

Michigan Regional Service Committee, Inc. By-Laws

Article I. NAME

1.01 The name.

Of this organization shall be the Michigan Regional Service Committee, Inc., referred to as "MRSC" for the purposes of these By-Laws.

Article II. PURPOSE

2.01 The purpose.

Of this Corporation shall be to provide information and service to the public and members of the Fellowship of Narcotics Anonymous. This may be accomplished through the distribution of literature, the holding of conventions, and such ancillary activities as may make it possible to help carry the message of recovery from addiction as is found in the program of Narcotics Anonymous.

Article III. OFFICES

3.01 Principle Office.

The principle office of the Corporation for the transaction of business is located at: 726 Livernois, Ferndale, MI 48220.

3.02 Change of Address.

The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these By-Laws opposite this section or this section may be amended to state the new location.

Article IV. MEMBERSHIP

4.01 Members.

The members of the Corporation shall consist of any seated Area Service Committees within the Michigan Region. Any action by the Corporation shall require approval by the Board of Directors.

Article V. DIRECTORS

5.01 Number, Term and Qualifications.

The Board of Directors of the Corporation shall consist of all the Regional Committee Members (RCM's) within the Michigan Region of Narcotics Anonymous. All of the RCM's for each ASC within the Michigan Region of Narcotics Anonymous shall serve on the Board until the expiration of their terms as RCM. All currently elected as RCM's from seated Areas within the Michigan Region shall be qualified as Board of Directors.

5.02 Election.

The first Board of Directors of the Corporation shall consist of those persons named in its Charter. Thereafter, the Board of Directors of the Corporation shall consist of all the RCM's for each of the ASC's within the Michigan Region of Narcotics Anonymous as shall exist from time to time.

5.03 Powers and Duties.

Subject to the limitations of the Charter, these By-Laws and Michigan law, all corporate powers shall be exercised by and under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

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

(a) Select and remove all officers, agents, and employees of the Corporation, prescribe any powers and duties for them that are consistent with Michigan law, with the Charter, and with these By Laws, and fix their compensation, if any.

(b) Change the principal executive office in the State of Michigan from one location to another; 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 Michigan 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.

(e) All actions of the Board of Directors shall be guided by the Twelve Traditions & Twelve Concepts, of Narcotics Anonymous and MRSC procedures. (See addenda (A)(B) and(C)).

5.04 Compensation and Reimbursement of Expenses.

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

Article VI. OFFICERS

6.01 Number.

The officers of the Corporation shall consist of a Facilitator, a Secretary, a Treasurer, a Co-Facilitator, a Co-Secretary, a Co-Treasurer, a Regional Delegate("RD"), Alternate RD, and other officers as the Board of Directors may from time to time elect.

6.02 Election and Term.

The officers of the Corporation shall be elected annually by the Board of Directors. Such elections may be held at any meeting of the Board. Each officer shall hold office until his/her death, resignation, retirement, removal, disqualification, or until her/his term of office has expired. The Board may elect and may authorize any other officers that the Corporation may require. Each officer so elected shall have the title, hold office for the period, have the authority, and perform the duties specified in these By-Laws or determined by the Board, provided, that no officer shall serve a single term of more than one (1) year without re-election, except the RD and RD Alt, which is a (2) year term.

6.03 Removal and Resignation.

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

6.04 Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to that office.

6.05 Facilitator.

The Facilitator shall be the chief executive officer of the Corporation and shall in general, subject to the control of the Board of Directors, oversee the affairs of the Corporation. The Facilitator shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, or these By-Laws. The Facilitator shall in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which from time to time may be authorized by the Board of Directors.

6.06 Co-Facilitator.

The Co-Facilitator, unless otherwise determined by the Board of Directors, shall in the absence of disability of the Facilitator, perform the duties and exercise the powers of that office. In addition the Co-Facilitator shall perform such other duties and shall have such other powers as the Board of Directors shall prescribe.

6.07 Secretary.

Book of Minutes.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings and actions of the Board of Directors. The minutes of meetings shall include the time and place that the meeting was held, and the names of those present at the Board meetings. The Secretary shall keep or cause to be kept, at the principal office in Michigan, a copy of the Articles of Incorporation and By-Laws, as amended to date.

6.08 Treasurer.

(a). **Book of Records**

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 send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these By-Laws, or by the Board of Directors 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 Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the By-Laws may prescribe. (c). Bond If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or securities 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 on his or her death, resignation, retirement, or removal from office.

6.09 Co-Secretaries and Co-Treasurers.

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

6.10 Other Officers.

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

Article VII. MEETINGS OF DIRECTORS

7.01 Meetings

An annual meeting of the Board of Directors shall be held in February of each year for the purpose of electing officers and to transact such other business as comes before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. Regular meetings of the Board may be held at any place within the State of Michigan that has been designated from time to time by resolution of the Board of Directors.

7.02 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Facilitator and any two (2) Directors. Such special meetings of the Board of Directors shall be held within the State of Michigan at a time and location as shall be agreed upon by a majority of the Directors entitled to vote thereat.

7.03 Notice of Meetings.

Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least ten (10) days before the meeting, give notice thereof by any usual means of communication. Such notice shall specify the purpose for which the meeting is called.

7.04 Waiver of Notice.

Any Director may waive notice of any Directors' meeting held without proper call or notice, either before or after the meeting is held. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting from the purpose of objection to the transaction of any business because the meeting is not lawfully called. If any Director, who does not attend a special call meeting, feels insufficient notice was given, a written objection must be filed with the Secretary of the Corporation. Failure to do so promptly will constitute agreement with any action taken at the meeting.

7.05 Quorum.

A quorum shall consist of a simple majority of active Member Areas. If a Member Area is not represented at two (2) consecutive regularly scheduled Board of Directors meetings, it shall be accorded "inactive" status for the sake of quorum. Active status shall be returned upon said Area attending a Board of Directors meeting. A quorum must be reached and maintained for the Directors to conduct business.

Article VIII. SUBCOMMITTEES

8.01 Creation of Subcommittees.

The Board of Directors may from time to time, consistent with the procedures of the MRSC create such subcommittees as necessary to carry out the business of the Corporation.

8.02 Authority of Subcommittees.

Any such subcommittee shall have the authority of the Board of Directors to carry out its responsibilities as outlined in the MRSC procedures. No subcommittee, regardless of any resolution by the Board of Directors to the contrary, may:

- (a). Fill vacancies on the Board;
- (b). Fix compensation of the Directors for serving on the Board or on any subcommittee;
- (c). Amend or repeal By-Laws or adopt new By-Laws;
- (d). Amend or repeal any resolution of the Board;
- (e). Create any other subcommittee of the Board or appoint the members of subcommittees 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.

8.03 Administrative Committee.

The Administrative Committee shall consist of the officers of the Corporation who shall have and may exercise the management of its affairs, to the extent provided in the resolution of the Board of Directors creating such Administrative Committee except as limited by (8.02) above, such powers of the Board of Directors as can be lawfully delegated to the Board.

8.04 Other Subcommittees.

All other subcommittees shall have such functions and may exercise such powers of the Board of Directors as can lawfully be delegated and to the extent provided in the resolution or resolutions creating such subcommittee(s) except as limited by (8.02) above.

8.05 Other Subcommittee Officers.

Subcommittee Chairpersons shall be elected by the Board of Directors. Subcommittee Co-Chairs, Secretaries, and Treasurers shall be elected by the members of each subcommittee, with the Co-Chairpersons to be submitted for approval by the Board of Directors.

8.06 Meetings.

Each subcommittee shall establish rules and regulations for its meetings, that are consistent with MRSC procedures and these By-Laws and meet at such times and places as it deems appropriate, provided that a reasonable notice of all meetings of the subcommittee shall be given to the membership.

8.07 Vacancies.

All Subcommittee vacancies shall be filled in accordance with (8.05) above.

8.08 Ad-Hoc Subcommittees.

Ad-Hoc subcommittees for a specific purpose or purposes may be designated from time to time by the Chairperson of the Board of Directors in accordance with MRSC procedures.

8.09 Minutes.

Each subcommittee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Article IX. INDEMNIFICATION

9.01 Indemnification in General.

Any person who at any time serves or has served as a Director, officer, employee or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) against:

(a). All expenses, including attorney's fees, actually and necessarily incurred by such person in connection with any threatened, pending or completed action, suit or investigative and whether civil, criminal, administrative, or investigative and seeking to hold such person liable by reason of the fact of such capacity or the fact that such person is or was in action in such capacity;

(b). All payments made by such person in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such action, suit or proceeding. To the fullest extent permitted by law (but only to the extent not paid or reimbursed by insurance or any other third party) and when authorized

by consensus of a majority of the disinterested Directors, the Corporation may pay expenses incurred by a Director, officer, employee or agent of the Corporation in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to reimburse the Corporation for such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation against such expenses. Notwithstanding the foregoing provisions of this Section 9.01 of Article IX, the Corporation shall not indemnify or agree to indemnify any person against expenses or other liabilities incurred by such person on account of any activities or omissions if:

- (a). Such activities were not taken or such omissions were not made in good faith;
- (b). Such actions or omissions were at the time taken or made, as may be applicable, known or believed by such person to be clearly in conflict with the best interests of the Corporation, nor shall the Corporation indemnify or agree to indemnify such person, incident to any criminal action or proceeding, with respect to actions or omissions of such person which such person had reasonable cause to believe were unlawful. Any person entitled to indemnification under this Article IX of these By-Laws shall be entitled to recover all costs and expenses incurred in enforcing his / her rights hereunder.

9.02 Action by Board of Directors.

Except as provided below, the Board of Directors of the Corporation shall, by substantial consensus of the disinterested Directors, take all such action as may be necessary and appropriate to authorize the Corporation to pay any indemnification required by these By-Laws, including, without limitation, making a good faith evaluation of the manner in which the claimant for indemnity acted or failed to act and of the reasonable amount of any indemnity due such person. Notwithstanding the foregoing, however, if a majority of the Directors shall not be disinterested with respect to an indemnification claim made hereunder, the adversely interested party shall be required to prove that the transaction is just and reasonable to the Corporation. The termination of any action, suit, appeal or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner known or believed by such person not to be in or opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, shall not create the presumption that such person had reasonable cause to believe such conduct was unlawful.

9.03 Insurance.

The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who at any time serves or has served as a Director, officer, employee or agent of the Corporation, or is or was serving in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, against liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such or acts in such capacity, whether or not the Corporation would have had the power to indemnify the person against such liability under the provisions of these By-Laws.

9.04 Indemnified Individual.

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

this Article IX of these By-Laws.

Article X. CONTRACTS, CHECKS, AND DEPOSITS

10.01 Contracts.

The Board of Directors may authorize any officer(s) or agents(s) to enter into any contract or execute and deliver any instrument 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 of engagement or to pledge its credit to render it liable pecuniary for any purpose or in any sum.

10.02 Checks and Drafts.

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

10.03 Deposits.

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

Article XI. RECORDS AND REPORTS

11.01 Maintenance of Corporate Records.

The Corporation shall cause to be kept:

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

All such records shall be kept by the Secretary of the Corporation at the Corporation's principal office.

11.02 Inspection of Charter and By-Laws.

The Corporation shall keep at its principal office the original copy of its Charter and By-Laws as amended to date, which shall be open to inspection by the officers and Directors at all reasonable times during office hours.

11.03 Inspection by Directors.

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

11.04 Annual Report and Financial Statement.

The Board will provide for preparation and submission to members a written annual report, including a financial statement. Such report shall summarize the Corporation's activities for the preceding 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 may be certified by a public accountant.

Article XII. PROHIBITION AGAINST SHARING PROFITS OR ASSETS

12.01 No Director, officer, employee or other person connected with the Corporation, or any other private individual, shall receive at any time, 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 the services rendered or expenses incurred to or for the Corporation affecting of its purposes as shall be fixed by resolution of the Board of Directors.

Article XIII. AFFILIATION WITH OTHER ORGANIZATIONS

13.01 This Corporation is a service entity which serves a function within the society of an organization known as Narcotics Anonymous. In so doing, it endorses the aims, goals and purposes of that organization, and in fact, by special endorsement in this article, it operates under the guidelines of the "Twelve Traditions" & "Twelve Concepts" as espoused by the Narcotics Anonymous society.

13.02 All Directors and officers of this Corporation shall be and are subject to and will abide by the principles of the "Twelve Traditions" & "Twelve Concepts" of the Narcotics Anonymous Society as set forth in the pamphlet identified and entitled as "Narcotics Anonymous" and shall further abide by decisions adopted at each Michigan Regional Service Committee ("MRSC") meeting and implement those decisions reached by the MRSC as they pertain to operation of this Corporation.

Article XIV. GENERAL PROVISIONS

14.01 Fiscal Year.

The fiscal year of the Corporation shall be the year ending January 31st, unless otherwise determined by the Board of Directors.

14.02 Effective Date of the By-Laws.

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

14.03 Amendments.

Except as otherwise provided herein or by law, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative substantial consensus of the Directors then holding office at any regular or special meeting of the Board of Directors, as prescribed by MRSC procedures.