

See other side  
for instructions

STATE OF CALIFORNIA  
OFFICE OF THE ATTORNEY GENERAL  
REGISTRY OF CHARITABLE TRUSTS  
P. O. Box 13447  
SACRAMENTO, CALIFORNIA 95813

# REGISTRATION FORM

1. Official name and mailing address of organization:

Federal Employer  
Identification Number

**WORLD SERVICE OFFICE INC.  
P. O. BOX 622  
SUN VALLEY, CA. 91352**

95-3090596

2. Form of organization: (Check only one box which is applicable to this entity)

Corporation No. 790905 Incorporated in State of California on January 25 1977

Unincorporated Association. Date Established \_\_\_\_\_

Inter Vivos Trust of \_\_\_\_\_

Date of trust instrument \_\_\_\_\_

Testamentary Trust—Estate of \_\_\_\_\_

Will probated in County of \_\_\_\_\_ Probate No. \_\_\_\_\_

Decree of Distribution or last account filed on \_\_\_\_\_

3. Names and addresses of all trustees or directors and officers (attach list if necessary):

**List attached.**

4. Attach a statement to describe how the organization will operate in carrying out its purpose. If the organization is operating in other states as well as California, comment fully on the extent of activities to be conducted in California and how the activities will relate to total activities.

**Statement attached.**

5. Have assets been received? (**cash to start.**) No \_\_\_\_\_ Yes , date first received April 1 1977

If "Yes," attach financial statements as required in the instructions. **see CT-2**

If "No," advise us when funds or other assets are received so registration can be completed.

6. Annual accounting period adopted: Fiscal year ending February 28, or calendar year .

7. Attached are copies of the following documents as required by the instructions:

Articles of Incorporation  Trust Instrument

Articles of Association  Will of \_\_\_\_\_

Bylaws  Decree of Distribution

Financial Statements  Federal Exemption Determination Letter  
**Exemption applied for, pending.**

James P. Kuninow President.  
SIGNATURE TITLE  
10717 Sherman Way  
ADDRESS  
Sun Valley, Ca. 91352 (213) 765-3821  
DATE TELEPHONE NUMBER  
CT-1 (6-76)

Registration No. CT 20155  
Date of Registration 5-10-78  
For Registry use only

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# INSTRUCTIONS FOR PREPARING AND FILING

## REGISTRATION FORM

(Section References are to the California Government Code)

### WHO MUST FILE

Every charitable corporation and every trustee (includes unincorporated associations) holding assets for charitable purposes or doing business in the State of California must register with the Attorney General, except those exempted by Section 12583. Corporations which are organized and operated primarily as a hospital, a school or a religious organization are exempted by Section 12583.

### WHEN TO FILE

Pursuant to Section 12585, registration is required of every trustee subject to the Uniform Supervision of Trustees for Charitable Purposes Act within six months after receipt of assets (cash or other forms of property) for the charitable purposes for which organized.

### FINANCIAL STATEMENTS (Item 5)

In the case of newly created charitable organizations, an opening balance sheet is required showing the initial composition of assets, and liabilities, if any, which activated the organization. In the case of established organizations which have recently authorized or required any part of their income or principal to be applied to a charitable purpose, the balance sheet should show only those charitable assets and liabilities, if any, on the date they were so designated. Include a detailed description of all assets and liabilities, including cash on hand and in banks, name and number of invested securities at cost or book value, personal and real property.

Foreign corporations holding assets for charitable purposes and recently qualifying to do business in California must file complete financial statements meeting our requirements for the last two fiscal years preceding the filing of this Registration Form, CT-1.

Tardy registrants must file complete financial statements meeting our requirements for each fiscal year they have been subject to Section 12586.

### DOCUMENTS REQUIRED TO BE ATTACHED (Item 7)

Corporation: A certified copy of the Articles of Incorporation, amendments thereto, and Bylaws.

Unincorporated Association: A copy of the Constitution and Bylaws, or other instrument under which it is organized and operates.

Inter Vivos Trust: A certified copy of instrument creating Trust.

Testamentary Trust: A certified copy of Will and Decree of Distribution.

All registrants: (1) A copy of your federal exemption determination letter if available, (2) copies of publications, literature, etc., if any, which the organization distributes.

### EXECUTION OF REGISTRATION FORM

Where there is a single trustee, the form is to be executed by that individual.

Where there is a group of individuals or corporation holding as trustees, any one of the trustees may execute the form. In the case of a charitable corporation the form should be executed by an authorized officer.

### WHERE TO FILE

Forward the completed form to the Registry of Charitable Trusts, P.O. Box 13447, Sacramento 95813. Retain one copy for your records.

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If additional information is required, please refer to the Uniform Supervision of Trustees for Charitable Purposes Act (Gov. Code Secs. 12580-12597) and the Administrative Rules and Regulations pursuant to the Act (Calif. Adm. Code, Title 11, Secs. 300-306 and 310).

NEVERS, PALAZZO,  
MADDUX & PACKARD  
A PROFESSIONAL LAW CORPORATION

340 North Westlake Boulevard • Suite 260 • Westlake Village, California 91362  
(805) 495-0700 • (818) 879-9700 • Fax (805) 495-4440

November 25, 1998

Registry of Charitable Trusts  
P.O. Box 903447  
Sacramento, CA 94203-4470  
Attention: Betsy

Re: Merger of World Convention Corporation, Inc. into Narcotics Anonymous World  
Services, Inc., formerly World Service Office, Inc.

Dear Betsy:

Enclosed as we discussed by telephone yesterday is a photocopy of the Agreement of Merger endorsed by the Secretary of State in connection with the above-referenced merger. I hope to speak with my client next week to discuss the status of the closing periodic report for World Convention Corporation, and I will let you know if we anticipate any delay in making that filing.

Thank you for your assistance.

Very truly yours,



Donald J. Palazzo  
of Nevers, Palazzo, Maddux & Packard, plc

DJP/ea  
Enclosure

cc: Mr. Anthony Edmonson (w/o encl.)  
Ms. Becky Meyer (w/o encl.)

NOV 30 1998

# State of California

SECRETARY OF STATE



*mk*

*21 pages*

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this

JUL 08 1998



*Bill Jones*

Secretary of State

## AGREEMENT OF MERGER

This Agreement of Merger is entered into between NARCOTICS ANONYMOUS WORLD SERVICES, INC., a California Nonprofit Public Benefit corporation, formerly known as World Service Office Inc. (herein "Surviving Corporation") and WORLD CONVENTION CORPORATION, a California Nonprofit Public Benefit corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation, the corporate existence of Surviving Corporation shall continue, and the separate corporate existence of Merging Corporation shall cease. The corporate identity, existence, purposes, powers, rights, and immunities of Merging Corporation shall be merged into and vested in Surviving Corporation, and the corporate identity, existence, name, purposes, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the merger.
2. Surviving Corporation shall succeed, without other transfer, to all the rights and property of Merging Corporation, and Surviving Corporation shall be subject to all of Merging Corporation's debts, liabilities, and trust obligations upon the property of Merging Corporation in the same manner as if Surviving Corporation had itself incurred them. All rights of creditors and all liens and trust obligations on or arising from the property of each of the constituent corporations shall be preserved unimpaired, provided that such liens and trust obligations, if any, on the property of Merging Corporation shall be limited to the property affected thereby immediately prior to the effective date of the merger.
3. Neither Merging Corporation nor Surviving Corporation has members.
4. The Articles of Incorporation of Surviving Corporation as in effect immediately preceding the effective date of the merger shall be and remain as Articles of Incorporation until amended or repealed as provided by law.
5. The Bylaws of Surviving Corporation as in effect immediately preceding the effective date of the merger shall be and remain as Bylaws until amended or repealed as provided by law.
6. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
7. The effective date of the merger is June 29, 1998.
8. The effect of the merger is as prescribed by law.

**ENDORSED-FILED**

In the office of the Secretary of State  
of the State of California

**JUN 29 1998**

**BILL JONES, Secretary of State**

**CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER**

Rogan Allen and Mario Tesoriero certify that:

1. They are the chairperson and the secretary, respectively, of Narcotics Anonymous World Services, Inc. formerly known as World Service Office, Inc. a California Nonprofit Public Benefit corporation.
2. The terms of the Agreement of Merger in the form attached were duly approved by the required vote of the board of directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our knowledge.

Date: 27 April 1998

By: \_\_\_\_\_

Rogan Allen, Chairperson

By: \_\_\_\_\_

Mario Tesoriero, Secretary

**CERTIFICATE OF APPROVAL OF  
AGREEMENT OF MERGER**


Donald Griffin and Laura Jennison certify that:

1. They are the chairperson and the secretary, respectively, of World Convention Corporation a California Nonprofit Public Benefit corporation.
2. The terms of the Agreement of Merger in the form attached were duly approved by the required vote of the board of directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our knowledge.

Date: 27 April 1998

By:   
Donald Griffin, Chairperson

By:   
Laura Jennison, Secretary

Q: WB/Legal/WCCMerge.doc



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20155 BILL JONES, SECRETARY OF STATE

**RESTATED  
ARTICLES OF INCORPORATION**

Rogan Allen and Mario Tesoriero certify that:

3. They are the chairperson and the secretary, respectively of the World Service Office Inc., a California corporation.
2. The articles of this corporation are amended and restated to read as follows:

I.

The name of this corporation is NARCOTICS ANONYMOUS WORLD SERVICES, INC.

II.

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purpose of this corporation is to carry the message of recovery to addicts who still suffer from addiction and to provide support to the Fellowship of Narcotics Anonymous in an effort to provide opportunity to recover from addiction, and to engage in any other activities related thereto legally permitted by an organization exempt under Internal Revenue Code Section 501(c)(3).

III.

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

IV.

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in



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any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

VI.


The name of the unincorporated association which is being incorporated is World Service Office.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 27 April 1998

  
\_\_\_\_\_  
Rogan Allen, Chairperson

  
\_\_\_\_\_  
Mario Tesoriero, Secretary

RECEIVED

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WAGNER & MCDONOUGH

**THE FELLOWSHIP INTELLECTUAL  
PROPERTY TRUST**

**ARTICLE I**

**Section 1: Name of the Trust**

The name of this trust shall be "The Fellowship Intellectual Property Trust."

**Section 2: Creation of the Trust**

The Trustor, the Fellowship of Narcotics Anonymous as given voice by its groups through their regional service representatives at the World Service Conference, does hereby reaffirm and restate its transfer, assignment, and conveyance of all NA recovery literature, trademarks, service marks, and all other intellectual property to the World Service Office, Inc., as Trustee, to hold and administer in accordance with this Trust document and its purpose.

**Section 3: Nature of the Trust**

The Trustee shall hold the Trust Properties as a perpetual charitable trust, subject to revocation by the Trustor, and shall use the properties and income derived therefrom exclusively for the charitable and educational purposes described in the statement of purpose below, and for the payment of the incidental expenses and costs of the administration of the Trust.

**Section 4: Purpose of the Trust**

The sole object and purpose of this Trust is to hold and administer all recovery literature and other intellectual properties of the Fellowship of Narcotics Anonymous in a manner that will help addicts find recovery from the disease of addiction and carry that message of recovery to the addict who still suffers, in keeping with the Twelve Steps and Twelve Traditions of NA.

**Section 5: No bond required**

The Trustor waives the requirement that the Trustee give a bond to secure performance of the Trustee's duties.

**ARTICLE II: PARTIES TO THE TRUST**

The Fellowship of Narcotics Anonymous, as given voice by its groups through their regional service representatives at the World Service Conference, is the Settlor and the Trustor. World Service Office, Inc. is the Trustee of the Trust. The Fellowship of Narcotics Anonymous as a whole is the Beneficiary of the Trust.

REGISTRY OF  
CHARITABLE TRUSTS  
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### **ARTICLE III: IDENTITY OF TRUST PROPERTY**

The Trust Property includes all recovery literature, trademarks, service marks, copyrights, and all other intellectual property of the Fellowship. From time to time, the Trustor may add to, modify, or delete property from the Trust. All additions made to the Fellowship's recovery literature, trademarks, service marks, copyrights and all other intellectual property by the World Service Office shall additionally be considered property subject to this Trust. However, note that NA service handbooks and other service materials approved by NA's World Service Conference are specifically excluded from the purview of this Trust.

*Recovery literature* should be taken to mean any Narcotics Anonymous book, booklet, or pamphlet intended primarily for use by individual NA members or for use or distribution within the context of an NA recovery meeting. *Service materials* should be taken to mean those materials intended primarily for use within the context of an NA service board or committee.

### **ARTICLE IV: OPERATIONAL RULES**

The Trustor shall generate Trust Operational Rules which shall be controlling on the Trust and the parties thereto except if such Rules conflict with the terms of this Instrument.

### **ARTICLE V**

#### **Section 1: Trustee's duties**

The Trustee has the following general duties with respect to administration of the Trust:

- 1) The Trustee has a duty to administer the Trust according to the Trust Instrument and, except to the extent that this document provides otherwise, according to the statutes of California.
- 2) The Trustee shall follow written direction given to it from time to time by the Trustor. However, if a written direction would have the effect of modifying the Trust, the Trustee has no duty to follow it unless it complies with the requirements for modifying the Trust herein.
- 3) The Trustee has a duty to administer the Trust solely in the interest of the Beneficiary and the Trustor.
- 4) The Trustee has a duty to deal impartially with the Beneficiary.
- 5) The Trustee has a duty not to use or deal with Trust Property for the Trustee's own profit or for any other purpose unconnected with the Trust, nor to take part in any transaction in which the Trustee has an interest adverse to the Beneficiary or the Trustor.
- 6) The Trustee has a duty to take, keep control of, and preserve the Trust Property.
- 7) The Trustee has a duty to make the Trust Property productive.
- 8) The Trustee has a duty to keep the Trust Property separate from other property not subject to the Trust, and to see that the Trust Property is clearly designated.

- 9) The Trustee has a duty to take reasonable steps to enforce claims that are part of the Trust Property.
- 10) The Trustee has a duty to take reasonable steps to defend actions that may result in a loss to the Trust, and to prosecute actions to protect the Trust Property.

### **Section 2: Delegation of duties**

The Trustee shall not delegate to others the performance of acts that the Trustee itself can reasonably be required to perform, and may neither transfer the office of Trustee to another nor delegate the entire administration of the Trust to another entity. All other matters may be delegated, but where the Trustee has properly delegated a matter to an agent, employee, or other person, the Trustee has a duty to exercise reasonable supervision over the person or entity performing the delegated matter.

### **Section 3: Trustee's standard of care**

The Trustee shall administer the Trust with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the Trust as determined from the Trust Instrument.

### **Section 4: Trustee's powers**

The Trustee has the following powers: the powers conferred by the Trust Instrument; the powers conferred by statute, except as limited in the Trust Instrument; and the power to perform any act that a Trustee would perform for the purposes of the Trust under the Trustee's standard of care, except as limited in the Trust Instrument. The exercise of a power by the Trustee is subject to the Trustee's fiduciary duties to the Beneficiary and the Trustor. Under this document, the Trustee has the following powers:

- 1) The power to collect, hold, and retain Trust Property.
- 2) The power to receive additions of property to the Trust.
- 3) The power to participate in the operation of any business that is part of the Trust, and to change the legal form of the business.
- 4) The power to manage and control Trust Property, and to manage, control, and divide proceeds and assets generated from the manufacture or sale of products derived from Trust Property.
- 5) The power to encumber, mortgage, or pledge any portion of the Trust Property except those copyrights, trademarks, and service marks held by the Trust.
- 6) The power to enter into a lease for any purpose.
- 7) The power to insure the Trust Property against damage or loss and to insure the Trustee against third-party liability.
- 8) The power to prudently borrow money for any Trust purpose, to be repaid from proceeds from the sale of products generated from Trust Property.

- 9) The power to pay, contest, or settle claims against the Trust by compromise, arbitration, or otherwise, and the additional power to release in whole or in part any claim belonging to the Trust.
- 10) The power to pay taxes, assessments, reasonable compensation of the Trustee and of employees and agents of the Trust, and other expenses incurred in the collection, care, administration, and protection of the Trust.
- 11) The power to hire people, including accountants, attorneys, auditors, investment advisors, or other agents, even if they are associated or affiliated with the Trustee, to advise or assist the Trustee in the performance of administrative duties.
- 12) The power to execute and deliver all instruments which are needed to accomplish or facilitate the exercise of the powers vested in the Trustee.
- 13) The power to prosecute or defend actions, claims, or proceedings for the protection of the Trust Property and of the Trustee in the performance of the Trustee's duties.

#### **Section 5: Limitation**

The Trustee is not granted the power to make loans to the Beneficiary either out of Trust Property or out of proceeds from the sale of products generated from Trust Property, or to guarantee loans to the Beneficiary by encumbrances on either Trust Property or proceeds from the sale of products generated from Trust Property.

#### **Section 6: Indemnification of Trustee**

To the fullest extent permitted by law, the Trustor shall indemnify the Trustee and its directors, officers, employees, and other persons described in Section 523(a) of the California Corporations Code, including persons formerly occupying any such position, 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 code section, and including an action by or in the right of the Trustee, by reason of the fact that the person is or was a person described in that code section. Procedures for the approval of indemnity, advancement of expenses, and insurance shall be described in the Trustee's bylaws.

The Trustee and its directors, officers, employees, and other persons described in Section 523(a) of the California Corporations Code, including persons formerly occupying any such position, may not be relieved of liability for breach of Trust committed intentionally, with gross negligence, in bad faith, or with reckless indifference to the interests of the Beneficiary or the Trustor, or for any act wrongfully consented to by the Beneficiary or the Trustor.

#### **Section 7: Nonpartisan activities by the Trustee**

The Trustee shall be nonprofit and nonpartisan. No part of the activities of the Trustee shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Trustee 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 VI: REVOCABILITY**

This Trust is revocable by the Trustor.

**ARTICLE VII: TERMINATION**

This Trust will terminate when any of the following occurs:

- 1) The Trust purpose is fulfilled;
- 2) The Trust purpose becomes unlawful;
- 3) The Trust purpose becomes impossible to fulfill; or
- 4) The Trustor revokes the Trust.

On termination of the Trust, the Trustee continues to have the powers reasonably necessary under the circumstances to wind up the affairs of the Trust. On termination of the Trust, the Trust Property is to be disposed of as determined by the Trustor. If no such determination is made, the Trust Property shall be transferred to the Trustor.

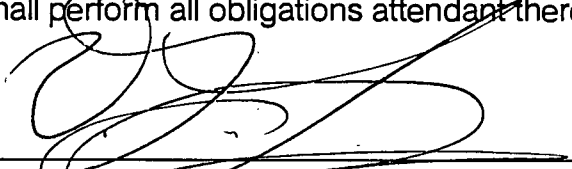
**ARTICLE VIII: JURISDICTION**

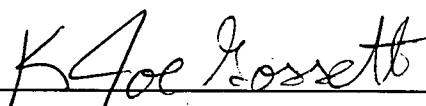
The Superior Court of the State of California has exclusive jurisdiction of proceedings concerning the internal affairs of the Trust, and has concurrent jurisdiction over actions and proceedings to determine the existence of the Trust, actions and proceedings by or against creditors or debtors of the Trust, and actions and proceedings involving the Trustee and third persons, in accordance with California Probate Code Section 17000.

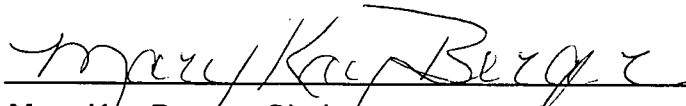
There is no right to a jury trial in proceedings under the California Probate Code concerning the internal affairs of the Trust.

**ARTICLE IX: TRUST REGISTRATION**

The Trustee shall register the Trust document with the California Attorney General, and shall perform all obligations attendant thereto.

  
 \_\_\_\_\_ 7/20/93  
 date  
 Vivienne Long, RSR, San Diego-Imperial Region  
 Designated Signator for the Trustor

  
 \_\_\_\_\_ 6-10-93  
 date  
 K. Joseph Gossett, Executive Director  
 World Service Office, Inc., Trustee

  
 \_\_\_\_\_ 6-10-93  
 date  
 Mary Kay Berger, Chairperson, Board of Directors  
 World Service Office, Inc., Trustee



ARTICLES OF INCORPORATION  
OF

WORLD SERVICE OFFICE Inc.

**ENDORSED  
FILED**

In the office of the Secretary of State  
of the State of California

JAN 25 1977

MARGH FONG EU, Secretary of State

By IRENE SANCHEZ  
Deputy

I

The name of this corporation shall be: WORLD SERVICE OFFICE Inc.

II

The purposes for which this corporation is formed are:

(a) The specific and primary purposes are: To form a Service Corporation to provide services and facilities through a World Service Office; for literature and correspondence related directly to the furtherance of the Narcotics Anonymous Society.

(b) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

IV

The principal office for the transaction of the business of this corporation is located in the State of California, County of LOS ANGELES.

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V

The names and addresses of the person or persons who are to act in the capacity of director or directors until the selection of their successors are:

NAME		ADDRESS
JAMES P. KINNON	PRES.	10717 Sherman Way Sun Valley, Ca.
GREGORY G. PIERCE	VICE PRES.	4219 Bakman No. Hollywood, Ca.
ROBT. BARRETT	DIRECTOR.	3945 Stevely Ave. Los Angeles, Ca.
BETTY J. GUESS	TRES.	1720 Grismer St. Burbank, Ca.
DON KIETH	SECT.	911 N. Valley Burbank, Ca.

VI

The authorized number and qualification of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws.

VII

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

VIII

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

The name of the unincorporated association which is being incorporated is:

**WORLD SERVICE OFFICE**

IN WITNESS WHEREOF, the undersigned, being the president and secretary, respectively, of World Service Office Inc., the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation.

James P. Kinnon Sr.  
President  
Donald N. Keith  
Secretary

STATE OF CALIFORNIA )  
 )SS.  
COUNTY OF Los Angeles )

On this 25th day of January, 1977, before me, the undersigned, a Notary Public in and for the State of California, personally appeared James P. Kinnon, Sr. and Donald N. Keith known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

Frída Louise Gangwish  
Notary Public

AFFIDAVIT

STATE OF CALIFORNIA )  
 )SS.  
COUNTY OF Los Angeles )



James P. Kinnon, Sr. and Donald N. Keith, being first duly sworn, each for himself, deposes and says:

That James P. Kinnon, Sr. is the president and that Donald N. Keith is the secretary of World Service Office Inc., the unincorporated association mentioned in the foregoing Articles of Incorporation; that said association has duly authorized its incorporation and has authorized the undersigned, as said officers, to execute the Articles of Incorporation.

James P. Kinnon Sr.  
Donald N. Keith

Subscribed and sworn to before me this 25th day of January, 19 77



Frída Louise Gangwish  
Notary Public

RESOLVED, that the following persons be and they hereby are appointed and elected as officers of this corporation as such office appears opposite their respective names:

JAMES P. KINNON SR.	PRES.
GREGORY PIERCE	VICE PRES.
BETTY J. GUESS	TRES.
BOB BARRETT	DIR.
DON KIETH	SECT.

Upon motion duly made, second and carried, it was RESOLVED, that the seal, an impression of which is affixed in the margin hereof be and the same hereby is adopted as the corporate seal of the corporation.



Thereupon a code of Constitution and By-Laws was presented and, upon motion duly made, seconded and carried, it was

RESOLVED, that the code of Constitution and By-Laws as presented to this meeting be and the same hereby is adopted as the Constitution and By-Laws of this corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the meeting thereupon adjourned.

*Recording - Lin AndruKat*  
Secretary of the Meeting



WORLD SERVICE OFFICE, INC.

NARCOTICS ANONYMOUS

P. O. BOX 622 • SUN VALLEY, CALIFORNIA 91352

James P. Kinnon, Sr.  
President  
Gregory Pierce  
Vice President  
Donald Keith  
Secretary  
Betty J. Guess  
Treasurer  
Robert Barrett  
Director

REG. FORM #3

JAMES P. KINNON      PRES.  
10717 SHERMAN WAY  
SUN VALLEY, CA.  
91352

GREGORY PIERCE      VICE PRES.  
4219 BAKMAN ST.  
NO. HOLLYWOOD, CA.

BETTY J. GUESS      TRES.  
1720 GRISMER ST.  
BURBANK, CA.

ROBERT BARRETT      DIR.  
3945 STEVELY AVE  
LOS ANGELES, CA.

DONALD KIETH      SECT.  
911 NO. VALLEY      REPLACED.  
BURBANK, CA.

Mr Kieth resigned due to illness, new sect, elected

CHARLES GATES      SECT.  
8741 MONOGRAM AVE.  
SEPULVEDA, CA.

MAR 30 1 31 PM '78



WORLD SERVICE OFFICE, INC.

NARCOTICS ANONYMOUS

P. O. BOX 622 • SUN VALLEY, CALIFORNIA 91352

James P. Kinnon, Sr.  
President

Gregory Pierce  
Vice President

Donald Keith  
Secretary

Betty J. Guess  
Treasurer

Robert Barrett  
Director

REG.FORM.CT-1 #4

Our purpose is to try to supply and provide those things necessary to addicts who wish to avail themselves of our program of recovery.

We supply starter kits to new groups free of charge.

Writing to and supplying literature and support to individuals and groups throughout the world is our main activity.

Our funds are limited to donations from our own members and the sales of literature at slightly over cost; our growth is slow but steady. Increasing numbers of new groups are helping to expand our services.

Our first international conference will be held next month in Los Angeles. We hope to develop some new means of expanding our fellowship at that time.

MAR 30 1 31 PM '78

BYLAWS OF

WORLD SERVICE OFFICE, INC. (the "Corporation" or "WSO")

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1. OFFICES

1.01 PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the Corporation ("Principal Office") is located at 16155 Wyandotte Street, Van Nuys, California 91406. The board of directors of the Corporation ("Board") may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws 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 AND PURPOSES

The general objectives of the Corporation shall be to carry the message of recovery to addicts who still suffer from addiction and to provide support to the Fellowship of Narcotics Anonymous in their efforts to provide opportunity to recover from addiction.

A specific purpose of the Corporation shall be to hold in a fiduciary capacity for the Fellowship of Narcotics Anonymous as given voice by its groups through their regional service representatives at the World Service Conference the rights to, by license agreement from Alcoholics Anonymous General Service Office, the use, control, publication and management of the Twelve Steps and Twelve Traditions of Narcotics Anonymous.

A specific purpose of the Corporation shall be to provide administrative, organizational and logistical services to the World Service Conference ("WSC") of Narcotics Anonymous and the Fellowship of Narcotics Anonymous at large and in such other capacities as the conference may desire or direct.

A specific purpose of the Corporation shall be to hold in a fiduciary capacity for the Fellowship of Narcotics Anonymous as given voice by its groups through their regional service representatives at the World Service Conference the ownership rights to the exclusive control, use, printing, duplicating, sales, distribution, licensing for production, printing, duplicating, sales and use of all the intellectual properties, logos, trademarks, copyrighted materials, emblems or other intellectual and physical properties of the WSC, the Fellowship of Narcotics Anonymous.

as a whole and such boards and committees of the WSC as may be directed by the WSC pursuant to Section 11.02.

A specific purpose of the Corporation shall be to control and manage the exclusive production, printing, manufacture or reproduction of the properties or the licensing for such production, printing, manufacture of the properties of the Fellowship of Narcotics Anonymous and offer said properties for sale to the fellowship and the general public.

A specific purpose of the Corporation shall be to provide service to individual addicts seeking recovery from addiction or groups of individual addicts seeking recovery from addiction and to assist the general public in understanding addiction and the Narcotics Anonymous program for recovery from addiction. Such assistance may include direct and indirect communication with addicts, organizations, agencies, governments and the public at large.

A specific purpose of the Corporation shall be to publish and distribute periodicals written or prepared by and for the Fellowship of Narcotics Anonymous as the Corporation may be directed to by the WSC pursuant to Section 11.02.

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

### ARTICLE 3. NONPARTISAN ACTIVITIES

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial 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.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

### 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 any member 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

**5.01 MEMBERS PROHIBITED.** The Corporation shall not have any members.

**5.02 EFFECT OF PROHIBITION.** Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board. All rights which would otherwise vest under the Non-profit Corporation Law in the members shall vest in the Board.

## ARTICLE 6. DIRECTORS

### 6.01 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 shall be exercised, by or under the direction of the Board. The Board 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 California from one location to another within or outside the State; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings.
- c. Adopt, make, and use a corporate seal.
- d. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

## 6.02 NUMBER AND QUALIFICATION OF DIRECTORS

The authorized number of directors shall be twelve (12), which number may be changed only by amendment of these Bylaws. The qualifications for directors are (a) present membership in good standing in the Fellowship of Narcotics Anonymous, and (b) recovery from any use of any mind or mood altering chemical, as commonly described as "using" by the Fellowship of Narcotics Anonymous, effective June, 1992, a minimum of eight years clean time will be required for Board membership.

## 6.03 ELECTION

1. Nine (9) of the twelve (12) authorized director positions shall be filled by majority vote of the Board at the annual meeting of the Board, or by mail in such manner as set forth in these Bylaws following the expiration of the term of such director position(s) in accordance with Section 6.04. In order to conform with the goals and interests of the WSC and to form a closer working relationship with WSC, said nine (9) director positions shall be filled from a panel of nominations submitted to the WSO by the WSC in the following manner:
  - a. 180 days prior to each annual meeting of the WSC, the Board shall submit to WSC the number of director positions which have become or are about to become vacant by virtue of expiration of the term of office for those named directors by the next annual meeting of the Board.
  - b. At the annual meeting of the WSC, the WSC shall cause to have submitted to the then existing Board, a panel of nominations for election to the positions available that year.
  - c. The panel of nominations, as heretofore described, shall consist in number of at least one or more nominations for positions available that year. Any person selected by the WSC to the panel of nominations shall be eligible to be elected to the Board from the panel of nominations for a period of three (3) years from the date such person is placed on the panel of nominations by the WSC. Such person may be elected by the Board to any available three (3) year term or such shorter term as may be available due to a vacancy on the Board.
  - d. The existing Board may submit to the WSC their suggestions and requests for nominations which, if submitted, shall accompany the original notice to the WSC which indicates the number of positions to be filled for that year (or as soon thereafter as such suggestions and requests are available), however, it is specifically noted that WSC is in no way obligated to follow any such requests or is in no way bound to any such suggestions made pursuant hereto in the compilation of the nomination panel described heretofore.

Any such directors shall be eligible for election for a maximum of three (3) consecutive three (3) year terms provided they continue to meet the qualifications required by Section 6.02 of these Bylaws, and provided further that any such

director is included in the panel of nominations submitted to the WSO by the WSC following the expiration of such director's previous term.

- e. Following the expiration of the term of any person elected to the Board from the panel of nominations, such person must be reelected to a subsequent panel of nominations by the WSC in order to be eligible to be reelected to the Board, regardless of whether such person's initial term on the Board is one, two or three years.
2. Three (3) of the twelve (12) director positions shall be specifically reserved in continuum for election by the WSC, to be filled by designation as follows:
    - a. The WSC, at its annual meeting, shall cause to have elected three (3) individuals who shall sit in three (3) designated director positions heretofore described and provided for, for a one (1) year term. The Board shall seat the individuals elected at each WSC at the Board's next annual meeting immediately following the election of the individuals.
    - b. The WSC shall determine its own procedure for designating said three (3) individual directors.

Nothing herein shall be construed as any limitation on WSC's election procedure as it deems fit to impose.

- c. Said directors shall continue to serve in the capacity of designated directors until their replacement is selected by the WSC and seated at the annual meeting of the Board unless such person is removed, refuses to serve or fails to serve in such capacity, in which case the position may be filled by compliance with the provisions of the Bylaws which provide for the filling of a vacancy on the Board. Directors appointed under the provisions of Section 6.03 2.a. may not serve consecutive one (1) year terms. However, upon the expiration of a director's one (1) year term, said director will automatically be deemed to have been elected to the panel of nominations submitted by the WSC to the Board pursuant to Section 6.03 1.b. in such year and shall be eligible for election to the Board as if he or she had been elected by the WSC to the panel of nominations.

In the event that the WSC does not cause any one or more of the three (3) designated director positions to be filled pursuant to Section 6.03 2.a. in any year, the Board may fill such unfilled position(s) for such one (1) year term from the panel of nominations submitted to the Board by the WSC pursuant to Section 6.03 1.b. to the extent there are nominees available on such panel.

3. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendent, spouse, brother-

in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of each such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

#### **6.04 TERM OF OFFICE**

The term of each of the nine (9) directors who are elected pursuant to Section 6.03 1. of these Bylaws shall be three (3) years from the date of his or her election to the Board (or such shorter term as was available due to a vacancy on the Board). The term of each of the three (3) directors who are elected pursuant to Section 6.03 2. of these Bylaws shall be one (1) year from the date of the annual meeting of the Board immediately following the election of such individual at the WSC until the acceptance of the minutes at the next annual meeting of the Board.

#### **6.05 VACANCIES**

1. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal for cause (as provided in Section 6.06 1. of any director; (ii) the removal of a director pursuant to Section 6.06 of these Bylaws; or (iii) the increase of the authorized number of directors.
2. Except as provided below, any director may resign by giving written notice to the chairman of the Board, or the secretary of the Board, or the executive director. 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 California, no director may resign if the Corporation would be left without a duly elected director or directors.
3. Vacancies on the Board shall be filled by a majority vote 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 from the panel of nominations submitted to the Board by the WSC pursuant to Section 6.03 1.b.
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.

#### **6.06 REMOVAL OF DIRECTORS**

1. The Board 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 California Nonprofit Corporation Law; or

- d. Found, after investigation by the Board, 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 any other manner as provided for herein, two (2) or more consecutive meetings in any twelve (12) month period, or three (3) meetings in total during such twelve (12) month period of the Board; provided, however, that any of the three (3) designated directors heretofore described as appointed by the WSC shall be removed pursuant to this section only in conjunction with the written consent of the chairperson of the WSC.
2. No director shall be removed without cause.
  3. The vote necessary to remove any director on any 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.
  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.

#### 6.07 DIRECTORS' MEETINGS

1. Regular meetings of the Board may be held at any place within or outside the State of California 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 at such times as may be fixed by the Board. Special meetings of the Board shall be held at any place within or outside the State of California 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 6.07 1., a regular or special meeting of the Board may be held at any place consented to in writing 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.
2. The Board shall hold an annual meeting at the Principal Office of the Corporation within sixty (60) days following the conclusion of the annual meeting of the WSC, for the purpose of organization, election of officers and transaction of other business. Notice of this meeting is not required.
3. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

## 6.08 SPECIAL MEETINGS

Special meetings of the Board for any purpose may be called at any time by the chairperson of the Board or the vice chairperson, the 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, either directly to the director or to a person at the director's place of employment who would reasonably be expected to communicate such notice promptly to the director; or (4) by telegram, charges prepaid. 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 deposited into a United States mail box at least ten (10) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company 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, or the place of the meeting if it is to be held at the Principal Office of the Corporation.

## 6.09 QUORUM

Fifty percent (50%), plus one director of the authorized directors pursuant to Section 6.02 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 California Nonprofit 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, and (d) indemnification of directors. 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 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 meetings. 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.

## 6.11 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 the adjournment.

## 6.12 ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all the members of the Board consent in writing 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 Section 5233 of the California Corporations 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 Board. All such consents shall be filed with the minutes of the proceedings of the Board.

## 6.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES

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

## 6.14 COMMITTEES

1. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office, or at the pleasure of the Board if the Board as a whole does not make the appointments. One or more directors may be appointed as alternate members of any such committee, who may replace any absent member at the meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
  - a. Fill vacancies on the Board or on any committee that has the authority of the Board;
  - b. Fix compensation of the directors for serving on the Board or on any committee;
  - c. Amend or repeal Bylaws or adopt new Bylaws;
  - d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

- e. Create any other committees of the Board or appoint the members of committees of the Board;
  - f. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233 (d) (3) of the California Corporations Code; or
  - g. Approve any action for which the California Nonprofit Corporation Law requires approval of the Board or of a majority of the Board.
2. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board 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 Board resolution or, if there is none, by decision of the chairperson of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws.

## **ARTICLE 7. OFFICERS**

### **7.01 OFFICERS OF THE CORPORATION**

The officers of the Corporation shall be a chairperson, a vice chairperson, a secretary, and a treasurer. The Corporation may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 7.03 of these Bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the chairperson or the executive director. Any person who qualifies under these Bylaws 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, except those appointed under Section 7.03 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are elected and qualify. Officers of the Corporation shall serve without compensation.

### **7.03 OTHER OFFICERS**

The Board may appoint and may authorize the chairperson of the Board, 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 Board.



#### 7.04 REMOVAL OF OFFICER

Any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

#### 7.05 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the chairman of the Board, or the secretary of the Board, or the executive director. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

#### 7.06 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.

#### 7.07 RESPONSIBILITIES OF OFFICERS

1. **CHAIRPERSON:** Subject to such supervisory powers as the Board may give, if any, and subject to the control of the Board, the chairperson shall be the general manager of the Corporation and shall supervise and direct the Corporation's activities, affairs, and officers. The chairperson of the Board shall preside at all Board meetings. The chairperson shall have such other powers and duties as the Board or the Bylaws may prescribe.
2. **VICE CHAIRPERSON:** If the chairperson is absent or disabled, the vice chairperson shall perform all duties of the chairperson. When so acting, the vice chairperson shall have all powers of and be subject to all restrictions on the chairperson. The vice chairperson shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
3. **SECRETARY:**
  - a. **Book of Minutes.** The secretary shall keep or cause to be kept, at the Corporations' Principal Office or such other place as the Board may direct a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the Principal Office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

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

4. **TREASURER:**

- a. **Books of Account.** The treasurer 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 treasurer 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 Board. 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 treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the chairperson of the Board, and the Board, 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 Board or the Bylaws may prescribe.
- c. **Bond.** If required by the Board, the treasurer shall give the Corporation a bond (with the surety or sureties) in the amount specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession 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.

5. **EXECUTIVE DIRECTOR:** The executive director of the Corporation shall be selected by the Board and serve as the officer in charge of daily operation of the Corporation. The executive director shall serve under contract to the Board and in that contract the duties, responsibilities and authorities of the executive director shall be specified. The executive director may be assigned authority to perform responsibilities provided for in these Bylaws to be performed by others. The executive director shall be considered an officer of the Corporation but shall have no vote in the proceedings of the Board.

## 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 Section 523(a) of the California Corporations Code, including any person formerly occupying any such position, 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 that Section. "Expenses," as used in Article 8, shall have the same meaning as in Section 5238(a) of the California Code.

### 8.02 APPROVAL OF INDEMNITY

On written request to the Board by any person seeking indemnification under Section 5638(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board 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 5238(e)(3) of the California Corporations Code.

### 8.03 ADVANCEMENT OF EXPENSES

To the fullest extent permitted by law and except as otherwise determined by the Board 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.

### 8.04 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. RECORDS AND REPORTS

### 9.01 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 Board and committees of the Board.

All such records shall be kept at the Corporation's Principal Office.

### 9.02 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its Principal Office 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.

### 9.03 INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. 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.

### 9.04 ANNUAL REPORT

The Board 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 contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.
4. The expenses or disbursement of the Corporation for both general and restricted purposes.
5. Any information required by Section 9.05 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 the certificate of an authorized employee of the Corporation that such statements were prepared without audit from the Corporation's books and records.

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

#### **9.05 ANNUAL STATEMENT 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 a statement of the amount and circumstances of any transaction or indemnification of the following kind:

1. Any transaction(s) in which the Corporation, its parent or its subsidiary was a party, and in which any director or officer of the Corporation, its parent or subsidiary had a direct or indirect financial interest.
2. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article 8 hereof.

#### **ARTICLE 10. 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 of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation affecting its purposes as shall be fixed by resolution of the Board.

#### **ARTICLE 11. AFFILIATION WITH OTHER ORGANIZATIONS**

##### **11.01**

The Corporation is a service entity which serves a function within the totality of an organization known as Narcotics Anonymous. In so doing, it endorses the aims, goals and purposes of that organization, and in fact, by special endorsement per Section 11.02 hereinafter, it operates under the guidelines of the Twelve Traditions as espoused by Narcotics Anonymous.

##### **11.02**

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 as *Narcotics Anonymous* and the Twelve Concepts and shall further abide

by motions adopted at each WSC meeting and implement decisions reached by the WSC as they pertain to operation of the Corporation. It is herein specifically acknowledged that the Corporation acts as a fiduciary in its dealings with WSC and the Fellowship of Narcotics Anonymous. Furthermore, the Corporation shall be subject to the decisions and actions of the Board of the WSO.

## ARTICLE 12. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California 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 number includes the singular, and the term "person" includes both the Corporation and a natural person.


## ARTICLE 13. AMENDMENTS

The Board may adopt, amend or repeal the Articles of Incorporation and Bylaws at any regular or special meeting, provided that the Board shall not amend the provisions of Section 6.03(2) of these Bylaws without the concurrence of a majority vote of the participants at the annual WSC meeting.

*CERTIFICATE OF SECRETARY*

I, the undersigned, certify that I am the duly elected and acting Secretary of WORLD SERVICE OFFICE, INC., a California nonprofit corporation, and the above Bylaws, consisting of 17 pages, are the Bylaws of the Corporation as adopted at a meeting of the Board of Directors held on September 25, 1993, and that they have not been amended or modified since that date.

DATED: March 11, 1994

  
Tim K Bawen, Secretary

*Revised 8-25-93*

*Revised 9/15/93*

*Revised at BOD Meeting 9/25/93*

*Revised 11.01, page 16 at BOD Mtg. 3/5/94*

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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 Perry</i></u>	DATED: <u><i>May 4 '82</i></u>
<u><i>William T 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  
CHAPTAIN 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 Faurst  
Director

Martha J. Brady  
Director

Ernie Foreman  
Director

Gary Polcano  
Director

Henry Spiegel

BY-LAWS, RULES AND REGULATIONS

Section 1.

Name and Object

A. Name. -- The name of the corporation shall be

WORLD SERVICE OFFICE Inc.

B. Objects. -- The objects of the corporation shall be those set forth in its Articles of Incorporation.

Section 2.

Administration

The affairs of this corporation shall be administered by a Board of Directors consisting of ( 5 ) members, who shall be elected by the regular members of this corporation, with such qualifications as shall be determined from time to time by the regular members, and each member of said board shall be a regular member of this corporation.

There may also be such additional Boards or Committees as shall be determined from time to time, consisting of those persons who may be selected therefor, and invited to become members thereof by the Board of Directors.

Section 3.

Officers

Its officers shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such additional officers who shall be appointed or elected by the Board of Directors.

Section 4.

President

The President shall preside over all meetings of the Board of Directors. He shall also have such other powers and perform such other duties as may be required of him, from time to time, by the Board of Directors. He may also appoint such Committee or Committees as he may be authorized to appoint by the Board of Directors, from time to time, and define the duties of such committees. He shall be elected from and be a member of, the Board of Directors.

Section 5.

Executive Vice-President

The Executive Vice-President shall have full power in the management and affairs of the corporation; he shall set and establish all policy of the corporation and/or other functions or activities by or under the direction of this corporation, subject to the approval of the Board of Directors; he shall have charge and control of all employees and premises of the corporation; he shall direct all affairs of the corporation, and in general have full and active charge of the business and affairs thereof. He shall have such other powers and duties as shall from time to time be determined by the Board of Directors.

Section 6.

Vice-Presidents

The Vice-Presidents shall, in the order of their seniority, in the absence of the President, perform all of the duties and have all the powers of the President. They shall also have such other powers and perform such other duties as shall be assigned to them by the directors. Each Vice-President shall be elected from and be a member of the Board of Directors.

Section 7.

Secretary and Assistant Secretaries

A. Secretary. -- The Secretary shall keep a record of the proceedings of the Board of Directors and of the members and directors. He shall keep the corporate seal and book of blank membership certificates; fill out and countersign all certificates issued and make proper entries in the books of the corporation. He shall keep a proper transfer book and ledger in debit and credit form showing the number of certificates issued and transferred and dates of same. He shall serve all notices required by law or the By-Laws of the corporation and in case of his absence, refusal or inability to act, his duties may be performed by any person whom the Board of Directors may direct. The Secretary need not be a member of the Board of Directors.

B. Assistant Secretaries. -- There may be one or more Assistant Secretaries appointed by the Board of Directors. They shall, in the order of their seniority, in the absence of the Secretary, perform all of the duties and exercise all the powers of the Secretary. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Directors. Any Assistant Secretary need not be a member of the Board of Directors.

Section 8.

Treasurer and Assistant Treasurers

A. Treasurer. -- The Treasurer shall be elected by the Board of Directors, and may hold other offices in the corporation. His duties shall be such as are implied by the name. He shall furnish, prepare and keep a full set of books of account, showing every detail of the business and the corporation's accounts, and all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the corporation or owing to it, and such other information as may be, in the judgment of said Treasurer, pertinent, or such as may be required by the Board of Directors.

B. Assistant Treasurers. -- The Assistant Treasurers, in the order of their seniority, shall have all the powers and duties of the Treasurer in the absence or disability of the Treasurer. They shall have such other powers and duties as may be assigned or delegated from time to time by the Board of Directors.

Section 9.

Powers of Directors

A. General Powers of Directors. -- The Board of Directors shall have the management of the business of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these By-Laws, may exercise all of the powers of the corporation.

B. Specific Powers of Directors. -- Without prejudice to such general powers, it is hereby expressly declared that the directors shall have the following powers, to-wit:

1. To adopt and alter a common seal of the corporation.
2. To make and change regulations not inconsistent with these By-Laws, for the management of the corporation's business and affairs.
3. To appoint and remove, at pleasure, all officers, agents and employees of the corporation, except the President, prescribe their duties; fix their compensation and require from them security for faithful service, if they so deem necessary, and in their discretion, from time to time, to devolve the powers and duties of any officer upon any other person for the time being.
4. To appoint and remove or suspend such subordinate officers, agents or factors as they may deem necessary, and determine their duties and fix, and from time to time change, their salaries or remuneration.
5. To pay for any property purchased by the corporation, either wholly or partly in money, bonds, debentures or other securities of the corporation.

6. To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages, deeds of trust, trust agreements and to do every act and thing necessary to effectuate the same.

7. To designate from time to time, the time and place of its meetings or to authorize the President so to do. To appoint such committee or committees on any subject within the powers of the corporation's Articles of Incorporation and to define the powers and duties of such committee.

8. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.

C. Compensation of Directors. -- Directors shall not receive any stated salary for their service as directors, but by resolution of the Board, a fixed fee and expenses of attendance may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

#### Section 10.

##### Committees

A. The Board of Directors may, by resolution or resolutions, passed by a majority of the whole board, or the Executive Vice-President, upon authority conferred upon him by the Board of Directors, designate and appoint such committee or committees on any subject within the powers of the corporation; such committee or committees to have such powers; to exercise such duties or to perform such services as may be prescribed, from time to time, by the Board of Directors and/or by the Executive Vice-President, upon authority conferred upon him by the Board of Directors. Such committee or committees shall have such name or names as may be stated in these By-Laws, or as may be determined from time to time, by resolution adopted by the Board of Directors.

B. Each committee shall keep regular minutes of their proceedings and report the same to the board when required.

#### Section 11.

##### Memberships

A. Memberships in this corporation shall consist of regular members and such other associate, honorary, sustaining or other members as may from time to time be provided by the Board of Directors when made a part of these By-Laws.

8. Regular memberships shall be limited to ( FIVE. ) in number, and shall consist of those persons elected thereto by the Board of Directors. Each regular membership shall entitle the holder thereof to one vote at all meetings of members of this corporation.

C. Associate, honorary, sustaining or other memberships shall consist of those persons, firms, associations or organizations affiliated with this corporation or its activities and as may be more specifically provided therefor from time to time by the Board of Directors and amendment of these By-Laws. No such membership shall, however, at any time be entitled thereby to vote at any meeting of the members of this corporation.

#### Section 12.

##### Membership Fees

The Board of Directors may from time to time determine whether or not there shall be any membership fees or dues by any class or classes of membership of this corporation, and to fix and determine the amount thereof.

#### Section 13.

##### Annual Meeting of Members

A. There shall be an annual meeting of the Regular members of this corporation, to be held in the City of SUN VALLEY, CA. County of LOS ANGELES, State of California, on the FIRST WEEK of JUNE, in each year. The first meeting of the regular members of this corporation shall be on the 3 DAY of JUNE, 1978.

No change of the time or place for an annual meeting of regular members of this corporation shall be made within sixty (60) days prior to the date set for the next annual meeting of said members.

At each annual meeting of regular members of this corporation, there shall be elected a Board of Directors of this corporation for the ensuing year, at which meeting, each regular member shall be entitled to one vote, and at which meeting such other business may be transacted as may be found, from time to time, necessary, desirable or useful.

Special meetings of the regular members of this corporation may be called by the President or any two (2) directors, from time to time, and shall be held at such place as the Board of Directors may, from time to time, determine or may be called by any director of this corporation for the purpose of electing members of the Board of Directors, in the event, for any reason, vacancies shall occur in the board reducing the number thereof to less than a quorum.

Notice of the calls for any annual or special meeting of the regular members of this corporation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time, determine, to each regular member not less than five (5) days prior to the date of the holding of such meeting, whether annual or special.

B. There may be annual meetings of all members of this corporation, whether regular or otherwise, at which meeting any action may be taken, as the Board of Directors of this corporation may determine necessary, advisable or useful, except however, no election of directors of this corporation shall occur at such meetings.

#### Section 14.

##### Termination of Membership

A. Any member, regular or otherwise, may terminate his membership at any time upon delivery to the Secretary of this corporation, the effective date of such resignation.

B. The corporation, at its option, may terminate any membership of whatever class, except that of Regular, for any infraction of the By-Laws, rules and/or regulations of this corporation, or for other good and valid reason, as the Board of Directors of this corporation shall determine.

C. All memberships, of whatever class, shall be for the life of such member or until otherwise terminated.

#### Section 15.

##### Liability of Members

No member of this corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this corporation.

#### Section 16.

##### Associate, Honorary, Sustaining, or other Members

The Board of Directors shall have power to admit by invitation as associate, honorary, sustaining or other members of this corporation and for such period as they may elect, such persons of prominence or note, as it may think proper, or such persons that may render this corporation any single benefit or service which it may wish to recognize in this manner and to renew such invitations at its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.



Section 17.

Donations

This corporation may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors.

Section 18.

Certificates of Membership

A. Certificates of Membership. -- Certificates of Membership, numbered and with the seal of the corporation affixed, signed by the President or Secretary or such other officers as may be designated by the Board of Directors, shall be issued to each member certifying the class of membership held by him or it in the corporation.

B. Lost Certificates. -- A new certificate of membership may be issued in the place of any certificate theretofore issued by the corporation, alleged to have been lost or destroyed, and the directors may, in their discretion, require the owner of any such lost or destroyed certificate to comply with such rules and regulations as they may make from time to time in connection therewith.

C. Transfer of Certificates. -- Certificates of Membership in this corporation shall not be transferable.

Section 19.

Miscellaneous Provisions

A. Corporate Seal -- The corporate seal of the corporation shall be in such form as the Board of Directors shall determine and shall contain the name of the corporation, the date and state of its creation and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

B. Principal Office. -- The principal office shall be established and maintained in the City of SUN VALLEY, CA.  
County of LOS ANGELES. , State of California.

C. Other Offices. -- Other offices of the corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

D. Checks, Drafts, Notes. -- All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by the President and countersigned by the Secretary or Treasurer or by such officers as shall from time to time be determined by the Board of Directors.

E. Notice and Waiver of Notice. -- Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By-Laws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

F. Assent to Meeting. -- Any action of the majority of the Board of Directors of this corporation, although not at a regularly called meeting and the record thereof if assented to in writing by all of the other members of the board, shall always be as valid and effective in all respects as if passed by the board at a regular meeting.

#### Section 20.

##### Fiscal Year

Fiscal Year. -- The fiscal year of this corporation shall be the calendar year.

#### Section 21.

##### Amendments

Amendment of By-Laws. -- The regular members, by the affirmative vote of the holders of a majority of such memberships issued and outstanding, or the directors, by the affirmative vote of a majority of the directors, may at any meeting, provided the substance of the proposed amendment shall have been stated in the notice of the meeting, amend or alter any of these By-Laws.

##### AMENDMENT I) SECTION II (c)

The Board of Directors and any additional boards or committees shall be subject to and abide by the TWELVE TRADITIONS of Narcotics Anonymous as stated in the book entitled Narcotics Anonymous.

CERTIFICATION

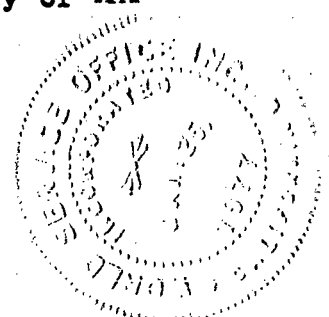
I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of  
a California corporation; and

J.P.KINNON SR. ACTING IN ABSENCE  
OF DON KIETH.

2. That the foregoing By-Laws constitute the original  
By-Laws of said corporation, as duly adopted at a meeting of the  
Board of Directors thereof, held on the 26 day of MAY  
1977 .

IN WITNESS WHEREOF, I have hereunto subscribed my name and  
affixed the seal of said corporation, this 26 day of MAY  
1977 .



J.P. Kinnon Sr.  
ACTING Secretary of