

**By-laws of
Greater Providence Area
Narcotics Anonymous, Inc.
A Rhode Island
Nonprofit Public Benefit
Corporation**

Revised June 27, 2009

Article 1. Offices

1.01 Principal Office

The principal office for the transaction of the activities and affairs of the Corporation is located at 12 Spruce Street, Providence, Rhode Island. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these by-laws opposite this section, or this section may be amended to state the new location.

1.02 Other Offices

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article 2. Objectives

The Corporation through its board maintains as an objective the financial viability of the Corporation. The Corporation may engage in the ongoing sales of fellowship-related and/or commemorative items. The Corporations shall also serve as a resource to the fellowship and provide services, as needed, through workshops, correspondence and ongoing communication. Another objective of the Corporation is to sponsor and conduct a Greater Providence Area Convention of Narcotics Anonymous that exists to carry the message to addicts who suffer from the disease of addiction and to provide support for others who are still affected by the disease of addiction. Said organization is organized exclusively for charitable, religious, education, and scientific 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.

Article 3. Nonpartisan Activities

This Corporation has been formed under the Rhode Island Nonprofit Public Benefit Corporation Law 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 this nonprofit corporation are irrevocably dedicated to the promotion of social welfare. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member or Director of this corporation. On dissolution of the organization, all properties and assets and obligations shall be distributed and paid over to the Greater Providence Area of Narcotics Anonymous or any other organization dedicated to the promotion of social welfare,

provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code Section 501(c)(3).

Article 5. Members

5.01 Members

Members are the five (5) elected Directors, and two (2) appointed members: the current GPA Chairperson, and a representative of the current Convention subcommittee administration.

5.02 Voting Members

The five (5) elected Directors may vote on any business before the Board. The two (2) appointed members (the current GPA Chair and the Convention representative) may only vote on Board administrative business.

Article 6. Directors

6.01 Powers

The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

6.02 Specific Powers

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a. Change the principal executive office or the principal business office in the state of Rhode Island from one location to another;
- b. Cause the corporation to be qualified to do business in any other state, territory dependence, or county and conduct business within or outside the State of Rhode Island and designate any place within or outside the State of Rhode Island for the holding of any meeting or meetings, including the monthly meetings.

6.03 Number and Qualification of Directors

The authorized number of directors shall not exceed five. Which number may only be changed by a vote of the General Service Committee, and amended to these by-laws. The qualifications for Directors are:

- a. Present membership in good standing in the fellowship of Narcotics Anonymous
- b. At least five (5) years continuous recovery from any use of mind or mood altering chemical, as commonly described as "using" by the fellowship of Narcotics Anonymous.
- c. Must have bookkeeping and accounting skills.
- d. Must have the ability to organize and keep financial records
- e. Must not hold another financial position on the Area level of the General Service Committee.

6.04 Election of Directors

Directors are elected by the General Service Committee of the Greater Providence Area of Narcotics Anonymous.

6.05 Term of Office

Each of these five (5) Directors who are to be elected pursuant to applicable sections set forth herein shall serve for three (3) years from the date of hi/her election to the Board. Any director elected or designated under the provisions of these by-laws shall be eligible for re-election or appointment with a limitation of two (2) consecutive terms served, provided such Director continues to meet the qualifications required by section 6.03 of these by-laws.

6.06 Vacancies

A vacancy on the board shall be deemed to exist on the occurrence of the following:

- a. The death, resignation, or removal for cause of any Director.
- b. The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of the Court or convicted of a felony subsequent to their assumption as a Director or has been found by final order of judgment of any Court to have breached a duty under Rhode Island Nonprofit Corporation Law.

Except as provided below, any Director may resign by giving written notice to the Chairman of the board, or the Secretary of the board. The resignation shall be effective when his or her successor has been elected and qualified. If a Director's resignation is effective at a later time the General Service Committee may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of Rhode Island no Director may resign if the Corporation would be left without a duly elected Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

6.07 Removal of Directors

The board may, by two-thirds (2/3) majority, declare vacant the office of any incumbent director who has been:

- a. Declared of unsound mind by a final order of the Court.
- b. Convicted of a felony or equivalent offense subsequent to their assumption of office as Director
- c. Found by a final order or judgment of any Court to have breached statutory duties relating to a Director's standard of conduct.
- d. Found by the board that he or she has been "using" as defined by Narcotics Anonymous.
- e. Found by the board to have failed to attend or participate in any manner as provided herein, two (2) consecutive board meetings during a twelve (12) month period.
- f. Misappropriation of funds.

No Director shall be removed without cause. The vote necessary to remove any Director on any cause of the foregoing causes shall be a majority of the other directors 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 other Directors without a meeting. 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 presumed valid.

6.08 Meetings

- a. **Directors' Meetings:**
Directors meet on a monthly basis as needed.
- b. **Annual Meetings:**
The board shall hold two Annual Meetings. One meeting shall be held in January for the purpose of tax preparations, organization and transaction of other business. The other meeting shall be held in July for the purpose of election of officers, organization and transaction of other business. Notice of these meeting is not required.
- c. Other regular meeting of the board may be held at such time and place as the board may fix from time to time.
- d. Special meetings of the board for any purpose may be called at any time by the President, Secretary, Treasurer or any two (2) Directors.

6.09 Quorum

Fifty (50) percent, plus one (1) Director of the currently designated Directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the more stringent provisions of the Rhode Island Nonprofit Public Benefit Corporation Law, including without limitation, those provisions relating to:

- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest.
- b. Approval of certain transactions between Corporations having common Directorships.
- c. Creation of and appointments to committees of the board.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6.10 Adjournment

A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another place or time.

6.11 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 that the resolution is adopted.

Article 7. Officers

7.01 Officers of the Corporation

The officers of the Corporation shall be a President, Secretary, and Treasurer. The only offices that may be held concurrently are Secretary and Treasurer of the board. Any person who qualifies under these by-laws to sit as a Director of the Corporation shall be qualified to be an officer.

7.02 Election of Officers

The officers of the Corporation shall be chosen annually by the board and shall serve at the pleasure of the board. Officers of the Corporation shall serve without compensation.

7.03 Other Officers

The board may 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 these by-laws or determined by the board.

Article 8. Indemnification

8.01 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, and Other Persons described in the Rhode Island Corporation code, including persons formerly occupying any such position, against all expense, judgments, fines, settlements, and other amounts actually "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section.

8.02 Approval of Indemnity

Upon written request to the board by any person seeking indemnification under the Rhode Island Corporation Code, the board shall promptly determine whether the applicable standard of conduct set forth has been met. And, if so, the board shall authorize indemnification.

8.03 Insurance

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on the behalf of its Officers, Directors, and Other Agents against any liability asserted against or incurred by any Officer, Director, or Agent in such capacity or arising out of the Officer's, Director's, or Agent's status as such.

Article 9. Records and Reports

9.01 Maintenance of Corporate Records

The Corporation shall keep:

- a. Adequate and correct books and records of account.
 - b. Minutes in written form of the proceedings of its board and committees of the board.
- All such records shall be kept at the Corporation's principal office.

9.02 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 or agent thereof includes the right to copy and make extracts of documents.

9.03 Regular Reporting

The Corporation shall provide regular reports of its activities to the Board of Directors.

Article 10. Prohibition Against Sharing Profits or Assets

No Director, Officer, or other person connected with the Corporation shall receive at any time any of the net earnings from the Corporation, provided that this provision shall not prevent to any such person reasonable compensation for services rendered to the Corporation.

Article 11. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Rhode Island Nonprofit Corporation Law shall govern construction of the by-laws. Without limiting the generality of the above masculine gender includes the feminine and neutral. The singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

Article 12. Amendments

The board, with approval of the Greater Providence Area Policy Subcommittee, may amend or repeal these by laws at any regular or special meeting.

6/2/09 Amendments

- **Article 2. Objectives.**

Addition of the following paragraph at the end of existing text "...are still affected by the disease of addiction."

Said organization is organized exclusively for charitable, religious, education, and scientific 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.

- **Addition of a new "Article 5. Members" and subsections** (Former "Article 5. Directors" becomes "Article 6. Directors", etc).

- **Section 6.03 Number and Qualifications**

New:

- a. Present membership in good standing in the fellowship of Narcotics Anonymous
- b. At least five (5) years continuous recovery from any use of mind or mood altering chemical, as commonly described as “using” by the fellowship of Narcotics Anonymous.
- c. Must have bookkeeping and accounting skills.
- d. Must have the ability to organize and keep financial records
- e. Must not hold another financial position on the Area level of the General Service Committee.

Replaces old:

- f. Present membership in good standing in the fellowship of Narcotics Anonymous
- g. Recovery from any use of any mid or mood altering chemical, as commonly described as “using” by the fellowship of Narcotics Anonymous for at least two years.

- **Section 6.05 Term of Office**

New:

Each of these five (5) Directors who are to be elected pursuant to applicable sections set forth herein shall serve for three (3) years from the date of his/her election to the Board. Any director elected or designated under the provisions of these by-laws shall be eligible for re-election or appointment with a limitation of two (2) consecutive terms served, provided such Director continues to meet the qualifications required by section 6.03 of these by-laws.

Replaces old:

Any Director elected under the provisions of these by-laws shall be eligible for re-election without limitation on the number of terms served, provided such Director continues to meet the qualifications required by section 5.02 of these by-laws.

- **Section 6.06 Vacancies**

New:

The resignation shall be effective when his or her successor has been elected and qualified.

Replaces old:

The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective.

- **Section 6.07 Removal of Directors, item 4**

New

Found by the board, that he or she has been ‘using’ as defined by Narcotics Anonymous.

Replaces old:

Found, after investigation by the board, that he or she has been ‘using’ as defined by Narcotics Anonymous.

- **Section 6.08 Meetings**

New:

- a) Directors’ Meetings
Directors meet on a monthly basis as needed.
- b) Annual Meetings
The board shall hold two Annual Meetings. One meeting shall be held in January for the purpose of tax preparations, organization and transaction of other business. The other meeting shall be held in July for the purpose of election of officers, organization and transaction of other business. Notice of these meeting is not required.
- c) Other regular meeting of the board may be held at such time and place as the board may fix from time to time.
- d) Special meetings of the board for any purpose may be called at any time by the President, Secretary, Treasurer or any two (2) Directors.

Replaces old:

Regular meetings of the board may be held at any place within or outside the state of Rhode Island that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special

meetings of the board shall be held at any place within or outside the State of Rhode Island that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this section a regular or special meeting of the board may be held at any place consented to by all the board members, either before or after the meeting if consents are given, they shall be filed with the minutes of 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 meeting.

The board shall hold an annual meeting, in the 4th calendar quarter of the year, at the office of the Corporation or such other place designated in the notice of the meeting for the purpose of organization, election of officers and transaction of other business.

Other regular meeting of the board may be held at such time and place as the board may fix from time to time.

Special meetings of the board for any purpose may be called at any time by the Chairperson, Vice Chairperson, Secretary, or any two (2) Directors.

- **Section 7.01 Officers of the Corporation**

New:

The officers of the Corporation shall be a President, Secretary, and Treasurer. The only offices that may be held concurrently are Secretary and Treasurer of the board. Any person who qualifies under these by-laws to sit as a Director of the Corporation shall be qualified to be an officer.

Replaces old:

The Officers of the Corporation shall be a Chairperson, Vice Chairperson, and Secretary. Any number of offices may be held by the same person, except that the Secretary may concurrently serve as the Chairperson of the Board. Any person who qualifies under these by-laws to sit as a Director of the Corporation shall be qualified to be an officer. One member of the Executive Committee shall always be a Director on the board.