

Bylaws
OF
MID-ATLANTIC REGIONAL SERVICE COMMITTEE OF
NARCOTICS ANONYMOUS, Inc.
a Nonprofit Corporation

ARTICLE I
Name and Character

1.01 Name. The name of the Corporation shall be MID-ATLANTIC REGIONAL SERVICE COMMITTEE OF NARCOTICS ANONYMOUS, Inc., or such other names as may be determined by the Board of Directors.

1.02 Purpose. The purpose of the corporation is to promote and provide services to the public and members of the Fellowship of Narcotics Anonymous. These services are to help make available the program of recovery that has been developed by the Fellowship of Narcotics Anonymous. This may be accomplished through public information efforts, hospital and institution efforts, the distribution and selling of literature, the holding of an annual learning Conference and such ancillary activities as may make it possible to help spread the message of recovery from addiction in the program of Narcotics Anonymous.

The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the

Court of Common Pleas of the county in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II Offices

2.01 Principal Office. The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located 1330 Broadcasting Road, Wyomissing, Pennsylvania 19610-6008. The Board of Directors may from time to time change or appoint such other places as the principal office of the Corporation as needed or as the activities of the Corporation may require.

2.02 Other Offices. The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III Membership

3.01 Members Prohibited. The Corporation shall not have any members.

3.02 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. As provided in the Pennsylvania Nonprofit Corporation Act, as amended, all rights which would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE IV Directors

4.01 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws and the Pennsylvania Nonprofit Corporation Act, as amended, all corporate powers shall be exercised by and under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors. 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; prescribe any powers and duties for them that are consistent with the Pennsylvania Nonprofit Corporation Act, as amended, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(b) Change the principal executive officer or the principal business office in the State of Pennsylvania from one location to another; cause the Corporation to be qualified to do business in

any other state, territory, or country and conduct business within or outside the State of Pennsylvania; and designate any place within or outside the State of Pennsylvania for the holding of any meeting or meetings, including annual meetings.

(c) Adopt, make, and use a corporate seal.

(d) 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 evidence of debt and securities.

4.02 Number, term and Qualifications

(a) The number of Directors shall be the number of Directors elected from time to time in

(b) The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws.

(c) The Mid-Atlantic Region is currently comprised of the 15 "Member Areas" as follows:

1. Beehive
2. Capital
3. Central Susquehanna
4. Cumberland Valley
5. Lancaster County
6. Mason-Dixon
7. Pocono Mountain
8. Little Apple
9. Reading
10. Serenity in the Mountains
11. Greater Steamtown
12. Williamsport
13. York
14. State College
15. Lebanon Valley

CPANA

16

(d) All of the Member Areas within the Mid-Atlantic region of Narcotics Anonymous shall elect a Regional Committee Member ("RCM") and an Alternate RCM ("Alt. RCM") who shall serve on the Board until the expiration of their term.

(e) Any person who would qualify for regular membership in any of the member areas within the Mid-Atlantic Region of Narcotics Anonymous, as may exist from time to time, is eligible to be elected a Director of this Corporation.

(f) New Member Areas will be added without need of a vote of the Board simply by sending a RCM and/or Alt. RCM and submitting a request for membership which will include a statement of their intent to abide by the Twelve Traditions of Narcotics Anonymous.

4.03 Election of Directors. The first Board of Directors of the Corporation shall consist of those persons currently holding positions as RCMs and Alt. RCMs for member areas. Thereafter, except as provided in Section 4.02 above and in Section 4.05 below, the Board of Directors of the Corporation shall consist of all the RCMs and Alt. RCMs for each of the Member Areas within the Mid-Atlantic Region of Narcotics Anonymous as are elected by the Member Areas.

4.04 Removal. The Board of Directors may declare vacant the office of any incumbent Director who has been found by the Board of Directors to have failed to attend or participate in any two (2) or more meetings duly called by the Board of Directors as provided for herein, and after which a letter of inquiry having been sent to the area, it is determined by a nonresponse to such inquiry that the area has withdrawn from the region.

4.05 Vacancies.

(a) A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

- (i) the death, resignation, or removal for cause of any Director;
- (ii) absenteeism as defined in Section 4.04 above; or
- (iii) the increase in the authorized number of directors.

(b) A vacancy of a RCM or Alt. RCM occurring on the Board of Directors will be filled by the Member Area.

ARTICLE V
Meetings of Directors

5.01 Regular Meetings. A regular meeting of the Board of Directors shall be held on the second Saturday of the months of March, June, September, and December of each year for the purpose of electing officers and to transact such other business as comes before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. Regular meetings of the Board may be held at any place within or outside the State of Pennsylvania that has been designated, from time to time, by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of The Corporation.

5.02 Adjournment. A majority of The Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned

meeting need not be given unless the original meeting is adjourned for more than 24 hours or such meeting was adjourned for lack of a quorum. If the original meeting is adjourned for more than 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.

5.03 Notice of Meetings. Regular meetings of the Board of Directors may be held without notice.

5.04 Waiver of Notice. Any Director may waive notice of any Directors' meeting held without proper call or notice, either before or after it is held.

Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the purpose of objection to the transaction of any business because the meeting is not lawfully called and does not thereafter vote for or assent to action taken at such meeting.

Failure of a Director who did not attend a meeting held without proper call or notice to file with the Secretary or Assistant Secretary of the Corporation a written objection to the holding of the meeting or to any specific action so taken promptly after having knowledge of the action taken and of the insufficiency of notice shall constitute ratification of the action taken at the meeting.

5.05 Quorum. Fifty percent (50%) plus one (1) of the Directors, as such shall exist from time to time, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Alt. RCM's will only be counted in the quorum if the RCM of their Area is not present.

5.06 Manner of Acting. Except as otherwise provided by law or in this section, an act of the majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors.

The vote of a two-thirds (2/3) majority of the Directors then in office shall be required to adopt, amend or repeal a Bylaw, if otherwise permissible, and the vote of all Directors then holding office shall be required to adopt a resolution dissolving the Corporation. Approval of a transaction in which one (1) or more Directors have an adverse interest shall require a majority of the disinterested Directors present, even though less than a quorum.

The operational policy of the Corporation will be adopted by the Board of Directors and set out in a document to be known as the "Mid-Atlantic Regional Service Committee of Narcotics Anonymous, Policy Guide Book," a copy of which will be attached to these Bylaws as Exhibit "A".

5.07 Compensation and Reimbursement of Expenses. Directors shall serve without compensation but may receive such reimbursement of expenses as the Board of Directors determines, by resolution, to be just and reasonable.

5.08 Voting. Each motion presented to the Board of Directors or action requiring a vote will be voted upon by the Directors present at such meeting of the Board as provided for in these Bylaws.

Each Director will cast one vote. All RCMs will only be allowed to vote when the RCM is not present to cast their vote.

ARTICLE VI

Officers

6.01 Number. The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Vice Secretary, a Treasurer, a Vice Treasurer, Delegate and Alternate Delegate and other officers as the Board of Directors may, from time to time, elect. Any two (2) or more offices may be held by the same person, but no officer may act in more than one (1) capacity where action of two (2) or more officers is required.

6.02 Election and Term. The officers of the Corporation shall be elected by the Board of Directors. Such election will be held in the following order for the term so indicated:

- A) Regional Delegate elections held in June for a four year term. (two as Alternate Regional Delegate and two as Regional Delegate.)
- B) Regional Chairperson elections held in September for a two year term. (one as Vice Chairperson and one as Chairperson.)
- C) Regional Secretary elections held in September for a two year term. (one as Vice Secretary and one as Secretary.)
- D) Regional Treasurer elections held in March for a two year term, with the term beginning April. (one as Vice Treasurer and one as Treasurer.)

Each officer shall hold office until his death, resignation, removal, disqualification or until his successor is elected and qualified. The Board may appoint and may authorize any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board; provided that no officer shall serve a single term of more than three (3) years without reelection.

6.03 Removal and Resignation. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with cause. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

6.04 Vacancies in Office. 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.

6.05 Chairperson. The Chairperson shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation according to these Bylaws.

The Chairperson shall, when present, preside at all meetings of the Board of Directors. The Chairperson shall perform all duties incident to the office of Chairperson and such other duties as may be described by the Board of Directors from time to time.

6.06 Vice Chairperson. The Vice Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of that office. The Vice Chairperson shall also perform such other duties and shall have such other powers as the Board of directors shall prescribe including but not limited to coordination of all regional subcommittee functions.

6.07 Secretary.

(a) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such 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. The minutes of meetings shall include the time and place that the meeting was held and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in Pennsylvania, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) **Notices Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board of the Bylaws may prescribe. The Secretary shall sign such instrument as may require the Secretary's signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the Chairperson or by the Board of Directors.

6.08 Treasurer.

(a) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books of accounts of the Corporation's properties and transactions. The Treasurer shall send 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. The books of account shall be open to inspection by any Director at all reasonable time.

(b) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall 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, shall disburse the Corporation's funds as the Board may order; shall render to the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties 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 of or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned to the Treasurer from time to time by the Chairperson or by the Board of Directors.

6.09 Vice Secretary and Treasurer. The Vice Secretary and Treasurer shall, in the absence or disability of the Secretary or Treasurer, respectively, perform the duties and exercise the powers of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chairperson or the Board of Directors.

6.10 Regional Delegate and Alternate Regional Delegate. The Regional Delegate acts as a source of information and guidance in matters concerning the Twelve Traditions and Twelve Concepts of Narcotics Anonymous. The Regional Delegate will attend various functions as prescribed by the Board of Directors and coordinate and report information to the Region. The Alternate Regional Delegate will assume the duties and responsibilities of the Regional Delegate upon resignation, disability or removal of the Regional Delegate.

6.11 Other Officers. The duties of other officers elected by the Board of Directors in Section 6.02 above shall be as prescribed by the Board of Directors from time to time.

ARTICLE VII Subcommittees

7.01 Standing Subcommittees. The standing Subcommittees are as follows:

1. Literature;
2. Policy;
3. Public Relations
4. Hospitals and institutions;
5. Conference; and
6. Web Committee.

7.02 Creation of Subcommittees. The Board of Directors may, by the affirmative vote of a 2/3 majority of the Directors, designate other Subcommittees. Each Subcommittee shall have a Chairperson and Vice Chairperson who shall be elected by the Board. The term of office shall be such as to provide for one year as Vice Chairperson and then one year as Chairperson. Annual elections will be held to fill the Vice Chairperson office.

7.03 Authority of Committee. Any such Subcommittee, to the extent provided by the Board of Directors, shall have all the authority of the Board to exercise management of the Corporation for the specific purposes proscribed by the Board, except that no committee, regardless of any resolution by the Board of Directors to the contrary, may:

- (a) Fill vacancies on 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 so amendable of the Board;
- (e) Create any other committee of the Board or appoint the 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.

7.04 Other Committees. All other committees shall have such functions and may exercise such power of the Board of Directors can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees except as limited by 7.03 above.

7.05 Meetings. All Subcommittees shall meet a minimum of four times per year. Meetings may take place without formal notice at such time and at such place as shall from time to time be determined by the Subcommittee Chairperson.

7.06 Chairpersons. Each Standing Committee will have a Chairperson and Vice Chairperson. All Vice Chairpersons will be elected by the Board of Directors on an annual basis except the Conference Subcommittee Vice Chairperson, who will hold a four (4) year term (two as Vice Chairperson and two as Chairperson) and be elected at the September Board of Directors meeting.

7.07 Vacancies. Vacancies on the Subcommittee shall be filled by the Board of Directors.

7.08 Quorum. At all Subcommittee meetings, a majority of the Subcommittee's members shall constitute a quorum for the transaction of business.

7.09 Manner of Acting. The act of a majority of the members of the Subcommittees present at any meeting at which there is a quorum shall be the act of such committee. Each Subcommittee will develop and present to the Board of Directors for their further consideration and adoption a set of guidelines to be known as the "Policy Guide Book of the Subcommittee of the Mid-Atlantic Regional Service Committee of Narcotics Anonymous. A copy of this document will be attached to these Bylaws as an exhibit when adopted.

7.10 Minutes. The Committee shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

7.11 Accounting. Each Subcommittee shall keep detailed records and accounting of all business transactions and shall report the same to the Board of Directors when required.

ARTICLE VIII Indemnification

8.01 Indemnification in General. Any person, who at any time serves or has served as a Director, Officer, Subcommittee Chairperson, employee or agent of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) against (a) all expenses, including attorney's fees, actually and necessarily incurred by such persons in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not brought by or on behalf of a Corporation, seeking to hold such person liable by reason of the fact of such capacity or the fact that such person is or was acting in such capacity; and (b) all payments made by such person in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such action, suit or proceeding.

To the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) and when authorized by vote of a majority of the disinterested Directors, the Corporation may pay expenses incurred by a Director, officer, employee or agent of the Corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, Chairperson, employee or agent to reimburse the Corporation for such amount if it shall ultimately be determined by the Corporation against such expenses.

Notwithstanding the foregoing provisions of this Section 8.01 of this Article VIII, the Corporation shall not indemnify or agree to indemnify any person against expenses or other liabilities incurred by such person on account of any activities or omissions if: (i) such activities were not taken or such omissions were not made in good faith; (ii) such person did not reasonably believe: (A) in the case of conduct in his/her "official capacity" (as hereafter defined) with the Corporation, that such conduct was in the best interests of the Corporation, or (B) in the case of conduct not in his/her "official capacity" (as hereafter defined) with the Corporation, that such conduct was at least not opposed to the best interests of the Corporation; or (iii) such person: (A) is adjudged liable to the Corporation in connection with a proceeding by or in the right of the Corporation; or (B) is adjudged liable, in connection with a proceeding not by or in the right of the Corporation charging him/her with improper personal benefit, whether or not involving action in his/her "official capacity" (as hereafter defined), on the basis that personal benefit was improperly received by him/her, nor shall the Corporation indemnify or agree to indemnify such persons, incident to any criminal action or proceeding, with respect to actions or omissions of such person which he/she had reasonable cause to believe were unlawful. Indemnification hereunder in connection with a proceeding by or in the right of the Corporation that is concluded without a final adjudication on the issue of liability is limited to reasonable expenses incurred in connection with the proceeding. For purposes of this Article VIII, "official capacity" means: (i) when used with respect to a Director of the Corporation, his said office of Director of the Corporation; and (ii) when used with respect to an officer or

employee of the Corporation, the office in the Corporation held by the officer or the employment relationship with the Corporation undertaken by the employee. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise.

Indemnification under the provisions of this Article VIII shall apply only to claims arising after the date of adoption of these Bylaws. Claims which arose prior to such date may only be indemnified against upon compliance with all applicable laws, after full disclosure of such claims along with all material facts related thereto, and upon the approval of a majority of the Corporation's disinterested Directors or upon compliance or such other provisions as may be prospectively substituted therefor.

Any person entitled to indemnification under this Article VIII of these Bylaws shall be entitled to recover all costs and expenses incurred in enforcing his rights hereunder.

8.02 Determination of Indemnification. The Corporation shall not indemnify any person under this Article VIII unless authorized in the specific case after a determination of the indemnification of the person has satisfied the conditions set forth herein. The determination shall be made: (i) by the Board of Directors of the Corporation by majority vote of a quorum consisting of Directors not, at the time, "parties" (as hereafter defined) to the proceeding; or (ii) if such a quorum of Directors cannot be obtained, by majority vote of a committee duly designated by the Board of Directors of the Corporation (in which designation Directors who are "parties" (as hereafter defined) to the proceeding may participate) consisting solely of two (2) or more Directors who are not, at the time, "parties" (as hereafter defined) to the proceeding; or (iii) by special legal counsel: (A) selected by the Board of Directors or its committee in the manner set forth in clauses (i) and (ii), or (B) if a quorum of Directors cannot be obtained as set forth in clause (i) and a committee cannot be designated as provided in clause (ii), selected by majority vote of the full Board of Directors (in which selection Directors who are "parties" (as hereafter defined) to the proceeding may participate). Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under clause (iii) set forth above to select such counsel. The termination of any action, suit, appeal or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner known or believed by such person not to be in or opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, shall not create the presumption that such person had reasonable cause to believe such conduct was unlawful. For purposes of this Article VIII, "parties" means an individual who is or is threatened to be or individuals who are or are threatened to be made a named defendant or respondent in a proceeding.

8.03 Insurance. The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who at any time serves or has served as a Director, officer, employee or agent of the Corporation, or is or was serving in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, against liability asserted against such person and incurred by such person in any such capacity or arising out

of such person's status as such or acts in such capacity, whether or not the Corporation would have had the power to indemnify the person against such liability under the provisions of these Bylaws or of the Pennsylvania Nonprofit Corporation Act, as amended.

8.04 **Indemnified Individual.** Any person who at any time after the adoption of these Bylaws serves or has served as Director, officer, employee or agent of the Corporation or serves or has served in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this Article VIII of these Bylaws.

ARTICLE IX Contracts, Checks and Deposits

9.01 **Contracts.** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contracts or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.02 **Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.03 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE X Records and Reports

10.01 **Maintenance of Corporate Records.** The Corporation shall cause to be kept:

- (a) Adequate and correct books and records of account and
- (b) Minutes in written form of the proceedings of its Board of Directors and of committees of the Board.

All such records shall be kept by the Secretary of the Corporation at the Corporation's principal executive office, or, if its principal executive office is not in the State of Pennsylvania, at its principal business office in this state.

10.02 **Inspection of Articles of Incorporation and Bylaws.** The Corporation shall keep, at its principal executive office or if its principal executive office is not in the State of Pennsylvania at its principal business office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the officers and directors at all reasonable times during office hours. If the principal executive office of the Corporation is outside

the State of Pennsylvania and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any officer or director, furnish to that person a copy of its Articles of incorporation and Bylaws as amended to date.

10.03 Effective Date of the Bylaws. These Bylaws shall become effective upon their adoption. Amendments hereto shall become effective immediately upon their adoption unless the Board of Directors, in adopting them as hereinafter provided, provide that they are to become effective at some other date.

10.04 Inspection by Directors. 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 if such exist. This inspection by a director may be made in person or by an agent or an attorney, and the right of inspection includes the right to copy and make extracts of documents.

10.05 Annual Reports. The Treasurer shall cause an annual report to be sent to the Directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities including trust funds.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes.

The annual report shall be accompanied by any reports of other independent accountants or, if there is no such reports, by the certificate of the Treasurer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

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

10.06 Annual Statement of Certain Transactions and Indemnifications. No later than 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 or, if such exists, its parent or its subsidiary was a party in which any Director or officer of the Corporation, its parent or subsidiary had a direct or indirect financial interest.

(b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article VIII hereof.

ARTICLE XI

Affiliation with Other Organizations

11.01 This Corporation is a service entity which serves a function within the Fellowship 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 in this Article, it operates under the guidelines of the "Twelve Traditions" as espoused by the Narcotics Anonymous Fellowship.

11.02 All Directors and officers of this Corporation shall be and are subject to and will abide by the principles of the "Twelve Traditions" of the Narcotics Anonymous Fellowship as set forth in the pamphlet identified and entitled "Narcotics Anonymous" and shall further abide by motions adopted at the Regional Service Committee ("RSC") Board meetings.

ARTICLE XII

General Provisions

12.01 Fiscal Year. The fiscal year of the Corporation shall be the year ending March 31 unless otherwise determined by the Board of Directors.

12.02 Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation and the words "Corporate Seal, Pennsylvania."

I, _____, Secretary of the Mid-Atlantic Regional Service Committee of Narcotics Anonymous, do hereby certify that the foregoing are the Bylaws of the Mid-Atlantic Regional Service Committee of Narcotics Anonymous, adopted by the Directors at the organization meeting held as of this date.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this _____ day of _____, 1998.