

BYLAWS  
OF  
COLORADO NARCOTICS ANONYMOUS CONVENTION, INC.

\_\_\_\_\_, 200\_\_

## TABLE OF CONTENTS

### REDONE TO MATCH

#### BYLAWS

of

#### COLORADO NARCOTICS ANONYMOUS CONVENTION, INC.

#### OFFICES

**Principal Office.** The principal office and place of business of the Corporation in the State of Colorado shall be designated from time to time by the Corporation. The Corporation may have such other offices, either within or outside Colorado, as the board of directors of the Corporation (the “Colorado Narcotics Anonymous Convention” or “CNAC”) may designate or as the business of the Corporation may require from time to time.

**Registered Office.** The registered office of the Corporation in Colorado may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the CNAC Board of Directors.

#### PURPOSES

The Corporation is organized to serve within the Colorado Region of Narcotics Anonymous (the “CRNCA”) for the following purposes:

to provide information to the public and handle legal, financial, contractual, insurance, and indemnification issues for the Colorado Regional Convention of Narcotics Anonymous, a celebration of recovery from the disease of addiction. These services may be accomplished through the holding of conventions and such ancillary activities as may then make it possible for the Corporation to carry the message of recovery from addiction as found in the Program of Narcotics Anonymous; to hold and manage in a fiduciary capacity the income produced by any of the activities described above in such a manner that the other purposes outlined or assumed or as may later be assigned are satisfactorily accomplished when such is done within the spirit of the Twelve Steps, Twelve Traditions, and Twelve Concepts for NA Service of Narcotics Anonymous; and to perform all other matters necessary, convenient or helpful to carry out the objectives, duties and purposes of the Corporation.

## MEMBERS

Members Prohibited: The corporation shall have no members.

## BOARD OF DIRECTORS

Qualifications; Number; Election; Tenure.

Members of the Colorado Narcotics Anonymous Convention Board shall be natural persons at least eighteen years of age or older who are members of the Fellowship. The directors, who need not be residents of the State of Colorado, shall manage the affairs of the Corporation.

The CNAC Board of Directors shall be composed of not less than five (5) and not more than nine (9) directors and shall be comprised of the following members:

Four (4) CRSC officers, including: (x) the Vice Chair; (y) the Financial Officer; the current Chair of the CRCNA; and the current Public Relations Chair of the CRSC (collectively, the “CRSC Members”); and up to five (5) Members-At-Large (the “MALs”).

Eligibility and Election of Members At Large.

For the purpose of clarification, a MAL is defined as an addict in recovery from the Colorado Region who has served for at least one year at the regional level and who has been nominated and elected in the manner described herein. An addict with the defined qualifications seeking nomination to the CNAC Board will need to attend the appropriate meetings of the CNAC Board when membership/election needs are announced.

Once a MAL has been nominated by the CNAC Board, she or he may function as a Board member with full privileges until elected in the manner set forth below.

To be eligible for nomination, each MAL shall have a minimum of ten (10) years continuous clean time in Narcotics Anonymous and each CNAC Member shall meet the clean time requirements as outlined in the CRSC Guidelines for their respective CRSC position. MALs will be nominated by the CNAC Board for election by the Fellowship at the next meeting of the Colorado Regional Assemblies. The initial MALs will be nominated and elected at the first meeting of the CNAC Board following approval of these By-Laws with confirmation to occur at the next Colorado Regional Assembly.

#### Term Lengths.

Each CRSC Member shall be elected for a two (2) year term and may be nominated by the CNAC Board for one additional two (2) year term. Each MAL shall be elected for a two (2) year term and may be nominated by the CNAC Board for one additional two (2) year term; provided, however, The following schedule shall be applied to the first 5 MALs nominated and elected on the CNAC Board: The first three (3) MALs elected will serve an initial three (3) year term; The next two (2) MAL positions elected will serve an initial two (2) year term; Future MALs will be elected as outlined above.

**Annual Meeting.** An annual meeting of the CNAC Board shall be held on the second Saturday in December in each calendar year, or on such other date and at such time and at such place as the CNAC Board may determine. The annual meeting of the CNAC Board shall be held for the purpose of determining the yearly meeting schedule, proposed activities of the CNAC Board, the election of officers, and such other business as may come before the meeting. In addition, at the first meeting of the CNAC Board, work will be assigned as outlined in the CNAC Board Standard Operating Procedures. Failure to hold an annual meeting does not affect the validity of any corporate action. Notice of the annual meeting shall be given in accordance with Section 4.15, but such notice need not state the purpose of the meeting.

**Regular Meetings.** The CNAC Board may provide by resolution the time and place, either within or outside Colorado, for the holding of regular meetings without other notice.

**Special Meetings.** Special meetings of the CNAC Board may be called by or at the request of the Chair or any three (3) directors. Special meetings shall be held at such time and place, either within or outside Colorado, as may be designated by the authority calling such meeting.

#### Quorum; Voting.

A quorum at all meetings of the CNAC Board shall consist of a majority of the directors holding office which majority must include at least two (2) CRSC Members. Less than a quorum may adjourn from time to time without further notice until a quorum is secured.

Except as provided otherwise by the Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the CNAC Board.

#### Vacancies.

Any vacancy in the CNAC Board shall be filled by the CNAC Board. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified. If a vacancy occurs on the CNAC Board, including a vacancy resulting from an increase in the number of directors, the CNAC Board may fill the vacancy even though the directors remaining in office constitute fewer than a quorum of the CNAC Board.

#### Committees.

The CNAC Board may designate from among its members, by a resolution adopted by a majority of the entire CNAC Board, one or more committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution. No such committee shall have the power or authority to authorize distributions, elect, appoint or remove any director; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the Corporation; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, other than in the usual and regular course of business, or to take any other action prohibited by law.

The CNAC Board may establish by resolution one or more committees, advisory boards, auxiliaries, or other bodies of any kind with such rules of procedure as the board may provide. Such committees may provide such advice, service and assistance as requested, but may not exercise any power or authority reserved to the CNAC Board.

**Resignation.** A director may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date.

**Removal.** Any member of the CNAC Board may be removed with or without cause by a majority of the directors then in office.

**Action Without a Meeting.** Any action required by law to be taken at a meeting of the CNAC Board, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. The action shall be effective only if there are writings which describe the action, signed by all directors, received by the Corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the

action is received by the Corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Compensation. No member of the CNAC Board shall receive any compensation for serving in such office, provided that the Corporation may reimburse any member of the CNAC Board for reasonable expenses incurred in connection with service on the board.

Notice.

Notice of the date, time, place and purpose of any special meeting or any other meeting for which notice is required shall be given to each director at least two (2) days prior to the meeting. Notice may be given orally in person or by telephone or may be given in writing by U.S. Mail, electronic mail, electronically transmitted facsimile, or other form of wire or wireless communication. If mailed, such notice shall be deemed received and to be effective on the earlier of (i) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, if mailed by registered or certified mail return receipt requested, provided that the return receipt is signed by the director to whom the notice is addressed. If notice is given orally in person or by telephone it is effective when communicated. If notice is given by electronic mail, electronically transmitted facsimile, or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective as of the date and time of machine confirmation of delivery. Notice may be mailed to the last address known to the Corporation. If a director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by U.S. mail, electronic mail or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

Waiver of Notice. A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the director. Such waiver shall be delivered to the corporate Secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Telephonic Meetings. The CNAC Board may permit any director (or any member of any committee designated by the board) to participate in a meeting of the CNAC or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

Standard of Conduct for Directors and Officers. Each director and officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the board, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties a director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer shall not be liable to the Corporation or its members for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this Section.

The designated persons on whom a director or officer are entitled to rely are:

(i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to be within such person's professional or expert competence; or (iii) a committee of the CRB on which the director or officer does not serve if the director or officer reasonably believes the committee merits confidence.

All directors shall abide by and uphold the By-laws of the Guidelines of both the CRSC and CRCNA; and the Twelve Steps, Twelve Traditions, and Twelve Concepts for

NA Service of Narcotics Anonymous.

**Conflict of Interest Policy.** A majority of the CNAC Board and a majority of the members of any committee designated by the board shall consist of persons who have no financial interest in the affairs of the Corporation. Persons deemed to have a financial interest in the affairs of the Corporation include persons receiving grants or compensation (other than reimbursement of expenses) from the Corporation; independent contractors for services with the Corporation; persons with a financial relationship with such grantee, compensated individual, or independent contractor (such as owners or employees of the grantee or independent contractor); and close family members of the foregoing.

If a director, officer, or committee member has a financial interest conflicting with the interest of the Corporation in any matter (such as whether to enter into a contract with, or make a grant to, such individual or an organization with which such individual is associated), then the individual must bring the conflict to the attention of the other directors, officers, and committee members and refrain from deliberating or voting in any decision with respect to the matter

## OFFICERS

**General.** The officers of the Corporation shall be a Chair, a Vice Chair, a Recording Secretary, and a Financial Officer. Any individual may hold more than one office. The CNAC Board may appoint such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as set forth in the Bylaws or as from time to time may be determined by the CNAC Board.

**Powers and Duties.** The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the CNAC Board.

**Selection and Terms of Offices.** All officers of the Corporation shall be elected by the CNAC Board and shall hold office until the first of the following occurs: a successor shall have been duly appointed and qualified; death; resignation; or removal from office.

**Compensation.** No compensation shall be paid to officers of the Corporation for serving in such capacity. The Corporation shall reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation.

**Resignation and Removal.** An officer may resign at any time by giving written notice of resignation to the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any officer or agent elected may be removed at any time with or without cause by the CRB or by an officer or officers authorized by the board to do so. An officer who resigns or is removed or whose



appointment has expired may deliver a statement to that effect to the Colorado Secretary of State. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of an officer or agent shall not in itself create contract rights.

Vacancies. A vacancy in any office, however occurring, may be filled by the CRB, or by the officer or officers authorized by the board, for the unexpired portion of the officer's term. If an officer resigns and the resignation is made effective at a later date, the CRB, or officer or officers authorized by the board, may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date if the CRB, or officer or officers authorized by the board provide that the successor shall not take office until the effective date. In the alternative, the CRB, or officer or officers authorized by the CRB, may remove the officer at any time before the effective date and fill the resulting vacancy.

#### INDEMNIFICATION

The Corporation shall indemnify to the maximum extent permitted by law any person who is or was a director, officer, employee, fiduciary, and other agent of the Corporation against any claim, liability or expense arising against or incurred by such person made party to a proceeding because such person is or was a director, officer, employee, fiduciary or other agent of the Corporation or because such person is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary or other agent at the Corporation's request. The Corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing such indemnification.

#### CONTRACTS, LOAN, AND DEPOSITS

Contracts. The CNAC Board 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.

Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the CNAC Board. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the CNAC Board and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Corporation.

Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the CNAC Board.

Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the CNAC Board may select.

#### AMENDMENTS

The CNAC Board shall have the exclusive power and authority at any time and from time to time to amend, alter, repeal, or replace these Bylaws by the majority vote of the directors then in office.

#### MISCELLANEOUS

Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Colorado Revised Nonprofit Corporation Act.

\* \* \* \* \*

COLORADO NARCOTICS ANONYMOUS CONVENTION, INC.

BYLAWS CERTIFICATE

The undersigned certifies that [he][she] is the Recording Secretary of Colorado Narcotics Anonymous Convention, Inc., a Colorado nonprofit corporation (the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: \_\_\_\_\_, 200\_\_.

Recording Secretary

-PAGE 10#  
836103.1

