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20155

BY-LAWS OF

WORLD SERVICE OFFICE, Inc.

ARTICLE 1. OFFICES

§1.01. PRINCIPAL OFFICE. The principal office of the corporation for the transaction of business is located at

*8061 Vineland Ave. Sun Valley, CA. 91352*

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

<u><i>Phillip Pera</i></u>	DATED: <u><i>May 4 '82</i></u>
<u><i>William L Beck</i></u>	DATED: <u><i>May 4 '82</i></u>
<u><i>Chuck Bates</i></u>	DATED: <u><i>May 4 '82</i></u>

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

ARTICLE 2. MEMBERS

§2.01. 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 §3.11 hereof. Associate Members and Honorary Members have no voting rights. In all other respects, except as may be determined by the Board of Directors from time to time, the rights, interests 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.

§2.02. QUALIFICATIONS. There shall be no more than twenty five (25) Regular Members in the corporation at any time. The qualification for candidates for Regular Membership are: a) Present membership in good standing in Narcotics Anonymous; b) Full and complete recovery from of and from any use of any narcotic, as the same is defined as such by Narcotics Anonymous, for at least FIVE (5) YEARS; and (c) a person known to be of good moral character, as determined

REGISTRY OF  
CHARTERED TRUSTS  
May 24 '82

by and in the sole discretion of the Membership Committee, hereinafter identified, which determination shall be final. 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 Associate Members and the term, "good moral character" shall be determined by objective standards, which standards shall not be unreasonably applied. 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 three qualifications, each such person shall have made some valuable contribution, either in material or non material values, to the efforts, principles and/or goals of Narcotics Anonymous.

§2.03. ADMISSION AND DUES. At the present time, no dues are required of any applicant in any of the aforescribed three classes of membership. However, upon resolution passed by the Board of Directors, should there be such circumstances in the future to justify dues, a sum for membership appointment may be exacted for admission of either or both Regular and/or Associate 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.

§2.04. CERTIFICATE OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership 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.

§2.05. MEMBERSHIP COMMITTEE. A Membership Committee shall be composed of two(2) members of the Board of Directors, as may be assigned to such position by the Board and shall serve in such capacity for one year. Each such committee-person shall be eligible for re-assignment to the said committee from year to year, at the discretion of the Board of directors.

§2.06. 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.

§2.07. NONLIABILITY OF MEMBERS. No member, regardless of class, shall be personally liable for the debts, liabilities or obligations of the corporation.

§2.08. TRANSFERABILITY OF MEMBERSHIP. Membership in the corporation is nontransferable and nonassignable. Any attempt by any member to transfer or assign membership to any person shall be deemed a material breach of membership duties and shall be subject to summary termination of membership forthwith.

§2.09. 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 the death of the member, or c) Upon evidence satisfactory to the Membership Committee that the member has used any narcotic, as the same is defined by 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 §2.08 or §2.09.

§3.04. 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 seven (7) 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 Director 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.

§3.05. 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.

§3.06. CONSENT OF ABSENTEES. The transactions of any meeting of members, however called and noticed, are as valid as though had at a meeting duly 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 a 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 or made a part of the minutes of the meeting.

§3.07. QUORUM. A quorum shall consist of twenty (20) percent of the voting members present in person or by proxy.

§3.08. 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.

§3.09. NOTICE OF ADJOURNED MEETING. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

§3.10. LOSS OF QUORUM. The members present, or by proxy, duly called at a meeting at which a quorum was present when role taken, may continue to do business until adjournment notwithstanding the withdrawal of sufficient members to leave less than a quorum.

§3.11. VOTING. 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 directors 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, except as otherwise provided herein. However, no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

§3.12. CONDUCT OF MEETINGS. Meetings of the members shall be presided over by the President of the corporation, or, in his absence, by the Vice President, or, in the absence of both, by a chairman chosen by a majority of the members present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meeting of members

provided that in his absence the presiding 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 the corporation or with the laws of the State of California or the United States.

§3.13. 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.

§3.14. ACTION WITHOUT MEETING. Any action which may be taken at a meeting of members may be taken without a meeting if authorized by a writing 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.

§3.16. INSPECTION. In the event of challenge of any matter by any voting member or his proxy, the Board of Directors shall appoint a Regular Member, or in its discretion, three 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 the same. Such report shall be prima facie evidence of the facts stated therein.

#### ARTICLE 4. DIRECTORS

§4.01. NUMBER. The corporation shall have Seven (7) Directors and collectively they shall be known as the Board of Directors. The number may be changed only by amendment of this By-Law.

§4.02. USE OF TERM "DIRECTORS" AND "BOARD." The words "Directors" and "Board" as used herein or in the Articles of Incorporation of this corporation in relation to any power or duty requiring collective action, mean "Board of Directors."

§4.03. POWERS. The Directors 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.

§4.04. DUTIES. It shall be the duty of the Directors to:  
a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of

this corporation, or by 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 times 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.

§4.05. QUALIFICATIONS. Any person who holds a valid membership as a Regular Member of this corporation is eligible to be elected a director thereof.

§4.06. TERMS OF OFFICE. Each Director shall hold office until the next annual meeting of members and until his successor is elected and qualifies.

§4.07. ELECTION. Directors shall be elected at the annual meeting as defined hereinafter, or by mail in such manner as may be determined by the Board, and the candidates receiving the highest number of votes up to the number of Directors to be elected are, as provided in §3.12 hereinbefore, elected. Directors shall be eligible for reelection without limitation on the number of terms served, provided that they continue to meet the qualifications required by §4.05.

§4.08. COMPENSATION. Directors shall serve without compensation.

§4.09. 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 Directors, and such meetings shall be held at the place within or without the State of California, 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 President, shall deliver written notice of the time and place of meetings of the Board to each Director 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 Director 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 Directors 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 Directors 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 California 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 chairman chosen by a majority of the Directors 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 Director present to act as Secretary for the Meeting. A quorum shall consist of THREE (3) DIRECTORS.

§4.10. ACTION BY THE BOARD OF DIRECTORS. 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 Directors and any certificate or other documentation thereof shall be prima facie evidence of the authority therefor.

§4.11. REMOVAL OF DIRECTORS. Any individual Director, or the entire Board may be removed from office at any time by a vote of a majority of voting members of the corporation. Upon such removal, a new Director or Directors may be elected at the same meeting and shall hold office for the remainder of the term or terms of the removed Directors, or such vacancy or vacancies shall be filled as provided in §4.13.

§4.13. VACANCIES. Vacancies in the Board shall exist (1) on the death, resignation or removal of any Director; (2) whenever the number of Directors authorized is increased; and (3) on failure of members in any election to elect the full number of authorized Directors. The Board may vacate the office of a Director (1) if he is declared of unsound mind by an order of court, or convicted of a



felony; (2) if he is found, after investigation by the Board, that he has been using a narcotic of any of the types as defined by Narcotics Anonymous; 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. Vacancies caused by any of the circumstances set forth in §4.13 or by any other reason, shall be filled by a majority of the remaining Directors though less than a quorum, or by a sole remaining Director, other than as provided in §4.11. Upon resignation of a Director, the Board may elect a successor to take office when the resignation becomes effective, or may delay such vote to that future date of effectiveness of resignation. In the event of the vacating of all officers in the Board, such offices may be filled upon the vote of the members upon a special election called with a quorum present, or at the regular members meeting by quorum. Any reduction of authorized Directors does not operate to remove any Director prior to the expiration of his term of office.

§4.14. NONLIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities or obligations of the corporation, and any lawsuit against any Director arising from his activities as a Director of the corporation shall be defended at the cost to the corporation, including reasonable expenses and attorneys' fees, provided that the court finds that the conduct of such sued Director was such to merit such indemnity, and in such sums as the court finds to be reasonable.

## ARTICLE 5. OFFICERS

§5.01. 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 §5.03 hereof. One person may hold multiple offices except those offices of President and Secretary.

§5.02. QUALIFICATION, ELECTION AND TERM OF OFFICE. Any Regular Member of the corporation is qualified to be an officer of the corporation. Offices other than as appointed per §5.03 or 5.05 shall be elected annually by the Board at the regular Board meeting following the annual election of Directors and each officer shall hold office until he resigns, is removed or is otherwise disqualified to serve, or until his successor shall be elected and enters office.

§5.03. 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.

§5.04. 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 to 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.

§5.05. 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 determined according to continuing need for such service.

§5.06. DUTIES OF THE PRESIDENT. The President 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 his 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 or these By-Laws. He shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board.

§5.07. DUTIES OF THE VICE PRESIDENT. In the absence of the President, or his inability or refusal to act, the First Vice President shall perform all the duties of the President and when so acting shall have all powers of that office, and such other powers and authority as may be prescribed by law, the Articles or by these By-Laws, or as may be prescribed by the Board.

§5.08. 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 Directors 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 Directors, 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 any case where membership has been 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 Director or to his agent or attorney, on request therefor, the By-Laws, the membership book, and the minutes of proceedings of the Board and of members.

(More of this section follows on page next.)

Exhibit at all reasonable times to any voting member, or to his agent or attorney, on written demand therefor for a purpose reasonably related to the interests of such member, the Bylaws and the minutes of meetings of the Directors or of the members, and shall exhibit said records at any time when required by the 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 Bylaws, or which may be assigned to him from time to time by the Board of Directors.

Section 5.09. DUTIES OF ASSISTANT SECRETARY. The Assistant Secretary, if such there be, shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform all the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned to him by the Board of Directors or by the Secretary.

Section 5.10. DUTIES OF TREASURER. Subject to the provisions of Article 7 of these Bylaws, the Treasurer shall:

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 Directors.

Receive, and give receipt for, money due and payable to the corporation from any source whatever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his agent or attorney, on request therefor.

Exhibit at all reasonable times to any voting member, his agent, or attorney, on written demand therefor for a 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.

Render to the President and Directors, 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.

Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members.

If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

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 by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

Section 5.11. DUTIES OF ASSISTANT TREASURER. If required by the Board of Directors, the Assistant Treasurer, if any there be, shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall, in general, perform such duties as shall be assigned to him, from time to time, by the Treasurer or by the Board of Directors.

Section 5.12. COMPENSATION. Officers of the corporation shall serve without compensation.

## ARTICLE 6. COMMITTEES

Section 6.01. EXECUTIVE COMMITTEE. The Board of Directors, by a 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 Bylaws, and provided that the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law, by the Articles of Incorporation of this corporation, or by these Bylaws. By a majority vote of its members, the Board may at any time modify or revoke any or all of 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 and meet at such times and places as it deems appropriate, provided that a reasonable notice of all meetings of the Committee shall be given to its members and no act 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.

§ 6.02 MEMBERSHIP. The membership committee shall be chaired by a Director assigned by Board majority vote and there shall be selected from the Board by that chairman, an additional Director to form the committee. Should the Committee deem it desirable, it shall augment its number by selecting additional Committee members from the General Members of the corporation in such number as may be desired by the Committee. It shall plan and execute programs for obtaining new members, give notice to the membership as to renewals, dues, and other information pertinent to the status of membership, and perform other duties as may be from time to time directed by the Board.

§6.03. 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 Director. Members of each such Committee shall be appointed either from the Directors or the General Membership, as determined by the Chair unless otherwise determined by the Board, in such number as the Chair deems advisable. The power of appointment of Committee members shall carry also the power of removal from office thereof when such decision is warranted in the best interests of the corporation.

§6.04. TERM OF OFFICE, VACANCIES, QUORUM AND RULES. All members of each committee, including the chairman thereof shall serve until the next annual election of Directors 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 thereof and an act of the majority of such 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 7. EXECUTION OF INSTRUMENTS

§7.01. 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 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 pecuniarily for any purpose or in any sum.

§7.02. CHECKS AND NOTES. Except as otherwise specifically determined by the Board, as provided in §7.01 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.

§7.03. 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.

§7.04. 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 8. CORPORATE RECORDS, REPORTS AND SEALS.

§8.01. MINUTES OF MEETINGS. The corporation shall keep at its principal offices or at such other place 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 Directors' meetings, the number of members present or represented at members' meetings and the proceedings thereof.

§8.02. 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.

§8.03. INSPECTION OF THE RECORDS. All corporation records shall at all reasonable times be open to inspection by any Director. Every Director 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 (10%) percent 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 members'

meetings shall be made in writing on the President, Secretary or Assistant Secretary of the corporation.

§8.04. ANNUAL REPORT AND FINANCIAL STATEMENT. The Board may provide for preparation and submission to members a written annual report, including a financial statement. Such report, if required by the Board, 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 the President, Secretary, Treasurer or a public accountant.

§8.05. 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.

#### ARTICLE 9. FISCAL YEAR

§9.01. The fiscal year of the corporation shall be the general calendar year.

#### ARTICLE 10. DATE AND TIME OF MEETINGS

§10.01. 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 1, §1.01, on June 3, of each year. In the event that June 3 falls on a Saturday or Sunday, the meeting shall be held on the first following Monday. In the event that the scheduled date falls on a legal holiday, the meeting shall be held on the next day in conformity with this section. The first meeting of the voting members shall be held on June 3, 1978. The time of each meeting shall be 8:00 P.M.

§10.02. ANNUAL MEETING OF THE BOARD OF DIRECTORS. The meeting of the Board shall convene and be conducted immediately following the meeting of the voting members.

§10.03. SPECIAL MEETINGS. Special meetings of members shall be called by any two (2) Directors and held at such times and places within or without the State of California as may be ordered by resolution of the Board or by members holding not less than twenty (20%) of the voting power of the corporation.

#### ARTICLE 11. BY-LAWS

§11.01. EFFECTIVE DATE OF THE BY-LAWS. These By-Laws shall become effective immediately 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.

§11.02. AMENDMENT. Subject to any provisions of law



applicable to amendment of By-Laws of nonprofit 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 Directors present at any special or regular meeting of Directors 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 Director at least seven (7) days prior to the date of such meeting as provided in §4.09 hereinbefore, or by written consent of all Directors without a meeting as provided in §4.10 hereinbefore, provided that a By-Law fixing or changing the number of Directors 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 §3.04 hereof.

§10.03. 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 the members at all reasonable times during office hours.

#### ARTICLE 12. VOTING SHARES HELD BY CORPORATION

§12.01. The President or in his absence or refusal or inability to act, such other officer as may be designated by resolution of the Board, shall have full authority and power on behalf of the corporation to vote in person or by proxy all shares of any corporation standing in the name of this corporation and shall, on behalf of the corporation, at any shareholder's meeting exercise all rights incident to the ownership of such shares.

#### ARTICLE 13. INVESTMENTS

§13.01. 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 §§4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law or laws.

#### ARTICLE 14. PROHIBITION AGAINST SHARING PROFITS OR ASSETS

§14.01. No member, Director, 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 in effecting any of its purposes as shall be fixed by resolution of the Board.

#### ARTICLE 15. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

§15.01. 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 §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 §4941(d) of the Internal Revenue Code of 1954 ("I.R.C. '54"). The corporation shall retain and excess business holdings as defined in §4943(c) of the I.R.C. '54. The corporation shall not make any investment in such manner as to subject it to tax under §4944 of the I.R.C. '54. The corporation shall not make any taxable expenditures as defined in §4945 of the I.R.C. '54.

#### ARTICLE 16. AFFILIATION WITH OTHER ORGANIZATIONS

§16.01. This corporation is a service which serves a function within the totality of an organization known as the Narcotics Anonymous Society. In so doing, it endorses the aims, goals and purposes of that organizations, and in fact, by special endorsement per §16.02 hereinafter, it operates under the guidelines of the "Twelve Traditions" as espoused by the Narcotics Anonymous Society. However, this corporation is fully independent of corporate structure and no Director hereof is an interlocking Director of any other corporation, including the Narcotics Anonymous Society. Hence, no corporate resolution, vote or activity of that or any other corporation or organization will have any effect upon this corporation or will in any way influence the independent vote of any Director or member hereof, nor will the same influence the independent judgment of any Director or member to cast his vote on any issue before the Board or membership meeting of this corporation, despite the fact that coincident memberships exist between this corporation and Narcotics Anonymous Society, and in fact a condition for membership in this corporation is membership in good standing in Narcotics Anonymous Society.

§16.02. All members, Directors and officers of this corporation shall be, and are, subject to, and will abide by, the principles of the "TWELVE TRADITIONS" of Narcotics Anonymous Society as set forth in the pamphlet identified and entitled as "Narcotics Anonymous."

ARTICLE 17. CONSTRUCTION

§17.01. As used in these By-Laws:

The present tense includes the past and future tenses, and the future tense includes the present.

The masculine gender includes the feminine and neuter genders

The singular number includes the plural, and the plural number includes the singular.

The word "shall" is mandatory and the word "may" is permissive.

The words "Directors" and "Board," except in context specifically and expressly made otherwise applicable, shall mean Directors of the Board of Directors of this corporation and the Board of Directors of this corporation and none other, as stated in §4.02 of these By-Laws.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS. We, the undersigned, are all of the persons constituting the present Directors of the corporation and pursuant to the authority granted to the Directors in the By-Laws of WORLD SERVICE OFFICE, INC., to take action by unanimous consent set forth in writing without a meeting, do hereby adopt the foregoing By-Laws in place, stead and lieu of the original By-Laws adopted on April 14, 1978, and intend that these new 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                      day of 1982 by execution hereof.

William Z Beck  
Director

Phillip Perry  
Director

Chuck Gates  
Director

Fawn Fawcett  
Director

Martha J. Brady  
Director

Erin Loomis  
Director

Gary Polanco  
Director

Henry Spiegel