

Bylaws of the Northern California Regional Service Office
(Referred to as NCRSO or the Corporation)
A California Nonprofit Public Benefit Corporation

ARTICLE 1 - OFFICES

1.01 Principal Office

1. The "Principal Office" for the transaction of the activities and affairs of the Corporation is located at 1820 Walters Ct., Suite A, Fairfield, CA 94533-2737
2. The Board of Directors of the Corporation ("Board") may change the principal office from one location to another
3. Any change of location shall be noted in these bylaws by the Secretary. This section maybe amended to state the new location

ARTICLE 2 - OBJECTIVES AND PURPOSES

2.01 The general objectives of the Corporation shall be to carry the message of recovery to addicts who still suffer from addiction and to provide support to the Northern California Regional Service Committee of Narcotics Anonymous in their efforts to provide opportunities to recover from addiction

2.02 A specific purpose of the Corporation shall be to sell and distribute Narcotics Anonymous literature, other Fellowship approved material and other merchandise as approved by the Northern California Region

2.03 A specific purpose of the Corporation shall be to control fiscal management of the annual Northern California Convention of Narcotics Anonymous

2.04 Specific purposes of the Corporation shall be:

1. To provide service to individual addicts or groups of addicts seeking recovery from addiction
2. To assist the general public in understanding addiction and the Narcotics Anonymous program for recovery from addiction
 - a. Such assistance may include direct and indirect communication with addicts, organizations, agencies, governments and the public at large, as instructed by the Northern California Regional Service Committee (hereafter known as the NCRSC)

2.05 A specific purpose of the Corporation shall be:

1. 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 be later assigned are satisfactorily accomplished when such is done within the spirit of the Twelve Steps, Twelve Traditions, and Twelve Concepts of NA Service

ARTICLE 3 - NONPARTISIAN ACTIVITIES

3.01 The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above

3.02 The Corporation shall be nonprofit and nonpartisan

3.03 No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation

3.04 The Corporation shall not participate or intervene in any political campaign, on behalf of any candidate for public office, for or against any cause or measure being submitted to the people for a vote

ARTICLE 4 - DEDICATION OF ASSETS

4.01 The properties and assets of the Corporation are irrevocably dedicated to the promotion of social welfare

4.02 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, individual, or director of the Corporation

4.03 Upon liquidation or dissolution, all properties, assets and obligations of the Corporation shall be distributed and paid over to an organization dedicated to the promotion of social welfare, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3)

ARTICLE 5 - MEMBERS

5.01 Members Prohibited: The Corporation shall not have any members

5.02 Effect of Prohibition

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

ARTICLE 6 - DIRECTORS

6.01 Powers

1. Subject to any limitations in the Articles of Incorporation or these bylaws, the business affairs of the Corporation shall be managed, and all corporate powers be exercised, by or under the direction of the Board
2. The Board may delegate the management of the activities of the Corporation to any person, persons, committee or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under ultimate direction of the Board
3. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - a. select and remove all officers, agents, and employees of the corporation
 - b. fix their compensation, prescribe any powers and duties that are consistent with law, with the Articles of Incorporation, and with the Bylaws of the Corporation
 - c. change the principal executive office or principal business office in the State of California from one location to another within the Northern California Region of Narcotics Anonymous, and designate any place within the Northern California Region of Narcotics Anonymous for the holding of any meeting or meetings, including annual meetings
 - d. adopt, make, and use a corporate seal
 - e. borrow money and incur indebtedness on behalf of the Corporation 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

6.02 Number and Qualifications of Members

1. The authorized number of directors shall be twelve (12), which number may be changed only by amendment of these bylaws
2. The qualifications for directors are:
 - a. present membership in the fellowship of Narcotics Anonymous
 - b. recovery from any use of mind or mood altering chemicals, commonly described as "using" by the Fellowship of Narcotics Anonymous, for a minimum of 4 years

6.03 Elections

1. Nine (9) of the Twelve (12) authorized director positions shall be filled by majority vote of the Board at its annual meeting or by mail, in such manner as set forth in these bylaws following the expiration of the term of such director positions in accordance with Section 6.04
2. Six (6) director positions shall be filled from a panel of nominations submitted to the RSO by the NCRSC in the following manner:
 - a. 120-90 days prior to each annual meeting of the NCRSC, the Board shall submit to RSC the number of director positions which have or are about to become vacant by the next annual meeting of the Board
 - b. The RSC will then submit to the existing board, a panel of nominations for election to the positions available that year
3. The panel of nominees shall consist of at least one nominee for each position available that year
4. Any person selected by the NCRSC to the panel of nominees shall be eligible to be elected to the Board from the panel of nominees for a period of one (1) year from the date such person is placed on the panel of nominees by the NCRSC
5. Such person may be elected by the Board to any available two (2) year term or such shorter term as may be available due to a vacancy on the Board

6. The existing Board may submit to the NCRSC their suggestions and request for nominees, which if submitted, shall accompany the original notice to the NCRSC which indicates the number of positions to be filled for that year (or as soon thereafter as such suggestions and requests are available)
 - a. The NCRSC is in no way obligated to follow any such requests or is in no way bound to any such suggestions made pursuant hereto in the compilation of the nomination panel described heretofore
7. Any such directors, henceforth referred to as "pool seats", shall be eligible for election for a maximum of two (2) consecutive two (2) year terms provided:
 - a. they continue to meet the qualifications required by Section 6.02 of these bylaws,
 - b. any such director is included in the panel of nominees submitted to the RSO by the NCRSC following the expiration of such director's previous term
8. Following the expiration of the term of any person elected to the Board from the panel of nominees, such person must be reelected to a subsequent panel of nominees by the NCRSC in order to be eligible to be reelected to the Board, regardless of whether such person's initial term on the Board is one or two years
9. Three (3) of the twelve (12) director positions, henceforth referred to as "direct elects", shall be specifically reserved in continuum for election by the NCRSC, to be filled by designation as follows:
 - a. The NCRSC, at its annual meeting, shall elect three (3) individuals who shall sit in three (3) designated director positions heretofore described and provided for, for a one (1) year term
 - b. The Board shall seat the individuals elected by the NCRSC at the Board's next annual meeting immediately following the election of the individuals
 - c. The NCRSC shall determine its own procedure for designating said three (3) individual directors, and said procedure shall not thereafter be altered except by proper motion and majority vote at the annual meeting of and by the NCRSC
10. Said directors shall continue to serve in the capacity of designated directors until their replacement is selected by the NCRSC and seated at the annual meeting of the Board unless such person is removed, refuses to serve or fails to serve in such capacity
 - a. In this case, the position may be filled by compliance with those other provisions specifically provided for by the NCRSC's right to reappoint any director to serve consecutive or additional terms, provided each director shall continue to qualify under hereof
 - b. Nothing herein shall be construed as any limitation on the Regional Service Committee's right to require of these three (3) directors additional qualifications as it sees fit to impose
11. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is:
 - a. any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director, as director
 - b. any brother, sister, ancestor, descendants, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of each such person
12. A violation of the provisions of this paragraph **shall not** affect the validity or enforceability of any transaction entered into by the Corporation

6.04 Term of Office

1. The term of each of the nine (9) directors who are elected pursuant to Section 6.03.1 of these bylaws shall be two (2) 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)
2. The term of each of the three (3) directors who are elected pursuant to Section 6.03.2 of these bylaws shall be one (1) year from the date of the annual meeting of the Board immediately following the election of such individual at the NCRSC until the acceptance of the minutes at the next annual meeting of the Board

6.05 Vacancies

1. A vacancy (or vacancies) on the Board shall be deemed to exist on the occurrence of the following:
 - a. the death, resignation, or removal for cause (as provided in Section 6.06.1) of any director
 - b. the removal of a director pursuant to Section 6.06
 - c. the increase of the authorized number of directors
2. Except as provided below, any director may resign by giving written notice to the President, the Vice President, the Secretary, or the Board of Directors of the Corporation

- a. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective
 - i. if a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective
 - b. except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors
3. Vacancies on the Board shall be filled by a majority vote of the directors then in office at the time such vacancy exists, whether or not less than a quorum, or by a sole remaining director from the panel of nominees submitted to the Board by the NCRSC pursuant to Section 6.03.2
 4. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires

6.06 Removal of Directors

1. The Board may declare vacant the office of any incumbent who has been:
 - a. declared of unsound mind by a final order of a court
 - b. convicted of a felony subsequent to their assumption of office as a director
 - c. 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
 - d. found, after investigation by the Board, to have been "using" any mind or mood altering chemical as commonly described by Narcotics Anonymous
 - e. found by the Board to have failed to attend or participate in any other manner as provided for herein, two (2) or more consecutive meetings in any twelve (12) month period, or three (3) meetings in total during such twelve (12) month period of the Board
 - i. provided however that any of the three (3) designated directors heretofore described as appointed by the NCRSC shall be removed pursuant to this section only in conjunction with the written consent of the NCRSC or by written consent of such individual as the NCRSC may designate for this purpose
2. No director shall be removed without cause
3. The vote necessary to remove any director on any of the foregoing causes shall be a majority of the other directors present at a duly held meeting at which a quorum is present
 - a. or in the alternative such removal may be accomplished by two thirds (2/3) written consent of the other directors without a meeting
4. Any action challenging the validity of any removal of a director must be commenced within six (6) months of the removal
 - a. after the six (6) month period, the removal is conclusively presumed valid, in the absence of fraud

6.07 Directors Meetings

1. Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board
 - a. In the absence of such a designation, regular meetings shall be held at the Principal Office of the Corporation at such times as may be fixed by the Board
2. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting, or if not stated in the notice, at the Principal Office of the Corporation
 - a. Notwithstanding the above provisions of Section 6.07.1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting
 - b. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all directors can fully participate in the meeting, and all such directors shall be deemed to be present in person at such a meeting
3. The Board shall hold an annual meeting at the Principal Office of the Corporation within sixty (60) days following the annual meeting of the NCRSC, for the purpose of organization, election of officers and transaction of other business. Notice of this meeting is not required.

6.08 Special Meetings

1. Special meetings of the Board for any purpose may be called at any time by the President of the Board or the Vice President, the Secretary, or any two directors
 - a. Notice of the time and place of each special meeting shall be given to each director by one of the following methods
 - i. in writing by personal delivery

- ii. email
 - iii. first-class mail deposited into a United States mailbox at least ten (10) days before the time set for the meeting
 - iv. telephone, either directly to the director or to a person at the director's place of employment who would reasonably be expected to communicate such notice promptly to the director
- b. Notices given by personal delivery, telephone, or email shall be delivered at least forty-eight (48) hours before the time set for the meeting
 - c. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the Principal Office of the Corporation

6.09 Quorum

- 1. Any four (4) of the currently designated directors shall constitute a quorum for the transaction of business
- 2. Every action taken or decision made by the 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
 - d. indemnification of directors
- 3. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting

6.10 Waiver of Notice

- 1. Any required notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting
 - a. The waiver of notice or consent need not specify the purpose of the meeting
 - i. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting
 - b. Notice of a meeting need not be given to any director who attends the meeting and does not protest the lack of notice before or at the commencement of the meeting

6.11 Adjournment

- 1. A majority of the directors present (whether or not a quorum is present) may adjourn any meeting to another time and place
- 2. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours
- 3. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given (before the time of the adjourned meeting) to the directors who were not present at the time of the adjournment

6.12 Action Without a Meeting

- 1. Any action that the Board is required or permitted to take may be taken without a meeting if all the members of the Board consent in writing, via email or by conference call
 - a. The consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction
 - b. Such action by written consent shall have the same force and effect as any other validly approved action of the Board
 - c. All such consents shall be filed with the minutes of the proceedings of the Board

6.13 Compensation & Reimbursement of Expenses

- 1. Directors shall serve without compensation, but may receive such reimbursement of expense as the Board may determine by resolution to be just and reasonable at the time that the resolution is adopted

6.14 Committees

1. The Board (by resolution adopted by a majority of the directors then in office) may create one or more committees to serve at the pleasure of the Board each consisting of two or more directors and persons who are not directors
2. Appointments to committees of the Board shall be by majority vote of the directors then in office, or at the pleasure of the Committee if the Board as a whole does not make the appointments
3. One or more directors may be appointed as alternate members of any such committee, who may replace any absent member at the meeting
4. 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:
 - a. fill vacancies on the Board or on any committee that has the authority of the Board
 - b. fix compensation of the directors for serving on the Board or on any committee
 - c. amend or repeal bylaws or adopt new bylaws
 - d. amend or repeal any resolution of the Board that by its express terms is not to be amended or repealed
 - e. create any other committees of the Board or appoint members of committees of the Board
 - f. 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
 - g. approve any action for which the California Nonprofit Corporation Law requires approval of the Board or of a majority of the Board, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code
5. Working groups for a specific purpose may be designated from time to time by the Board
 - a. Such committees shall be chaired by a director
 - b. Members of each committee shall be appointed either from the directors or the general membership of Narcotics Anonymous (as determined by the President unless otherwise determined by the Board) in such number as the President deems advisable unless specified by the Board when such committees are created
6. The Board (by majority vote of its directors) may designate two (2) or more of its number to constitute an Executive Committee
7. The Board may 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 those powers prohibited to committees by 6.14.1
 - a. The delegation of powers and authority to committees shall not operate to relieve the Board or any individual director of any responsibility imposed by law, by the Articles of Incorporation, or these bylaws
8. By a majority vote, the Board may at any time
 - a. modify or revoke any or all the authority so delegated
 - b. increase or decrease, but not below two (2), the number of it's directors
 - c. fill vacancies therein from the directors of the Board
9. The committee shall establish rules and regulations for its meetings that are consistent with Article 7 of these bylaws and meet at such times and places as it deems appropriate
10. 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
 - a. 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 President of the committee of the Board
11. Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records
12. The Board may adopt rules for the governance of any committee, provided they are consistent with these bylaws

ARTICLE 7 - OFFICERS

7.01 Officers of the Corporation

1. The officers of the Corporation shall be:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer

2. At the Board's discretion, the Corporation may also have one or more additional Vice Presidents and one or more Assistant Secretaries or Assistant Treasurers and such other officers as may be appointed in accordance with Section 7.03 of these bylaws
3. None of the above listed offices may be held by the same person

7.02 Election of Officers

1. The officers of the Corporation shall (except those appointed under Section 7.03 of these bylaws)
 - a. be chosen annually by the Board
 - b. serve at the pleasure of the Board
 - c. hold their respective offices until their resignation, removal, other disqualification from service, completion of term or until their respective successors are elected and qualified
 - d. serve without compensation

7.03 Other Officers

1. The Board may appoint and may authorize the President of the Board to appoint additional officers that the Corporation may require
 - a. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified or determined by the Board

7.04 Removal of Officers

1. Any officer may be removed with or without cause by a majority of the Board at any regular or special meeting of the Board
2. If the officer was not chosen by the Board, the Board may confer the power of removal on any officer of the Board

7.05 Resignation of Officers

1. Any officer may resign at any time by giving written notice to the President of the Board or the Secretary of the Board
 - a. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice or upon such date as may be determined by the Board
 - b. Unless otherwise specified in the notice, the resignation need not be accepted to be effective

7.06 Vacancies in Office

1. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office. Vacancies shall be filled as they occur and not on an annual basis.

7.07 Responsibilities of Officers

President

1. The President shall be the Chief Executive Officer of the corporation and shall, in general:
 - a. be subject to the control of the Board
 - b. supervise and direct the affairs of the Corporation
 - c. perform all duties incidental to the office and such other duties as may be required by law, by the Articles of Incorporation, by these bylaws, or which may, from time to time, be prescribed by the Board
 - d. preside at all meetings of the Board, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws
 - e. 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

Vice President

1. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all the power of and be subject to all the restrictions on the President.
2. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these bylaws, or as may be prescribed by the Board

Secretary

1. Book of Minutes
 - a. keep or cause to be kept, at the Corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board

- i. The minutes of meetings shall include the time and place 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
 - b. keep or cause to be kept, at the Principal Office, a copy of the Articles of Incorporation and bylaws as amended to date
 - c. give or cause to be given, notice of all meetings of the Board and of committees of the Board as required by applicable law or these bylaws
2. Notices, Seals, and other Duties
- a. keep the corporate seal in safe custody
 - b. have such other powers and perform such other duties as the Board or these bylaws may prescribe

Treasurer

1. Books of Account
- a. keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions
 - b. give or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board
 - c. the books of account shall be open to inspection by any director at all reasonable times
2. Deposit and Disbursement of Money and Valuables
- a. deposit or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate
 - b. disburse the Corporation's funds as the Board may order
 - c. render to the President and the Board, when requested, an account of all transactions and of the financial condition of the Corporation
 - d. have such other powers and perform such other duties as the Board or these bylaws may prescribe
3. Bonds
- a. If required by the Board, the Treasurer shall give the Corporation a bond (with the surety or sureties) in the amount specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer upon death, resignation, retirement, or removal from office
 - b. Any bond required by this Section will be paid for by the Corporation

ARTICLE 8 - INDEMNIFICATION

8.01 Right of Indemnity

1. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code (including any person formerly occupying any such positions) against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," (as that term is used in that section), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section
- a. "Expenses," as used in Article 8, shall have the same meaning as in Section 5238(a) of the California Corporations Code

8.02 Approval of Indemnity

1. On written request to the Board by any person seeking indemnification (under section 5638(s) or Section 5238(c) of the California Corporation Code) the Board shall promptly determine (under Section 5238(e) of the California Corporation Code) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met. If so, the Board shall authorize indemnification.
- a. The Board cannot authorize indemnification if the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding
 - b. Application for indemnification shall be made by the Corporation to the Court as authorized in Section 5238(e) of the California Corporation Code

8.03 Advancement of Expenses

1. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 8.01 and 8.02 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding
2. Upon receipt by the Corporation of an undertaking by or on behalf of that person, the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses

8.04 Insurance

1. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such

ARTICLE 9 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9.01 Execution of Instruments

1. The Board (except as otherwise provided in these bylaws) may adopt by resolution or 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. Such authority may be general or confined to specific instances.
2. 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 monetarily for any purpose or in any sum

9.02 Checks & Notes

1. Except as otherwise specifically determined by the Board, as provided in these bylaws or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the President or Vice President of the Corporation

9.03 Deposits

1. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select and direct
 - a. Such banks shall be Federally insured protecting deposits to \$100,000

9.04 Gifts

1. The Board may accept on behalf of the Corporation any contributions, gifts, bequests, or device for the general purpose or any special purpose of the Corporation in accordance with the Sixth (6th) and Seventh (7th) Traditions of Narcotics Anonymous

ARTICLE 10 - RECORDS AND REPORTS

10.01 Maintenance of Corporate Records

1. The Corporation shall keep or cause to be kept
 - a. adequate and correct books and records of account
 - b. minutes (in written form) of the proceedings of its Board and committees of the Board
 - c. all such records shall be kept at the Corporation's Principal Office

10.02 Maintenance & Inspection of Articles & Bylaws

1. The Corporation shall keep, at its Principal Office, the original or a copy of the Articles of Incorporation, as amended to date, which shall be open to inspection by the officers and directors of the Corporation at all reasonable times during office hours

10.03 Inspection by Directors

1. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations
 - a. Inspection by a director may be made in person, by an agent or attorney
 - b. The right of inspection includes the right to copy and make extracts of documents

10.04 Annual Report

1. The Board shall cause an annual report to be sent to the directors within one hundred eighty (180) days after the end of the Corporation's fiscal year
 - a. That report shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and contain the following information for the fiscal year:
 - i. the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year
 - ii. the principal changes in assets and liabilities, including trust funds
 - iii. the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes
 - iv. the expenses or disbursement of the Corporation for both general and restricted purposes
2. Any reports by independent accountants shall accompany the annual report
 - a. If there is no such report, the certificate of an authorized employee of the Corporation that such statements were prepared without audit from the Corporation's books and records shall accompany the annual report
3. 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 that the information specified above for inclusion in an annual report be furnished annually to all directors who request it in writing

10.05 Annual Statement of Certain Transactions & Indemnifications

1. No later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:
 - a. any transaction(s) in which the Corporation, its parent or its subsidiary was a party, and in which any director or officer of the Corporation, its parent or subsidiary had a direct or indirect financial interest
 - b. any indemnification or advance aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article 8 of these bylaws

ARTICLE 11 - PROHIBITION AGAINST SHARING PROFITS OR ASSETS

- 11.01** No director, officer, employee, or other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation
- 11.02** This provision shall not prevent payment of reasonable compensation to any such person for services rendered to or for the Corporation affecting its purposes as shall be fixed by resolution of the Board

ARTICLE 12 - INVESTMENTS AND DISTRIBUTIONS

12.01 Investments

1. The Corporation shall have the right
 - a. to retain all or any part of its securities or any part of any securities or property acquired by it in whatever manner
 - b. to invest and reinvest funds held by it according to the judgment of the Board without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make
2. No action shall be taken on behalf of the Corporation if such action is prohibited under the Internal Revenue Code" or corresponding provisions of any subsequent Federal tax law or laws

12.02 Distribution of Income

1. 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 tax on undistributed income imposed by the Internal Revenue Code
 - b. The Corporation shall retain any excess business holdings as defined in the Internal Revenue Code

ARTICLE 13 - AFFILIATION WITH OTHER ORGANIZATIONS

- 13.01** The Corporation is a service entity within an organization known as Narcotics Anonymous. As such, it endorses the aims, goals and purposes of that organization. By special endorsement, per Section 13.02 of these bylaws, the Corporation operates under the guidelines of the Twelve Traditions of Narcotics Anonymous.
- 13.02** All directors and officers of the Corporation shall
1. be subject to and abide by the principles of the Twelve Traditions of Narcotics Anonymous as set forth in the books identified and titled as *The Basic Text of Narcotics Anonymous* and the principles of the *Twelve Concepts for NA Service*
 2. abide by motions adopted at each NCRSC meeting
 3. implement decisions reached by the NCRSC as they pertain to operation of the Corporation
- 13.03** It is herein specifically acknowledged that the Corporation acts as a fiduciary in its dealings with the NCRSC on behalf of the Northern California Fellowship of Narcotics Anonymous
- 13.04** Net proceeds resulting from any sale and distribution of literature and/or other materials and services for the NCRSC on behalf of the Northern California Fellowship of Narcotics Anonymous are received by the Northern California Regional Service Office (NCRSO)
- 13.05** The Corporation shall be subject to the decisions and actions of the Board

ARTICLE 14 - AMENDMENT'S

- 14.01** Subject to any provisions of law applicable to Nonprofit Corporations, these bylaws may be altered, amended, or repealed, and new bylaws adopted as follows
1. Subject to the power of the members to change or repeal them, by vote of a majority of directors at which a quorum is present, provided that written notice of such meeting and the intention to change the bylaws is delivered to each director at least twenty (20) days prior to the date of such meeting
 2. By written consent of all directors without a meeting as provided in these bylaws, provided that the Board shall not amend the provisions of Section 6.03.2 of these bylaws without the concurrence of a majority vote of the participants at the annual NCRSC meeting
 3. Any bylaw fixing or changing the number of directors may not be adopted, amended, or repealed except by majority vote at a meeting where a quorum is present that has been duly called and noticed for this purpose in accordance with these bylaws

ARTICLE 15 - CONSTRUCTION & DEFINITIONS

1. 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
2. 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

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of the NORTHERN CALIFORNIA REGIONAL SERVICE OFFICE, INC., a California nonprofit corporation, and the above bylaws, consisting of 11 pages, are the bylaws of the Corporation as adopted at a meeting of the Board of Directors held on August 28, 2010, and that they have not been amended or modified since that date.

DATED: 8/28/10

Secretary