

BY-LAWS OF
THE SIERRA SAGE REGIONAL SERVICE OFFICE
OF NARCOTICS ANONYMOUS

ARTICLE 1. NAME

1 The name of this organization shall be The Sierra Sage Regional Service Office of N.A., Inc.

ARTICLE 2. PURPOSE

The purpose of this organization is to provide information to the general public about recovery from addiction through the Program of Narcotics Anonymous. The types of ancillary activities that the office will perform are the conduct of meetings for addicts and for the general public; distribution of literature about recovery from addiction; operation of telephone help lines and ancillary fund raising activities to finance operation of the office.

ARTICLE 3. OFFICES

PRINCIPAL OFFICE. The principal office of the corporation for the transaction of business is located at: 4430 Camino Lindo, Reno, Nevada 89502.

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

4430 Camino Lindo
Reno, Nevada 89502

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

ARTICLE 4. MEMBERS

CLASSES OF MEMBERSHIP AND RIGHTS. The corporation shall have three (3) classes of members, as follows: (1) Regular Members; (2) Associate Members; and (3) Honorary Members. Regular members have the voting rights specified in 5.11 hereof. Associate Members and Honorary Members have no voting rights. In all other respects, except as may be determined by the Board of Trustees from time to time, the rights, interest and privileges of each member, regardless of classification in the

corporation, is equal to all other members. No member shall hold more than one (1) membership in the corporation.

- 4.02 **QUALIFICATIONS.** There shall be no more than twenty-five (25) Regular Members in the corporation at any time. The qualifications for candidates for Regular Membership are: a) Present membership in good standing in the fellowship of Narcotics Anonymous; b) Full and complete recovery of and from any use of any narcotic, as the same is defined as such by the Fellowship of Narcotics Anonymous, suggested for at least three (3) years. Any person, other than a Regular Member, or Honorary Member is qualified to become an Associate Member, provided that each candidate therefor possesses the above three qualifications. There shall be no limit to the number of Associates members. Any person other than an Associate Member or a Regular Member may be qualified to be an Honorary Member, provided that in addition to the above stated two qualifications, each such person shall have made some valuable contribution, either in material or nonmaterial values, to the efforts, principles and/or goals of Narcotics Anonymous.
- 4.03 **ADMISSION AND DUES.** No dues are required of any applicant in any of the aforescribed three classes of membership. No dues shall ever be required for admission as an Honorary Member. In no event shall any fee be charged in any of the said classes for making application for membership in the corporation, nor shall any class of membership be in any way assessable.
- 4.04 **CERTIFICATE OF MEMBERSHIP.** The Board of Trustees may provide for the issuance of certificates evidencing memberships in the corporation. Each certificate shall state the calendar year for which it is valid and shall have printed upon it that the corporation is "nonprofit". Each certificate shall be signed by the President and Secretary of the corporation and shall carry the corporate seal. Upon renewal of membership, notification of such renewal by letter or other form shall be all that is required. No new certificate shall be issued, nor shall it be necessary to affix any subsequent document or legend to the original certificate.
- 4.05 **MEMBERSHIP BOOK.** The corporation shall keep and maintain a membership book containing the name and address of each member in all three classes. It shall also show the date of admission and termination of each member and shall be kept at the corporation headquarters as above provided.
- 4.06 **NONLIABILITY OF MEMBERS.** No member, regardless of class, shall be personally liable for the debts, liabilities or obligations of the corporation.
- 4.07 **TRANSFERABILITY OF MEMBERSHIP.** Membership in the corporation is nontransferable and nonassignable. Any attempt by any member to transfer or assign membership to any persons shall be deemed a material breach of membership duties and shall be subject to summary termination of membership forthwith.
- 4.08 **TERMINATION OF MEMBERSHIP.** The membership of any member of the corporation shall automatically terminate on any of the following: a) on request of the member, in writing, delivered to the President or the

President's delegate; b) on death of the member; c) upon evidence satisfactory to the Board of Trustees that the member has used any narcotic, as the same is defined by the Fellowship of Narcotics Anonymous, or has failed to abide by the principles set forth by the corporation or those of Narcotics Anonymous. Any and all rights associated with membership in any of the classes herein shall cease upon termination of membership in its respective class. Other than as provided hereinabove, no member of the corporation shall be suspended or expelled for any reason whatsoever and his membership shall terminate only as provided in 4.07 or 4.08.

ARTICLE 5. MEETINGS

- 5.01 NOTICE OF MEETINGS.** Written notice of the time and place of every special meeting of the members shall be delivered by United States Mail, postage prepaid, or by telegram, at least twenty (20) days prior to such meeting. The address shall be at the member's address as shown on the books of the corporation and shall be deemed delivered at the time of deposit in a repository for the mails or to the telegraph company, as the case may be. Such notice shall be given by the President, Secretary or such other Board member designated by the President, or, on the neglect or refusal of the person charged with such duty to do so, by any Trustee or Officer of the corporation, who, for the purpose of giving such notice, shall have made available to him at the principal office of the corporation during regular business hours, the membership books. Notice of all regular meetings, including annual 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.
- 5.02 CONTENTS OF NOTICE.** Notice of meetings of members not hereby dispensed with shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.
- 5.03 CONSENT OF ABSENTEE.** The transactions of any meeting of members, however 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.
- 5.04 QUORUM.** A quorum shall consist of not less than fifty percent (50%) of the voting members present in person or by proxy.
- 5.05 ADJOURNMENT FOR LACK OF QUORUM.** In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the voting members present but no other business shall be transacted.

- 5.06 **NOTICE OF ADJOURNED MEETING.** When a meeting becomes, by action of the members present, adjourned to another date, notice requirements in Sections 5.01 and 5.02 must be followed.
- 5.07 **LOSS OF QUORUM.** The members present, or by proxy, duly called at a meeting 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.
- 5.08 **VOTING AT MEETINGS.** Each regular member is entitled to one (1) vote on each matter submitted to a vote of the members, voting at duly held meetings of the members. Votes shall be by voice vote, except as otherwise expressly provided in these By-Laws. No single vote shall be split into fractional votes. Cumulative voting for the election of directors or otherwise shall not be authorized. The candidates receiving the highest number of votes up to the number of trustees to be elected are elected. Members entitled to vote shall have the right to vote either in person or by proxy, written and executed by such person or his duly authorized agent and filed with the Secretary of the corporation. No member may utilize a proxy to fulfill their participation as a member of the Board of Trustees more than twice in any calendar year without prior approval of the Board of Trustees. The authority to act as a proxy holder for a Trustee shall be vested only in an existing Trustee.
- 5.08(1) **VOTING BY MAIL.** The corporation may conduct business of the membership as a whole or by the Board of Trustees, as may be desirable, by mail in this manner. Upon request of the Board of Trustees, or any nine (9) trustees acting together, a request may be submitted in writing to the Secretary of the corporation; this request must specify the action or series of actions requested. Upon receipt thereof, the Secretary shall within five (5) working days, holidays excepted, forward the requests, cited verbatim, by certified mail with the U.S. Postal Service to all members. The notice shall contain the following instruction: "All voting responses must be deposited with the U.S. Postal Service addressed to the Secretary of the corporation by certified mail not later than twenty (20) days after the date postmarked on the envelope from the Secretary of the corporation." If a majority of the responses received are postmarked 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 by the majority vote.
- 5.09 **CONDUCT OF MEETINGS.** Meetings of the members shall be presided over the President of the corporation, or in his absence, by the Vice President, or, in the absence of both, by a chairperson chosen by a majority of the members present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members provided that in his absence the president officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by ROBERT'S RULES OF ORDER, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these By-Laws, with the Articles of Incorporation of this corporation or with the laws of the State of Nevada or of the United States.

- 5.10 **WRITTEN CONSENTS.** Written consents, referred to hereinbefore, may be given by, and shall be accepted from, persons who are voting members, as shown in the books of the corporation, at the time their written consents are given. Any member giving a written consent or his 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 may not do so thereafter.
- 5.11 **ACTION WITHOUT MEETING.** Any action which may be taken at a meeting of members may be taken without a meeting if authorized by a written notice signed by all 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 By-Laws.
- 5.12 **INSPECTION.** In the event of challenge of any matter by any voting member or his proxy, the Board of Trustees shall appoint a regular member, or in its discretion, three (3) regular members, to act as an inspector, or inspectors, of the voting procedure. Such inspector shall examine such procedure as to propriety of compliance with these By-Laws and authenticity of voting count, after which such inspector, or inspectors, shall make a report in writing to the President, executed by said inspector or inspectors concerning same. Such report shall be prima facie evidence of the facts stated therein.

ARTICLE 6. TRUSTEES

- 6.01 **NUMBER.** The corporation shall have nine (9) Trustees and collectively they shall be known as the Board of Trustees. The number may be changed only by amendment of these By-Laws.
- 6.02 **USE OF TERM "TRUSTEES" AND "BOARD"**. The words "Trustees" 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.
- 6.03 **POWERS.** The Trustees 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.
- 6.04 **DUTIES.** It shall be the duty of the Trustees 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 By-Laws; b) appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; c) supervise all officers, agents and employees of the corporation to assure that their duties are properly performed; d) meet at such time and places as required by these By-Laws; e) require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as in these By-Laws is provided; f) register their addresses with the Secretary of the corporation, and notices of

meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

- 6.05 **QUALIFICATIONS.** Any person who would qualify for Regular Membership in The Sierra Sage Regional Service Office pursuant to applicable sections set forth in these By-Laws, although actual membership is not a requirement, is eligible to be elected a trustee of this corporation.
- 6.06 **TERMS OF OFFICE.** Each of the six Trustees who are to be elected pursuant to applicable sections set forth herein, shall serve for one (1) year from the date of his or her election to the Board of Trustees. Those three (3) designated Trustees whose seats are to be filled from appointments by the Regional Service Committee shall each serve for only one (1) year from the date of his or her appointment at the Regional Service Committee. Such said designated Trustee shall then be replaced by the Regional Service Committee at their next annual conference, although this provision shall in no way be construed as a limitation on the right of the Regional Service Committee to reappoint the same Trustee for an additional term. Any Trustee elected or designated under the provisions of these By-Laws shall be eligible for re-election or appointment without limitation on the number of terms served, provided such Trustee continues to meet the qualifications required by Section 4.05 of these By-Laws.
- 6.07 **ELECTION.** Six (6) of the nine (9) authorized Trustees shall be elected by membership majority vote at the annual meeting herein described, or by mail in such manner as set forth in these By-Laws. In order to conform with the goals and interests of the Regional Service Committee and to form a closer working relationship with Regional Service Committee, said six (6) Trustees shall be elected from a panel of nominations submitted to Sierra Sage Regional Service Office by the Regional Service Committee in the following manner: (a) at each annual Regional Service Committee, the Board of Trustees of Sierra Sage Regional Service Office shall submit to Regional Service Committee the number of Trustees' seats which have become or are about to become vacant by virtue of expiration of the term of office for those named Trustees; (b) the Regional Service Committee shall then cause to have submitted to the then existing Board of Trustees of Sierra Sage Regional Service Office a panel of nominations for election to those seat; (c) the panel of nominations, as heretofore described, shall consist in number of at least one or more nominations for each such seat available that year; (d) the existing Board of Trustees may submit to Regional Service Committee their suggestions and requests for nominations which, if submitted, shall accompany the original notice to the Regional Service Committee which indicates the number of seats to be filled for that year; however it is specifically noted that Regional Service Committee is in no way obligated to follow any such requests or in no way bound to any such suggestions made pursuant hereto in the compilation of the nomination panel described heretofore. Any such Trustees shall be eligible for election without limitation on the number of terms served, provided, they continue to meet the qualifications required by Section 4.05 of these By-Laws.

Three (3) of the nine (9) Trustees' seats shall be specifically reserved to continuum for appointments by the Regional Service Committee, to be filled by designation as follows:

(a) The Regional Service Committee, at its annual meeting shall cause to have appointed three (3) individuals who shall then sit in the three (3) designated Trustees' seats heretofore described and provided for, for a one (1) year term; (b) the Regional Service Committee shall determine its own procedure for designating said three (3) individual Trustees and said procedure shall not hereafter be altered except by proper motion and majority vote at the annual meeting of and by the Regional Service Committee. Said Trustees shall continue to serve in the capacity of designated Trustees until the next annual Regional Service Committee re-fills those three designated Trustees' seats or unless he is removed, refuses to serve or fails to serve in such capacity, in which case his seat may be filled by compliance with those other provisions specifically provided for by the Regional Service Committee for the re-appointment of a Trustee to fill any vacancy in one (1) or more of the three (3) designated Trustees' seats provided for herein. Nothing herein shall be construed as limiting Regional Service Committee's right to re-appoint any Trustee to serve consecutive or additional terms, provided each such Trustee shall continue to qualify under Section 6.05 hereof. Nothing herein shall be construed as any limitation on Regional Service Committee's right to require of these three (3) Trustees additional qualifications as it sees fit to impose.

6.08 **COMPENSATION.** Trustees shall serve without compensation.

6.09 **PLACE.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board. Regular meetings shall be held at such time and place as may be designated by resolution of the Board. Special meetings of the Board may be called by the President, or if he is absent or unable, or refuses to act, by the Vice President, or by any two Trustees, and such meetings shall be held at the place within or without the State of Nevada, 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.

The Secretary or other designate of the Chairperson shall deliver written notice of the time and place of meetings of the Board to each Trustee by U.S. Mail or telegram at least seven (7) days prior to the date of the meeting, except that notice of all regular meetings is hereby dispensed with. Notice shall be deemed delivered upon deposit in U.S. Mail repositories or at the telegraph office, as the case may be. Such notice shall be addressed to each Trustee at his address shown on the corporation books. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum as hereinafter defined, is present and provided that either before or after the meeting each of the Trustees not present signs a waiver of notice, a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents and/or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Except as otherwise provided in these By-Laws, or by law, no business shall

be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Trustees present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. All meetings of the Board shall be governed by ROBERT'S RULES OF ORDER, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By-Laws, the Articles of Incorporation of this corporation or with the laws of the State of Nevada or the United States. Meetings of the Board shall be presided over by the President, or in his absence by the Vice-President, or in the absence of both, by a chairperson chosen by a majority of the Trustees present. The Secretary of the corporation shall act as Secretary of the Board, unless the Secretary is absent, in which case the presiding officer may appoint any Trustee present to act as Secretary for the meeting. A quorum shall consist of FIVE (5) Trustees.

6.10

ACTION BY THE BOARD OF TRUSTEES. Every action or decision by the Board majority present at a meeting duly held by a quorum is the act of the Board unless the law, Articles or these By-Laws require a greater number. Any action to be taken by the Board may be taken without a meeting if all members shall individually or collectively consent in writing to such action, where such writing is filed with the corporation minutes and shall have the same force and effect as the unanimous vote of the Trustees and certificate or other documentation thereof shall be prima facie evidence of the authority therefor.

6.11

REMOVAL AND RESIGNATION OF TRUSTEES.

- (a) **BY THE BOARD WITH CAUSE:** The Board of Trustees may declare vacant the office of any incumbent Trustee who has been: (1) Declared of 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 Trustee's standard of conduct or (4) If found, after investigation by the Board, that he has been using a narcotic of any of the types as defined by Narcotics Anonymous; or (5) Found by the Board to have failed to attend or participate in any other manner as provided for herein, two (2) or more consecutive meetings, or (4) meetings in total, of the Board of Trustees. PROVIDED: that the removal of any of the three (3) designated Trustees heretofore described as appointed by Regional Service Committee, shall be removed pursuant to this section ONLY in conjunction with the written consent of the Regional Service Committee or by written consent of such individual as the Regional Service Committee may designate for this purpose.
- (b) **BY MEMBERS OR BOARD WITHOUT CAUSE:** No trustee shall be removed without cause.
- (c) The vote necessary to remove any Trustee on any of the foregoing causes shall be a majority of the Trustees 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 Trustees without a meeting.

- (d) **PERIOD TO CHALLENGE REMOVAL:** An action challenging the validity of any removal of a Trustee must be commenced within nine (9) months after the removal. After the nine (9) month period, the removal is conclusively presumed valid, in the absence of fraud.
- (e) **RESIGNATION:** A Trustee may resign by giving written notice to the Chairman, the Secretary, or the Board of Trustees 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.

6.12 **VACANCIES.** Vacancies in the Board shall exist (1) on the death, resignation or removal of any Trustee or; (2) whenever the number of Trustees authorized is increased. The Board may vacate the office of a Trustee (1) if he is declare of unsound mind by an order of court, (2) dies, or (3) if within sixty (60) days after notice of his election he does not accept the office in writing or by attending a meeting of the Board. Any reduction of authorized Trustees does not operate to remove any Trustee prior to the expiration of his term of office.

6.13 **NONLIABILITY OF TRUSTEES.** No Trustee shall be personally liable for the debts, liabilities or obligations of the corporation, and any lawsuit against any Trustee arising from his activities as a Trustee 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 Trustee was such to merit such indemnity, and in such sums as the court finds to be reasonable.

ARTICLE 7. OFFICERS

7.01 **NUMBER AND TITLES.** The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. There may also be, in the discretion of the Board, one or more additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers and such other officers as may be appointed under Section 7.03 hereof. One person may hold multiple offices except those offices of President and Secretary.

7.02 **QUALIFICATION, ELECTION AND TERM OF OFFICE.** Any individual who would qualify under the terms and provisions of these By-Laws to sit as a Trustee of the corporation is qualified to be an officer of the corporation. Offices other than as appointed per Section 7.03 or 7.05 shall be elected annually by the Board at the regular Board meeting following the annual election of Trustees and each officer shall hold office until he resigns, is removed, or until his successor shall be elected and enters office.

7.03 **SUBORDINATE OFFICERS.** The Board 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.

7.04 **REMOVAL AND RESIGNATION.** Any officer may be removed either with or without cause, by a majority of the Board at any regular or special

meeting of the Board, or as the Board may be qualified to act as otherwise provided in these By-Laws, and such officer shall be removed forthwith or under such terms as the Board may so decide. Any officer may resign by giving notice to the Board, to the President or 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, but in no event later than the date stated in said notice.

- 7.05 **VACANCIES.** Any vacancy caused by death, resignation, removal, disqualification or otherwise, of any officer, shall be filled by the Board for the unexpired portion of the term. Vacancies occurring in offices appointed at the discretion of the Board, may or may not be filled as the Board shall determine to continuing need for such service.
- 7.06 **DUTIES OF THE CHAIRPERSON.** The Chairperson shall be the chief executive officer of the corporation and shall in general, subject to the control of the Board, supervise and control the affairs of the corporation. He shall perform all duties incident to this office and such other duties as may be required by law, the Articles or these By-Laws, or which may be from time to time prescribed by the Board. He shall preside at all meetings of the members, except as otherwise expressly provided by law, by the Articles of Incorporation or these By-Laws. He shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which from time to time be authorized by the Board.
- 7.07 **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 Trustees and members, recording therein the time and place of holding, whether regular or special, and if special, how authorized, notice given thereof given, the names of those present at meetings of Trustees, the number of members present at meetings of members and the proceedings thereof. He shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law or the Articles. He shall be the custodian of the records of the corporation, which shall be kept as hereinabove provided, along with a membership book containing the name and address of each and every member and, in the case where membership has terminated, he shall record such fact in the book together with the date on which the membership ceased. He shall exhibit at all reasonable times to any Trustee or to his agent or attorney, on request therefore, the By-Laws, the membership book, and the minutes of proceedings of the Board and of members.

Exhibit at all reasonable times to any voting member, or to his agent or attorney, on written demand therefore, for a purpose reasonably related to the interests of such member, the By-Laws and the minutes of meeting of the Trustees or the members, and shall exhibit said records at any time when required by demand of ten (10) percent or more of the voting members.

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 By-Laws, or which may be assigned to him from time to time by the Board of Trustees.

7.08 **DUTIES OF TREASURER.** Subject to the provisions of Article 9 of these By-Laws, the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit 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 Trustees.
- (b) Receive, and give receipt of, money due and payable to the corporation from any source whatever.
- (c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Trustees, 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 Trustee of the corporation, or to his agent or attorney, on request therefore.
- (f) Exhibit at all reasonable times to any voting member, his agent, or attorney, on written demand therefore for purpose reasonably related to the interests of such member, the books of account and financial records of the corporation, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the voting members of the corporation.
- (g) Render to the President and Trustees, whenever he or they request it an account of any or all of his transactions as Treasurer and of the financial condition of the corporation.
- (h) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members.
- (i) If required by the Board of Trustees, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine.
- (j) In general, perform all duties incident to the office of Treasurer 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 from time to time by the Board of Trustees.

7.09 **COMPENSATION.** Officers of the corporation shall serve without compensation.

ARTICLE 8. COMMITTEES

8.01 **EXECUTIVE COMMITTEE.** The Board of Trustees, by majority vote of its members, may designate two (2) or more of its number to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal the By-Laws, and provided that the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of

Trustees or any individual Trustee, of any responsibility imposed on it or him by law, by the Articles of Incorporation of this corporation, or these By-Laws. By a majority vote of its members, the Board may at any time modify or revoke any or all the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The committee shall establish rules and regulations for its meetings, that are not inconsistent with the provisions of sections 5.01; 5.02; 5.03; 5.06; 5.08; .08(1); 5.09; 5.10; 5.11; and 5.12 of these By-Laws and meet at such times and places as it deems appropriate, provided that a reasonable notice of all meetings of the committee shall be valid unless approved by the vote or written consent of a majority of its members. The committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

8.02 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 Trustee. Members of each such committee shall be appointed either from the Trustees or from the General Membership, as determined by the Chair unless otherwise determined by the Board, in such number as the Chair deems advisable unless specified by the Board when such committee is created.

8.03 TERM OF OFFICE, VACANCIES, QUORUM AND RULES. All members of each committee, including the chairman thereof shall serve until the next election of Trustees or until otherwise removed or the need for the committee is deemed by the Board terminated. 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. A majority of the whole of each committee shall constitute a quorum at a meeting shall be the act of the committee. Each committee may adopt rules for its own government and procedure not inconsistent with law, these By-Laws, the Articles or rules and regulations adopted by the Board.

ARTICLE 9. EXECUTION OF INSTRUMENTS

9.01 EXECUTION OF INSTRUMENTS. The Board, except as otherwise provided in these By-Laws, may adopt by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name 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.

9.02 CHECKS AND NOTES. Except as otherwise specifically determined by the Board, as provided in Section 9.01 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 Treasurer or Assistant Treasurer and countersigned by the President or Vice-President of the corporation.

9.03 **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 may select and direct.

9.04 **GIFTS.** The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 10. CORPORATE RECORDS, REPORTS AND SEALS

10.01 **MINUTES OF MEETINGS.** The corporation shall keep at its principal offices or at such other places as the Board may order, a book of minutes of all meetings of the Board and of the members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at Trustee's meetings, the number of members present or represented at members' meetings and the proceedings thereof.

10.02 **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.

10.03 **INSPECTION OF THE RECORDS.** All corporation records shall at all reasonable times be open to inspection by any Trustee. Every Trustee 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 or by agent or attorney and the right of inspection includes the right to make copies. The books of account and minutes of meetings shall be open to inspection on the written demand of any voting member at any reasonable time, for a purpose reasonably related to the interests of that member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting of ten percent (10%) or more of the voting members of the corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to make copies. Demand, other than at member's meetings shall be made in writing on the President or Secretary.

* 10.04 **ANNUAL REPORT AND FINANCIAL STATEMENT.** The Board will provide for preparation and submission to members a written annual report, including a financial statement. Such report 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 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 accounting practices and be certified by a public accountant.

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

Handwritten notes:
Tax filing - ending with affixing
no later than 5'
of taxes

ARTICLE 11. FISCAL YEAR

- 11.01 The fiscal year of the corporation shall be the general calendar year.

ARTICLE 12. DATE AND TIME OF MEETINGS

- 12.01 **ANNUAL MEETING OF MEMBERS.** The annual meeting of the members of the corporation shall be held at the principal place of business of the corporation as described in Article 3, Section 3.01, within 30 days following the conclusion of the annual Regional Service Committee of Narcotics Anonymous. The first meeting of the voting members shall be held on _____ . The time of each meeting shall be _____ .
- 12.02 **ANNUAL MEETING FOR THE BOARD OF TRUSTEES.** The meeting of the Board shall convene and be conducted immediately following the meeting of the voting members.
- 12.03 **SPECIAL MEETINGS.** Special meetings of members shall be called by any two (2) trustees and held at such times and places within or without the State of Nevada as may be ordered by resolution of the Board or by members holding not less than twenty percent (20%) of the voting power of the corporation. Notice of such special meetings must comply with the requirements of Sections 5.01; 5.02; 5.03; 5.04; 5.05; and 5.06 of these By-Laws.

ARTICLE 13. BY-LAWS

- 13.01 **EFFECTIVE DATE OF THE BY-LAWS.** These By-Laws shall become effective upon their adoption. Amendments hereto shall become effective immediately on their adoption unless the Board or members in adopting them as hereinafter provided, provide that they are to become effective at some other date.
- 13.02 **AMENDMENT.** Subject to any provisions of law applicable to amendment of By-Laws of non-profit corporations, these By-Laws, or any of them, may be altered, amended or repealed and new By-Laws adopted as follows: Subject to the power of the members to change or repeal them, by vote of a majority of Trustees at which a quorum is present, provided that written notice of such meetings and of the intention to change the By-Laws thereat is delivered to each Trustee at least twenty (20) days prior to the date of such meeting as provided in Section 6.09 hereinbefore, or by written consent of all Trustees without a meeting as provided in Section 6.10 hereinbefore, provided that a By-Law fixing or changing the number of Trustees may not be adopted, amended or repealed except as provided in the succeeding paragraph hereof; or by vote or written consent of a majority of the members entitled to vote, or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accord with Section 5.01 hereof.
- 13.03 **CERTIFICATION AND INSPECTION.** The original, or a copy of the By-Laws 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, and such book shall be open to inspection by members at all reasonable times during office hours.

ARTICLE 14. INVESTMENTS

- 14.01 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 without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the corporation if such action is prohibited under Section 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law or law.

ARTICLE 15. PROHIBITION AGAINST SHARING PROFITS OR ASSETS

- 15.01 No member, Trustee, officer, employee or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the corporation affecting of its purposes as shall be fixed by resolution of the Board.

ARTICLE 16. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

- 16.01 Notwithstanding any other provision in these By-Laws, the corporation shall be subject to the following limitations and restrictions: 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. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 ("I.R.C. '54"). The corporation shall retain any excess business holdings as defined in Section 4943(c) of the I.R.C. '54. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the I.R.C. '54. The corporation shall not make any taxable expenditures as defined in Section 4945 of the I.R.C. '54.

ARTICLE 17. AFFILIATION WITH OTHER ORGANIZATIONS

- 17.01 This corporation is a service which serves a function within the totality of an organization known as Narcotics Anonymous. In so doing, it endorses the aims, goals and purposes of that organization, and in fact, by special endorsement per Section 17.02 hereinafter, it operates under the guidelines of the "Twelve Traditions" as espoused by Narcotics Anonymous.

17.02

All members, Trustees 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 as "Narcotics Anonymous" and shall further abide by, motions adopted, at each Regional Service Committee meeting and implement decisions reached by the Regional Service Committee as they pertain to operation of Regional Service Committee. It is herein specifically acknowledged that Sierra Sage Regional Service Office acts as a fiduciary in its dealings with Regional Service Office and the Fellowship of Narcotics Anonymous and that the net proceeds resulting from the sale and distribution of any literature and/or other materials for Regional Service Office and the Fellowship is received by Sierra Sage Regional Service Committee.

ARTICLE 18. CONSTRUCTION

18.01

As used in these By-Laws:

- (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 "Trustees" and "Board", except in context specifically and expressly made otherwise applicable, shall mean Trustees of the Board of Trustees of this corporation and the Board of Trustees of this corporation and none other, as stated in Section 6.02 of these By-Laws.

WRITTEN CONSENT OF TRUSTEES ADOPTING BY-LAWS. We, the undersigned, are all the persons constituting the present Trustees of the corporation and pursuant to the authority granted to the Trustees in the By-Laws of Sierra Sage Regional Service Office to take action by unanimous consent set forth in writing without a meeting, do hereby adopt the foregoing By-Laws in place. These By-Laws shall be the only By-Laws, together with such amendments, alterations and deletions as may from time to time be effected by authority herein, which shall guide and control this corporation. The adoption and consent hereby expressed is acknowledged and affirmed this 23rd day of August 1987 by execution hereof.

_____	_____
_____	_____
_____	_____



ADDENDUMS

August 2003 –

Article 10. CORPORATE RECORDS, REPORTS AND SEALS

Adding to 10.04: Filing of taxes to be completed no later than May 15 of current year

Send to
John
Kover

6790