or more of the four (4) designated Directors seats provided for herein.

(E) Nothing herein shall be construed as limiting the Regional Service Conference's right to reappoint any Director to serve consecutive or additional terms.

(F) Nothing herein shall be construed as any limitation on the Regional Service Conference's right to require of these four (4) Directors any additional qualifications as it sees fit to impose.

4.10 COMPENSATION

Directors shall serve without compensation but may receive reimbursement for expenses as the Board of Directors may determine by resolution.

ARTICLE 5. MEETINGS

5.01 PLACE

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board. Board members may meet online if they obtain permission prior to the meeting due to unusual circumstances, i.e. illness or travel due work constraints.

5.02 NOTICE OF MEETINGS

Regular meetings shall be held at such time and place as may be designated by resolution of the Board.

A) Special meetings of the Board of Directors may be called by the Chairperson - or if the Chairperson is absent or unable, or refuses to act - by the Controller, or by any two Directors. Such meetings shall be held at a place, designated by the person or persons calling the meeting and in the absence of such designation at the principal place of business of the Corporation.

B) Written notice of the time and place of every special meeting of the Board of Directors shall be delivered by email, at least seven (7) days prior to such meeting.

C) The email address shall be the Director's address as shown on the books of the Corporation. Communications shall be deemed delivered at the time of deposit in a repository for the mail or via email, as the case may be.

D) Such notice shall be given by the Chairperson, Secretary, or such other Board member designated by the Chairperson, on the neglect or refusal of the person charged with such duty to do so by any Director of the Corporation. The Director, for the purpose of giving such notice, shall have made available to him/her at the principal office of the Corporation during regular business hours, the membership books.

E) Notice of all regular meetings, is hereby dispensed with, except where such a meeting falls on a legal holiday and is therefore held on a different day not herein designated.

5.03 CONTENTS OF NOTICE

Notice of meetings of the Board of Directors not hereby dispensed with, shall specify:

- A) The place
- B) The day
- C) The hour of the meeting
- D) In the case of special meetings the general nature of the business to be transacted

5.04 CONSENT OF ABSENTEE

The transactions of any meeting of the Board of Directors, however called and noticed, are as valid as though these transactions had occurred at a meeting duly called and noticed and held, if a quorum, as hereinafter described, is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice, or the consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents and/or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

5.05 QUORUM

A quorum shall consist of not less than fifty percent (50%) of all the seated Directors. A director may be present in person or by proxy.

5.06 ADJOURNMENT FOR LACK OF QUORUM

In the absence of a quorum, no business shall be transacted except the meeting of the Board of Directors may be adjourned by the vote of a majority of the seated directors present.

5.07 NOTICE OF ADJOURNED MEETING

When a meeting of the Board of Directors becomes, by action of the members of the Board present, adjourned to another date, notice requirements in sections 5.01, 5.02, and 5.03 must be followed.

5.08 LOSS OF QUORUM

The Board members present, or by proxy, duly called at a meeting of the Board of Directors at which a quorum was present when roll was taken, may continue to do business until adjournment notwithstanding the withdrawal of sufficient members to leave less than a quorum.

5.09 VOTING AT MEETINGS

- A) Each member of the Board of Directors is entitled to one (1) vote on each matter submitted to a vote with the exception of the Chairperson of the board who may cast a vote only in the case of an equal number of Yeas and Nays.
- B) The Chairperson of the Southern California Regional Service Conference is entitled to (1) one vote on each matter submitted to a vote.
- C) Votes shall be by voice vote, except as otherwise expressly provided in these ByLaws.
- D) No single vote shall be split into fractional votes.
- E) Members of the board that are entitled to vote shall have the right to vote either in person or by proxy, written and executed by such person or their duly authorized agent and filed with the Secretary of the Corporation.
- F) No member may utilize a proxy to fulfill their participation as a member of the Board of Directors more than twice in any calendar year without prior approval of the Board of Directors.

5.10 VOTING COMMUNICATIONS

The Corporation may conduct business of the Board of Directors by communicating in the following manner(s):

- A) Upon request of the Chairperson of the Board of Directors or any two (2) Directors acting together, a request may be submitted in writing, online chat, or by email to the Secretary of the Corporation, this request must specify the action or series of actions requested.
- B) Upon receipt thereof, the Secretary shall within five (5) working days, holidays excepted, forward the requests, cited verbatim, by email to each Director. The notice shall contain the following instructions, *"All voting responses must be received by email or text not later than five (5) working days."*
- C) If a majority of the responses received by the Secretary are communicated within the prescribed time, such action shall be binding on the Corporation, which shall have as its policy, or take such action as complies with the decisions made by the majority vote.

5.11 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board of Directors, or in his/her absence, by the Vice Chairperson, or in absence of both, by the Controller, or in the absence of all the above, by a Chairperson chosen by a majority of the Board of Directors members present in person or by proxy. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors. In the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by ROBERT'S RULES OF ORDER, and or by such rules as may be revised from time to time as long as such rules are not inconsistent with or in conflict with these ByLaws, with the Articles of Incorporation of this Corporation, or with the laws of the State of California or of the United States.

5.12 WRITTEN CONSENTS

Written consents, referred to hereinbefore, may be given by, and shall be accepted from, persons who are members of the Board of Directors, as shown in the books of the Corporation, at the time their written consents are given. Any Board member giving a written consent or their proxy, may revoke the consent prior to the time that written consents of the number required to authorize the proposed action have been filed with the Secretary of the Corporation, but he/she may not do so thereafter.

5.13 ACTION WITHOUT MEETING

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if authorized in writing, signed by all the members who would be entitled to vote on such action at a meeting, and filed with the Secretary of the Corporation, except as otherwise expressly provided in these ByLaws.

5.14 INSPECTION

In the event of challenge of any matter by any member of the Board of Directors or their proxy, the Board of Directors shall appoint a regular member of the board, or in its discretion, three (3) regular members of the board, to act as an inspector, or inspectors, of the voting procedure. Such inspector shall examine such procedure as to propriety of compliance with these ByLaws and authenticity of voting count, after which such inspector, or inspectors, shall make a report in writing to the Chairperson, executed by said inspector or inspectors concerning the same. Such report shall be prima facie evidence of the facts stated therein.

5.15 ACTION BY THE BOARD OF DIRECTORS

Every action or decision by a majority of the Board of Directors present at a meeting duly held by a quorum, is the act of the Board of Directors unless the law, Articles of Incorporation or these ByLaws require a greater number.

5.16 REMOVAL AND RESIGNATION OF DIRECTORS

A) BY THE BOARD WITH CAUSE:

The Board of Directors may declare vacant the office of any incumbent Director who has been:

- (1) Declared unsound mind by a final order of a court.
- (2) Convicted of a felony while serving on the Board.
- (3) Found by a final order or judgment of any court to have breached statutory duties relating to a Director's standard of conduct.
- (4) Found, after investigation by the Board, that he/she has been using a narcotic. As the term "using a narcotic" is defined by the Narcotics Anonymous program.
- (5) Found by the Board to have failed to attend or participate in any manner as provided for herein, two (2) or more consecutive Board meetings, or (4) Board meetings in total, within a twelve (12) month period.

(6) Found by the Board to have a conflict of interest with the Board while serving as a member of the Board of Southern California Regional Service Office of Narcotics Anonymous while at the same time serving as an agent, director, employee, Board Member or Representative of another organization or entity which may be adverse to the Corporation, or while serving in the above stated function, act in a manner that demonstrates conflict of interest with the Corporation.

PROVIDED: That the removal of any of the four (4) direct-elect Directors heretofore described as appointed by Regional Service Conference, shall be removed pursuant to this section ONLY in conjunction with the written consent of the Regional Service Conference or by written consent of such individual as the Regional Service Conference may designate for this purpose.

B) BY MEMBERS OF THE BOARD WITHOUT CAUSE:

No director shall be removed without cause.

C) VOTE NECESSARY

The vote necessary to remove any Director on any of the foregoing causes shall be a majority of the Directors present at a duly held meeting at which a quorum is present, or in the alternative: such removal may be accomplished by the unanimous written consent of the Directors without a meeting.

D) PERIOD TO CHALLENGE REMOVAL:

An action challenging the validity of any removal of a Director must be commenced within three (3) months after the removal. After the three (3) month period, the removal is conclusively presumed valid, in the absence of fraud.

E) RESIGNATION:

A Director may resign by giving written notice to the Chairperson of the Board, the Secretary, or the Board of Directors of the Corporation. Resignation is effective upon giving of the notice unless the notice specifies a later time. If the resignation is effective at a later time, a successor may be elected pursuant to provisions herein, immediately, to take office when the resignation becomes effective.

5.17 VACANCIES

A) A Vacancy in the Board shall exist:

- (1) Upon death, resignation, term expiration, or removal of any Director or
- (2) whenever the number of Directors authorized is increased.

B) The Board may vacate the office of a Director:

- (1) if the director is declared unsound by an order of court
- (2) dies
- (3) if within sixty (60) Days after notice of his/her election he/she does not accept the office in writing or by attending a meeting of the Board.

C) The Board may fill a vacant Director's term of office.

- (1) the term of office shall end on the date of the deceased, resigned, expired, or removed Director's term of office
- (2) a vacant Director's term of office filed under section 5.17 C (a) will not be construed as a Term of Office under section 4.06 unless the vacancy to be filled under section 5.17 C (a) is for a period of more than two years.
- (3) if the number of Directors authorized is increased the first term shall be of such length as to provide for an equal number of elected Directors terms to end simultaneously. This is to ensure orderly rotation. The subsequent terms of the newly

authorized Directors' offices shall be three (3) years in event the original term was not a full three (3) year term.

5.18 NON-LIABILITY OF DIRECTORS

No Director shall be personally liable for the debts, liabilities or obligations of the Corporation. Any lawsuit against any Director arising from his activities as a Director of the Corporation shall be defended at the cost to the Corporation, including reasonable expenses and attorney's fees, provided that the court finds that the conduct of such sued Director was such to merit such indemnity, and in such sums as the court finds to be reasonable.

ARTICLE 6. OFFICERS

6.01 NUMBER AND TITLES.

The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, Chief Information Officer, and Controller, There may also be at the discretion of the Board, one or more Assistant Secretaries and or Assistant to the Controller and such other officers as may be appointed under Section 6.03 hereof. One person may hold multiple offices, except those offices of Chairperson and Secretary. Voting is by member and not by office as stated in 5.09(A).

6.02 QUALIFICATION for ELECTION to and TERM OF OFFICE for OFFICER of the CORPORATION

A) Any individual who would qualify under the terms and provisions of these ByLaws to sit as a Director of the Corporation, is qualified to be an officer of the Corporation.

B) Officers, other than as appointed per Section 6.03 or 6.05 shall be elected annually by the Board of Directors.

C) An Officer shall hold office until the Officer resigns, their term expires, is removed, or until the Officer's successor shall be elected and enters office.

6.03 SUBORDINATE OFFICERS.

The Board of Directors may appoint such other officers or agents as it may deem desirable and such officers shall serve such terms and have such authority to perform such services and duties as may be prescribed from time to time by the Board of Directors.

6.04 REMOVAL AND RESIGNATION.

A) Any officer may be removed *with cause* by a majority of the Board of Directors at any regular or special meeting of the Board of Directors, or as the Board of Directors may be qualified to act as otherwise provided in these ByLaws, and such officer shall be removed forthwith or under such terms as the Board of Directors may so decide.

B) Any officer may resign by giving notice to the Board of Directors, to the Chairperson or to the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of the notice, or at such time as specified therein, or upon such date as may be determined by the Board of Directors, but in no event later than the date stated in said notice.

6.05 VACANCIES

A) Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

6.06 DUTIES OF THE CHAIRPERSON

The Chairperson shall be the Chief Executive Officer of the Corporation and shall in general be subject to the control of the Board of Directors. He/she shall supervise and control the affairs of the Corporation including the restructuring of corporate roles, titles, and responsibilities. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, the Articles of incorporation, or these ByLaws, or which may be from time to time prescribed by the Board of Directors. He/she shall preside at all meetings of the Board of Directors, except as otherwise expressly provided by law, by the Articles of Incorporation or these ByLaws. They shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which from time to time may be authorized by the Board of Directors.

6.07 DUTIES OF THE VICE-CHAIRPERSON

The Vice-Chairperson shall be the Assistant Chief Executive Officer of the Corporation and shall in general be subject to the control of the Board of Directors. He/she shall assist in supervising and controlling the affairs of the Corporation, including the restructuring of corporate roles, titles, and responsibilities. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, the Articles of incorporation or these ByLaws, or which may be from time to time prescribed by the Board of Directors. He/she shall preside at all meetings of the Board of Directors when the chairperson is absent, except as otherwise expressly provided by law, by the Articles of Incorporation or these ByLaws. He/she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which from time to time may be authorized by the Board of Directors.

6.08 DUTIES OF THE SECRETARY

The Secretary shall certify and keep at the principal office of the Corporation, or at such other place as the Board may authorize, a book of minutes of all meetings of the Board of Directors; recording therein the time and place of holding, whether regular or special, and, if special, how authorized, how notice was given of said special meeting, the names of those present at meetings of Directors, and the proceedings thereof. The Secretary shall see that all notices are duly given in accordance with the provisions of these ByLaws, or as required by law or the Articles of incorporation. The Secretary shall be the custodian of the records of the Corporation, which shall be kept as stated herein, along with a Board of Directors membership book containing the complete names, email addresses, phone numbers, and address of each Board member. In the case where board membership has terminated, he/she shall record such fact in the membership book together with the date on which Board membership ceased. He/she shall exhibit at all reasonable times to any Director or to his/her agent or attorney on request therefore, the ByLaws, the Board of Directors membership books, and the minutes of proceedings of the Board of Directors.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these ByLaws, or which may be assigned to him/her from time to time by the Board of Directors.

6.09 DUTIES OF CONTROLLER

Subject to the provisions of Article 8 of these ByLaws, the Controller shall:

- (A) Have charge and custody of, and be responsible for, all funds and securities of the Corporations and oversee deposits and all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (B) Receive or cause receipt for money due and payable to the Corporation from any source whatsoever.
- (C) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursement.

- (D) 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.
- (E) Exhibit at all reasonable times, the books of account and financial records to any Director of the Corporation, or to his agent or attorney, upon request therefore.
- (F) Render to the Chairperson and Directors, whenever requested by them, an account of any or all of the financial transactions and of the financial state of the Corporation.
- (G) Prepare or cause to be prepared, and certify the financial statements to be included in the annual report to the Board of Directors.
- (H) If required by the Board of Directors, give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

- (I) In general, perform all duties incident to the office of the Controller and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or these By-Laws, or which may be assigned to him/her from time to time by the Board of Directors.
- (J.) Required to disclose any past convictions for fraud, embezzlement, or any crimes of moral turpitude.

6.10 DUTIES OF CHIEF INFORMATION OFFICER

- (A) Have charge and custody of, and be responsible for, all information technology in the name of the Corporation as shall be selected by the Board of Directors.
- (B) Keep and maintain online accounts of the Corporation's use, including any enterprise resource planning systems.
- (C) Render to the Chairperson and Directors, a monthly report of IT activities and/or whenever specifically requested by the Directors regarding said duties.
- (D) Lead and oversee IT project initiatives, training, configuration, procurement of IT related resources to support the services of the Corporation.
- (E) Any additional IT related duties as shall be selected by the Directors.

ARTICLE 7. COMMITTEES

7.01 EXECUTIVE COMMITTEE.

- A) The Board of Directors, by majority vote of its members of the Board of Directors, 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 of Directors in the management of the business and affairs of the Corporation, except: the power to adopt, amend, or repeal the ByLaws.

- B) Provided that the designation of such committee and the delegation thereto of authority, shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or any individual Director by law, by the Articles of Incorporation of this Corporation, or these ByLaws.

- C) The Board of Directors may by a majority vote of its members, at any time, modify or revoke any or all the authority so delegated.

- D) The Board of Directors may increase or decrease the number of directors on the executive committee but may not allow the number to become less than two (2) members of the Board of Directors.

- E) All vacancies must be filled from the Board of Directors.

F) The committee shall establish rules and regulations for its meetings that are consistent with the provisions and sections of Article 5 of these ByLaws.

G) Meet at such times and places as it deems appropriate, provided that a reasonable notice of a meeting of the Executive Committee is given to all members of the Board of Directors.

H) No vote shall be valid unless approved by the vote or written consent of a majority of the members of the Board of Directors of the Executive Committee.

I) The Executive Committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors from time to time as the Board of Directors may require.

7.02 AD HOC COMMITTEES

An Ad Hoc Committee for each specific purpose or purposes may be designated from time to time by the Board. Such Committees shall be chaired by a Director, members of each such ad hoc committee shall be appointed from the Directors, as determined by the Chairperson, unless otherwise determined by the Board. The Chairperson shall determine the number of members, unless specified by the Board of Directors when such a committee is created.

7.03 TERM OF OFFICE, VACANCIES, QUORUM AND RULES

A) All members of each committee, including the Chairperson thereof, shall serve for:

- 1) one (1) year
- 2) The need for the committee is deemed by the Board of Directors to have terminated.
- 3) or until otherwise removed

B) Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

C) A majority of the whole of each committee shall constitute a quorum.

D) Any action taken by a quorum at a meeting shall be considered an act of the committee.

E) Each committee may adopt rules for its own government and procedure as long as they are not inconsistent with law, these ByLaws, and the Articles of incorporation or rules and regulations adopted by the Board of Directors.

ARTICLE 8 EXECUTION OF INSTRUMENTS

8.01 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these ByLaws, may adopt by resolution to authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent or employee shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any sum.

8.02 CHECKS AND NOTES

Except as otherwise specifically determined by the Board of Directors, as provided in Section 8.01 or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation shall be signed by the Controller or Assistant to the Controller and countersigned by the Chairperson, Vice Chairperson or another Director as designated by a majority vote of the Board of Directors.

8.03 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select and direct. Such banks shall be federally insured, protecting deposits of up to FDIC limits as prescribed by law.

8.04 GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for any general purposes or any special purposes of the Corporation, in accordance with the sixth (6th) and seventh (7th) traditions of Narcotics Anonymous.

ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEALS

9.01 MINUTES OF MEETINGS

The Corporation shall keep at its principal offices or at such other places as the Board may order, such as including cloud storage, a book of minutes of all meetings of the Board of Directors and of the members. It shall include: the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at Director meetings, the number of members present or represented at the members' meetings, and the proceedings thereof.

9.02 BOOKS OF ACCOUNT

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, in electronic or other formats.

9.03 INSPECTION OF THE RECORDS

All Corporation records shall at all reasonable times, be open to inspection by any Director. Every Director shall have the absolute right to inspect all books, records, documents of every kind and the physical properties of the Corporation at any reasonable time. Such inspection may be made in person, by agent, by attorney or by mail. The right of inspection includes the right to make copies.

9.04 ANNUAL REPORT AND FINANCIAL STATEMENT

The Board will provide for preparation of a written annual report, including a financial statement. Such report each year shall summarize the Corporation's activities for the preceding year and activities projected for the forthcoming year; the financial statement shall consist of a balance sheet, income statement and statement of cash flows as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound, generally accepted accounting practices and be certified by a public accountant.

9.05 CORPORATE SEAL

The Board may adopt for use and at will alter, a corporate seal. Such seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE 10 FISCAL YEAR

10.01 THE FISCAL YEAR

The fiscal year of the Corporation shall be the general calendar year.

ARTICLE 11 BYLAWS

11.01 EFFECTIVE DATE OF THE BYLAWS

These ByLaws shall become effective upon their adoption. Amendments thereto shall become effective immediately on their adoption unless the Board, in adopting them, has provided that they are to become effective at some other date.

11.02 AMENDMENT

A) Subject to any provisions of law applicable to amendment of ByLaws of nonprofit Corporations, these ByLaws, or any of them, may be altered, amended or repealed and new ByLaws adopted as follows:

- (1) By vote of a majority of Directors at which a quorum is present.
- (2) Provided that written notice of such meetings and of the intention to change the ByLaws there at, is delivered to each Director at least seven (7) days prior to the date of such meeting as provided in Section 5.02 hereinbefore.
- (3) Written consent of all Directors without a meeting as provided in Section 5.12 hereinbefore.
- (4) Provided that a ByLaw fixing or changing the number of Directors may not be adopted, amended or repealed except as provided in the succeeding paragraph hereof.

11.03 CERTIFICATION AND INSPECTION

The original, or a copy of the ByLaws as amended, or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation. Such book shall be open to inspection by directors at all reasonable times during office hours.

ARTICLE 12 INVESTMENTS

12.01 RETENTION OF EQUITY

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 funds held by it according to the judgment of the Board of Directors without being restricted to the class of investments which a Corporation is or may hereafter be permitted by law to make or any similar restriction. No action shall be taken by or on behalf of the Corporation if such action is prohibited under Section 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law or laws.

ARTICLE 13 PROHIBITION AGAINST SHARING PROFITS OR ASSETS

13.01 DISBURSEMENT OF NET EARNINGS

No member, Director, Officer, employee, or other person connected with this Corporation, or any other private individuals, shall receive at any time, any of the net earnings or pecuniary profit from the operations of the Corporation. This provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation affecting its' purposes as shall be fixed by resolution of the Board.

ARTICLE 14 DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

14.01 RESTRICTIONS ON DISTRIBUTION

Notwithstanding any other provision in these ByLaws, the Corporation shall be subject to the following limitations and restrictions:

- A) The Corporation shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or of such subsequent enactment dealing with this subject.
- B) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (W.I.R.C. 1540).
- C) The Corporation shall retain any excess business holdings as defined in Section 4943(c) of the I.R.C. 154.
- D) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the I.R.C. 154.
- E) The Corporation shall not make any taxable expenditures as defined in Section 4945 of the I.R.C. 154.

ARTICLE 15 AFFILIATION WITH OTHER ORGANIZATIONS

15.01 FUNCTION

This Corporation is a service which serves a function within the totality of an organization known as Narcotics Anonymous. The SCRSO is a non governmental organization that supports the vision and goals of Narcotics Anonymous, Inc. in the Southern California Region. In so doing, it endorses the aims, goals and purposes of that organization and in fact, by special endorsement per Section 15.02 hereinafter, it operates under the guidelines of the "Twelve Traditions of Narcotics Anonymous" and "The Twelve Concepts of Service of Narcotics Anonymous" as espoused by the fellowship of Narcotics Anonymous.

15.02 AFFILIATION

- A) All Directors and Officers of this 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 pamphlet identified and entitled "Narcotics Anonymous."
- B) All Directors and Officers of this Corporation shall be, and are, subject to, and will abide by the principles of the "Twelve Concepts of Service of Narcotics Anonymous" as set forth in the pamphlet identified and entitled "The Twelve Concepts of Service of Narcotics Anonymous."
- C) Shall not interfere with motions adopted at each Regional Service Conference and as they pertain to operation of Regional Service Conference.
- D) It is herein specifically acknowledged that Southern California Regional Service Office acts as a fiduciary in its dealings with Regional Service Conference and the Fellowship of Narcotics Anonymous in the Southern California Region and that the net proceeds resulting from the sale and distribution of any literature and/or other materials for the Regional Service Conference and the Fellowship of Narcotics Anonymous in the Southern California Region is received by Southern California Regional Service Office.

ARTICLE 16 CONSTRUCTION

16.01 AS USED IN THESE BYLAWS:

- A) The present tense includes the past and future tenses, and the future tense Includes the present.
- B) The masculine gender includes the feminine and neuter genders.
- C) The singular number includes the plural and the plural number includes the singular.
- D) The word "shall" is mandatory and the word "may" is permissive.
- E) The words "Directors" and "Board"; except in context specifically, and expressly made otherwise applicable, shall mean Directors of the Board of Directors of this Corporation and none other, as stated in Section 4.02 of these ByLaws.

16.02 WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS.

We the undersigned, are all the persons constituting the present Directors of the Corporation and pursuant to the authority granted to the Directors in the ByLaws to take action by majority consent by all Directors without a meeting as set forth in writing, do hereby adopt the foregoing ByLaws in place. These Bylaws shall be the only ByLaws, together with such amendments, alterations and deletions as may from time to time be affected by authority herein, which shall guide and control this Corporation. The adoption and consent hereby expressed is acknowledged and affirmed this _____ day of _____, 20____ by execution hereof.

