BYLAWS OF THE ARIZONA REGIONAL SERVICE COMMITTEE, INC.

Copy for Revision- 8/6/08

AN ARIZONA NON-PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1 - OFFICES

1.01 PRINCIPAL OFFICE. The principal office of the corporation shall be located in the State of Arizona. The corporation shall have and continuously maintain in the state of Arizona a registered office, and a registered agent as required by the State of Arizona Non-profit Corporation Act. The registered office in the State of Arizona and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE 2 - OBJECTIVES AND PURPOSES

2.01 The general objectives of the Corporation shall be to provide support to the Arizona Regional Service Committee of Narcotics Anonymous (ARSC).

2.02 A specific purpose of the Corporation shall be to monitor fiscal management of the annual Arizona Region Convention of Narcotics Anonymous (ARCNA).

2.03 A specific purpose of the Corporation shall be to provide services for ARSC. Such assistance may include direct and indirect communication with NA members, organizations, agencies, governments and the public at large, as instructed by the Arizona Regional Service Committee (ARSC).

2.04 A specific purpose of the Corporation shall be to oversee, in a fiduciary capacity, the income received by any of the activities described above in such a manner that the other purposes outlined or as may be later assigned are satisfactorily accomplished, when such is done within the spirit of the Twelve Steps and Twelve Traditions & Twelve Concepts of Narcotics Anonymous.

ARTICLE 3 - NONPARTISAN ACTIVITIES

The Corporation has been formed under the Arizona Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit

and nonpartisan. No part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to the promotion of social welfare. 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 or individual, or director of the Corporation. On liquidation or dissolution, all properties and assets and obligations 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

5.1 MEMBERS PROHIBITED. The Corporation shall not have any members.(does not refer to Directors of the Board also known as BOD Members)

5.2 EFFECT OF PROHIBITION. Any action which would otherwise require approval by a majority of all directors or approval by the directors shall require only consensus by the Arizona Regional Service Committee Inc. (ARSC Inc) All rights which would otherwise vest under the Non-profit Corporation Law in the directors shall vest in the Arizona Regional Service Committee Inc (ARSC Inc).*

ARTICLE 6 - DIRECTORS

6.1 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 BOD. The BOD may delegate the

management of the activities of the Corporation to any person or persons, or 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.

2. 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 law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
b. Change the principal executive office or principal business office in the State of Arizona from one location to another within the state, and designate any place within the State of Arizona for the holding of any meeting or meetings, including annual meetings.
c. Adopt, makes, and uses 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, hypothecation, and other evidences of debt and securities.

6.02 NUMBER AND QUALIFICATION OF DIRECTORS.

1. The authorized number of directors shall be not less than seven (7) but not more than eleven (11).

a. Three (3) elected by the Regional Service Committee (ARSC)
b. Three (3) elected by the Board (BOD) (ARSC Inc)
c. Three (3) elected at large by the GSRs within the Arizona Region of NA at an annual GSR Assembly.
d. One (1) which shall be the Treasurer of the current ARSC Committee to a term from their election to the ARSC to the end of that term.
e. One (1) which shall be the Treasurer of the current Convention Committee to a term from their election to the Convention Committee to 60 days after the end of that Convention.

2. This number of Directors can only change by amendment to these Bylaws.

3. The qualifications for Directors are:

a. Present membership in the fellowship of Narcotics Anonymous
   b. A minimum of ten (10) years clean time.
   c. Submission of a service resume' for review.

6.3 ELECTION

1. At each annual electoral meeting of the ARSC, on a date set by the ARSC, ARSC members shall elect one nominee to the BOD for a three-year term. This individual will assume the elected seat on the BOD at the next BOD meeting following election.

2. The ARSC will set a date and place for an annual GSR/Regional Assembly and that body shall elect one nominee to the BOD for a three-year term in a procedure determined by the ARSC. This individual will assume the elected seat on the BOD at the next BOD meeting following election.

3. At each annual meeting of the ARSC Inc. (BOD), at the May BOD meeting, the BOD shall elect by consensus, one nominee to the BOD for a three-year term. The nominees shall be elected by those members of the BOD in attendance at the annual meeting, each having a voice. This individual will assume the elected seat at the next ARSC Inc (BOD) meeting following election.

4. The existing BOD may submit to the ARSC their suggestions and nominations, but the ARSC is in no way obligated to follow or be bound to any such suggestions or nominations in the compilation of the nomination.

5. Directors shall be eligible for a maximum of two (2) consecutive three (3) year terms provided they continue to meet the qualifications required by Section 6.02 of these Bylaws.

6. Said Directors shall continue to serve in their capacity until and unless such person is removed, refuses to serve or fails to serve, in which case the position may be filled by the Board in compliance with other provisions specifically provided for by these Bylaws.

7. The one (1) of eleven (11) positions specifically reserved in continuum for elected ARSC Treasurer.

8. The one (1) of eleven (11) positions specifically reserved in continuum for the elected ARCNA Convention Committee Treasurer.

6.4 VACANCIES

1. A vacancy or vacancies on the BOD shall be deemed to exist on the occurrence of the following: (1) the death, resignation, or removal for cause (as provided in Section 6.01 (1) Of any director; (2) the removal of a director pursuant to Section 6.06 of these Bylaws; or (3) the increase of the authorized number of directors.

2. Except as provided below, any director may resign by giving written notice to the CEO and the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. 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. Except on notice to the Attorney General of Arizona, no director may resign if the Corporation would be left without a duly elected director or directors.

3. Vacancies on the BOD shall be filled by a consensus 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.

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.

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6.5 REMOVAL OF DIRECTORS

1. No director shall be removed without cause.

2. The BOD may declare vacant the office of any incumbent who has been:

a. Declared of unsound mind by a final order of a court; or
b. Convicted of a felony subsequent to their assumption of office as a director; or
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 Arizona Nonprofit Corporation Law; or
d. Found to have been "using" any mind or mood altering chemical as commonly

described by Narcotics Anonymous; or

e. Found by the Board to have failed to attend or participate in matters deemed necessary by Board consensus.

3. The vote necessary to remove any director on any of the foregoing causes shall be by a consensus of all current directors at a duly held meeting, or in the alternative, such removal may be accomplished by a consensus of ARSC's RCMs without a meeting.

4. Any action challenging the validity of any removal of a director must be commenced within six (6) months after the removal. After the six (6) month period, the removal is conclusively presumed valid, in the absence of fraud.

6.6 DIRECTORS' MEETINGS

1. Regular meetings of the BOD may be held at any place within or without the State of Arizona that has been designated from time to time by resolution of the BOD. In the absence of such designation, regular meetings shall be held at the Principle Office of the Corporation at such times as may be fixed by the BOD. Special meetings of the BOD shall be held at any place within or without the State of Arizona that has been designated in the notice of the meeting, or if not stated in the notice, at the Principal Office of the Corporation. Notwithstanding the above provisions of this Section 6.06 1., a regular or special meeting of the BOD may be

held at anyplace consented to in writing, or telephone, or e-mail, by all BOD members, either before or after the meeting, any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such a meeting.
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2. Meetings shall be governed by consensus of the BOD; as such guidelines may be revised from time to time, insofar as such guidelines are not inconsistent with or in conflict with the Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of Arizona State law.

6.7 SPECIAL MEETINGS

Special meetings of the BOD for any purpose may be called at any time by the Chief Executive Officer of the BOD or the Executive Officer, the Corporate Secretary, or any two directors.

1. Notice of the time and place of each special meeting shall be given to each director by one of the following methods: (1) in writing by personal delivery; (2) by first-class mail, postage paid; (3) by telephone communication or (4) facsimile or (5) Internet e-mail, either directly to the director or to a person at the director's place of residence who would reasonably be expected to communicate such notice promptly to the director. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

2. Notice sent by first class mail shall be postmarked at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or e-mail shall be delivered, telephoned, faxed or e-mailed at least forty-eight (48) hours before the time set for the meeting.

3. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting.

6.8 QUORUM.

Every act or decision done or made by a consensus of the Directors present at a meeting duly held at which a quorum (six (6) of the eleven (11) Directors) are present is the act of the BOD, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the Arizona Nonprofit Public Benefit Corporation

Law, require a greater percentage or different voting rules for approval of a matter by the BOD.

6.9 WAIVER OF NOTICE.

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. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice.

6.10 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 twenty-four (24) hours. 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 adjournment.

6.11 ACTION WITHOUT A MEETING.

Any action that the BOD is required or permitted to take may be taken without a meeting if all the members of the BOD consent in writing or e-mail, to the action; provided, however, that 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 the Arizona Corporation Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the BOD. All such consents shall be filed with the minutes of the proceedings of the BOD.

6.12 COMPENSATION AND REIMBURSEMENT OF EXPENSES.

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

6.13 COMMITTEES

1. The BOD, by resolution adopted by consensus of the Directors then in office, may create one or more Ad Hoc Committees, each consisting of one or more directors and persons who are not directors. Appointments to Ad Hoc Committees of the BOD shall be by consensus of the directors then in office.
2. Any such committee, to the extent provided in the BOD resolution, shall have all the authority of the BOD , except that no committee, regardless of BOD resolution, may:

a. Fill vacancies on the BOD or on any committee that has the authority of the BOD;
b. Amend or repeal Bylaws or adopt new Bylaws;
c. Amend or repeal any resolution of the BOD that by its express terms is not so amendable or replaceable;
d. Create any other committee of the BOD or appoint members of committees of the BOD;

e. 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.

2. An ad hoc committee for each specific purpose may be designated from time to time by the Board. Such committee shall be chaired by a Director. Members of each such committee shall be appointed either from the directors or the general membership of Narcotics Anonymous, as determined by the Chairperson unless otherwise determined by the BOD in such number as the Chairperson deems advisable unless specified by the BOD when such committee is created.

3. The BOD, by consensus of its directors, may designate two (2) or more of its number to constitute an Executive Committee and delegate to such committee any of the powers and authority of the BOD in the management of the business and affairs of the Corporation except the power to adopt, amend, or repeal the Bylaws, and provided that the designation of such committee and the delegation thereto of

authority shall not operate to relieve the BOD or any individual director of any responsibility imposed by law, by the Articles of Incorporation, or these Bylaws.

4. By consensus, the Board may at any time modify or revoke any or all the authority so delegated, increase or decrease but not below three (3) the number of its directors, and fill all vacancies therein from the directors of the BOD. The committee shall establish rules and regulations for its meetings that are not inconsistent with Article 7 of the Bylaws and meet at such times and places as it deems appropriate.

5. Meetings and actions of committees of the BOD shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other BOD actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by BOD resolution or, if there is none, by decision of the chairperson of the committee of the BOD. Minutes of each meeting of any committee of the BOD shall be kept and shall be filed with the corporate records. The BOD may adopt rules for the government of any committee, provided they are consistent with these Bylaws.

ARTICLE 7 - OFFICERS

7.1 OFFICERS OF THE CORPORATION.

The officers of the Corporation shall be A Chief Executive Officer(CEO), an Executive Officer, a Corporate Secretary, and a Chief Financial Officer. The Corporation may also have, at the BOD's discretion, one or more additional Executive Officers and one or more assistant Secretaries and assistant CFOs, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Neither the Corporate Secretary nor the CFO may serve concurrently as the CEO or EO.

7.2 ELECTION OF OFFICERS.

The officers of the Corporation, except those appointed under Section 7.03 of these Bylaws, shall be chosen annually by the BOD and shall serve at the pleasure of the BOD and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are

qualified and elected. Officers of the Corporation shall serve without compensation.

7.3 OTHER OFFICERS.

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The BOD may appoint and may authorize the Board CEO, to appoint 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 the Bylaws or determined by the BOD.

7.4 REMOVAL OF OFFICERS

Any officer may be removed with or without cause by a two-thirds (2/3) majority of the BOD at any regular or special meeting of the BOD, and also, if the officer was not chosen by the BOD, by any officer on whom the BOD may confer that power of removal.

7.5 RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the CEO of the BOD, or the Corporate Secretary of the BOD. The resignation shall take effect five days after 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 BOD, and unless otherwise specified in the notice, the resignation need not be accepted to be effective.

7.6 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, provided, however, that vacancies shall be filled as they occur and not on an annual basis.

7.7 RESPONSIBILITIES OF OFFICERS

1. **CEO:** shall be the Chief Executive Officer of the Corporation and shall, in general, subject to the control of the BOD, supervise and direct the affairs of the Corporation. That officer shall perform all duties incidental to the office, and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be from time to time prescribed by the BOD. The officer shall preside at all meetings of the BOD, except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws. This officer 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 BOD.

2. **Executive Officer(EO):** In the absence of the CEO, or in the event of his or her inability or refusal to act, the EO shall perform all duties of the CEO, and when so acting shall have all the power of and be subject to all the restrictions on the CEO. The EO 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.

3. **CORPORATE SECRETARY:**

a. Book of Minutes. The Corporate secretary shall keep or cause to be kept, at the Corporation's Principal Office or such other place as the BOD may direct a book of minutes of all meetings, proceedings and actions of the BOD and of committees of the BOD. The minutes of meetings shall include the time and place that 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 at BOD and committee meetings. The secretary shall keep or cause to be kept, at the Principal Office, a copy of the Articles of Incorporation and Bylaws, as amended to date or such other place as the BOD may direct.

b. Notices, Seal, and Other Duties. The Corporate Secretary shall give, or cause to be given notice of all meetings of the BOD and of committees of the BOD required by applicable law or these Bylaws to be given. The Corporate Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the BOD or these Bylaws may prescribe.

4. **Chief Financial Officer/CFO:**

a. Books of Account. The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's

properties and transactions. The CFO shall 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 BOD. The books of account shall be open to inspection by any director at all reasonable times.

b. Deposit and Disbursement of Money and Valuables. The CFO 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 BOD may designate, shall disburse the Corporation's funds as the BOD may order, shall render to the CEO of the BOD, and the BOD, when requested, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the BOD or these Bylaws may prescribe.

c. Bond. If required by the BOD, the CFO shall give the Corporation a bond (with the surety or sureties) in the amount specified by the BOD for faithful performance of the duties of the office and for restoration to the Corporation of all 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. Any bond required by this Section will be paid for by the Corporation.

ARTICLE 8 - INDEMNIFICATION

8.01 RIGHT OF INDEMNITY.

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in the Revised Statutes of the Arizona Corporation Code of the Arizona 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 the Arizona Corporation Code.

"Expenses," as used in Article 8, shall have the same meaning as defined in Section 10-850 of the Arizona Code.

ARTICLE 8 - INDEMNIFICATION (CONT)

8.02 APPROVAL OF INDEMNITY.

On written request to the Board by any person seeking indemnification under Section 10-851 or section 10-852 of the Arizona Corporation Code, the BOD shall promptly determine under Section 10-855 of the Arizona Corporation Code whether the applicable standard of conduct set forth on Section 10-830 or Section 10-833 has been met and, if so, the BOD shall authorize indemnification. If the BOD cannot authorize indemnification because 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, application for indemnification shall be made by the Corporation to the Court as authorized in Section 10-854 of the Arizona Corporations Code.

8.03 ADVANCEMENT OF EXPENSES.

To the fullest extent permitted by law and except otherwise determined by the BOD 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, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid, unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

8.4 INSURANCE.

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 INSTRUMENT, DEPOSIT, AND FUNDS

9.1 EXECUTION OF INSTRUMENTS (CONTRACTS).

The BOD, 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 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 pecuniary for any purpose or in any sum.

9.2 CHECKS AND NOTES.

Except as otherwise specifically determined by the BOD, as provided in these Bylaws, 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 CEO and CFO of the Corporation.

9.3 DEPOSITS.

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. Such banks shall be federally insured protecting deposits to $100,000.00.

9.4 GIFTS.

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

ARTICLE 10 - RECORDS AND REPORTS

10.01 MAINTENANCE OF CORPORATE RECORDS.

The Corporation shall keep:

1. Adequate and correct books and records of account.

2. Minutes in written form of the proceedings of its BOD and committees of the BOD.

All such records shall be kept at the Corporation's Principal Office or such other place as the BOD may direct.

10.2 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.

The Corporation shall keep at its Principal Office or such other place as the BOD may direct, the original or a copy of the Articles of Incorporation, and bylaws 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.

10.3 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. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

10.4 ANNUAL REPORT.

The BOD shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall be prepared in such a manner and form as is sanctioned by sound accounting practices, and containing the following information for the fiscal year:

1. The assets and liabilities of the Corporation as of the end of the fiscal year.

2. The principal changes in assets and liabilities.

3. The revenue or receipts of the Corporation.

4. The expenses or disbursement of the Corporation for both general and restricted purposes

5. Any information required by section 10.04 of these Bylaws.

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

10.5 ANNUAL STATEMENTS OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

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 and the ARSC a statement of the amount and circumstances of any transaction or indemnification of the following kind:

1. Any transaction(s) in which the Corporation, and in which any director or officer of the Corporation, had a direct or indirect financial interest.

2. Any indemnification’s or advances paid during the fiscal year to any officer or director of the Corporation pursuant to Article 8 hereof.

ARTICLE 11 - PROHIBITION AGAINST SHARING PROFITS OR ASSETS.

No director, officer, employee, or other person connected with the Corporation, or any other private individual, shall receive at any time any 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 its purposes as shall be fixed by resolution of the BOD.

ARTICLE 12 - DISTRIBUTIONS OF INCOME

Notwithstanding any other provision in these Bylaws, 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 tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or of such subsequent enactment dealing with this subject. The Corporation shall not retain any excess business holdings as defined in Section 4944 of the I.R.C.

ARTICLE 13 - AFFILIATION WITH OTHER ORGANIZATIONS

13.01 The corporation is a service board which serves as a support to ARSC (see article #2). In so doing, it endorses these goals and purposes.

13.2 All directors and officers of the 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 book identified and titled Narcotics Anonymous and the principles of the Twelve Concepts. It is herein specifically acknowledged that the Corporation acts as a fiduciary in its dealings with ARSC and the fellowship of Narcotics Anonymous

ARTICLE 14 - AMENDMENTS

14.1 Subject to any provisions of law applicable to amendment of Bylaws of Nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted as follows:

The B.O.D.: Any member may request changes and are subject to the BOD decision-making process. Any changes agreed upon are subject to ARSC approval.

ARTICLE 15 - CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Arizona Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural 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 ARIZONA REGIONAL SERVICE COMMITTEE, INC., an Arizona nonprofit corporation, and the above Bylaws are the Bylaws of the Corporation as adopted at a meeting of the BOD held on _____and that they have not been amended or modified since that date.
DATED: ------_____.
_____, Corporate Secretary

create historical legend for Article 5 to explain fully…board copy only