

**BY-LAWS**  
**OF**  
**SHOW-ME REGION / NARCOTICS ANONYMOUS**

These By-Laws of Show-Me Region / Narcotics Anonymous are effective as of the \_\_\_\_\_  
day of \_\_\_\_\_, 2009.

## **ARTICLE I**

### Name and Offices

**Section 1. Name.** The name of this corporation shall be Show-Me Region / Narcotics Anonymous (referred to hereinafter as the “*Corporation*”). The Corporation shall be a not-for-profit corporation organized pursuant to the Missouri Nonprofit Corporations Law codified at Chapter 355 Revised Statutes of Missouri.

**Section 2. Offices.** The Corporation may have offices at such places within or without this state as the Executive Committee may from time to time determine or the business of the Corporation may require. During any period in which the Corporation does not maintain a principal office, and at such other times as the Executive Committee may from time to time determine, the Corporation shall maintain a post office box for receipt of mail.

**Section 3. Registered Office.** The registered office of the Corporation required by the Illinois Nonprofit Corporation Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office if located in the State of Missouri, and the address of the registered office may be changed from time to time as the Executive Committee shall determine.

**Section 2. Registered Agent.** The Registered Agent of the Corporation, also required by the Missouri Nonprofit Corporation Law, is at the time of the adoption of these By-Laws Kristin Durbin with a Registered Address of 333 Oxford, St. Louis, Missouri, 63143, which may also be changed from time to time as determined by the Executive Committee.

## **ARTICLE II**

### Definitions

The following words and terms when used in these By-Laws shall have the following meanings:

1. “*Act*” shall mean and refer to the Missouri Nonprofit Corporation Law codified in Chapter 355 Revised Statutes of Missouri.

2. “*Area*” shall mean and refer to each Area Service Committee representing all of the participating Narcotics Anonymous groups within a portion of the Region, of which there are currently eighteen (18) such Areas including the Mid-Missouri Area, Primary Purpose Area, Mo-Kan Area, Kansas City Metro Heartland Area, Kansas City Metro Northland Area, United Kansas City Area, West Central Missouri Area, Ozark Area, Southwest Missouri Area, South Central Missouri Area, St. Louis Area, St. Charles Area, St. Louis Metro East Area, Kaskaskia River Valley Area, South East Missouri Area, Metro East Missouri Area, Quincy Area and Little Egypt Area. The organization and geographic reach of the Areas may change from time to time and the term “Area” as used herein shall mean and include any and all such organizations representing participating groups of Narcotics Anonymous within a given portion of the Region as the same may exist from time to time.

2. **“Articles”** shall mean the Articles of Incorporation of the Corporation as originally filed or amended with the Secretary of State of Missouri.

3. **“Executive Committee”** shall mean and refer to the duly elected or appointed and serving Executive Committee of the Corporation formed pursuant to these By-Laws, and the terms **“Board,” “Board of Directors”** and **“Executive Committee”** as used in these By-Laws and in the Missouri Nonprofit Corporation Law may and shall be used interchangeably and all shall refer to the Executive Committee. **“Member(s) of the Board,” “Board Member(s),” “Director(s),” “Member(s) of the Executive Committee”** and **“Executive Committee Member(s)”** shall refer to the individual(s) elected or appointed to the Executive Committee pursuant to these By-Laws.

4. **“By-Laws”** shall refer to this document as duly approved.

5. **“Member”** shall mean and refer to a member of the Executive Committee.

6. **“Region”** shall mean and refer to the geographic area including the State of Missouri, portions of Kansas generally surrounding Kansas City, and central west portions of Illinois, which geographic areas generally provide representatives to the Corporation on behalf of their members.

7. **“Regional Guidelines”** shall mean the Regional Guidelines of the Show-Me Regional Service Commission promulgated prior to the date of adoption of these By-Laws as the same may be amended from time to time.

### **ARTICLE III**

#### **Purposes and Restrictions**

**Section 1. Purposes.** The Corporation is established as a region of Narcotics Anonymous and its principal purposes shall be:

a. to maintain the unity of the Areas of Narcotics Anonymous within the Show-Me Region;

b. to provide a forum for the Areas to meet and work together to form and maintain regional committees and subcommittees as necessary to promote the recovery from the disease of addiction;

c. to administer and coordinate activities common to the welfare of the Chapters and Areas within the Show-Me Region, generally to support the needs of such groups in the Region, and to serve as a link among such groups;

d. to sponsor and coordinate fund-raisers to help meet the financial needs of Chapters and Areas within the Show-Me Region;

e. to aid and assist the Chapters and Areas within the Show-Me Region in developing and operating a forum to provide the opportunity for recovery from, and education concerning, the disease of addiction in accordance with the principals contained in the Twelve Steps, Twelve Traditions and Twelve Concepts of Narcotics Anonymous; and

f. to foster public awareness and education regarding the nature of the disease of addiction and of recovery, and to open and maintain communication with the public so that the message of recovery is readily available and promoted to all persons afflicted by the disease of addiction.

**Section 2. Restrictions.** Notwithstanding the foregoing:

a. The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or education purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall not carry on any activities not permitted to be carried on by a Corporation exempt from United States federal income tax under Section 501(c)(3) of the Code;

b. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation; and no member, trustee, director, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;

c. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating or intervening in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office; and

d. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from United States federal income tax under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(1) or Section 170(c)(2) of the Code.

Consistent with Narcotics Anonymous’ Seventh Tradition, the Show-Me Region of Narcotics Anonymous shall be self-supporting, and shall decline contributions from any person or entity outside Narcotics Anonymous.

**ARTICLE IV**  
**Membership**

**Section 1. Members.** The Corporation's sole class of membership shall be the Executive Committee Members. Membership in the Corporation is not transferable or assignable by any Member.

**Section 2. Rights and Liabilities of Members.** No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to any Member on the winding up or dissolution of this corporation. It follows that the Members shall not be personally liable for the debts, obligations or liabilities of the Corporation, and shall not be subject to any assessments.

## **ARTICLE V** **Executive Committee**

**Section 1. Management.** The affairs of the Corporation shall be managed, supervised and controlled by its Executive Committee, consisting of eleven (11) individuals including the eight (8) members of the Administrative Committee, as defined in the Regional Guidelines, plus three (3) additional individuals.

### **Section 2. Term and Election of Members of the Executive Committee.**

a. The term of each Executive Committee Member who is a Member of the Administrative Committee shall be the same term as such Member's Administrative Committee term. It is anticipated that the term of each such Member shall be two (2) years, including a one (1) year term in one of the alternate officer or delegate positions as described in the Regional Guidelines plus an immediately subsequent one (1) year term in the related primary office or delegate position. Appointment or election to the Administrative Committee as defined in the Regional Guidelines shall constitute election to the Executive Committee.

b. The term of each of the three (3) additional Members of the Executive Committee shall be two (2) years from the date of such Member's election. Each of such Members shall be elected by vote of the Regional Service Committee from among individuals nominated by a Chapter or Area served by the Corporation.

b. The qualifications for Members of the Executive Committee are (i) present membership in good standing in a Chapter of Narcotics Anonymous within the Show-Me Region, and (ii) abstinence from the use of any mind or mood altering chemical, commonly described as "using" by the Fellowship of Narcotics Anonymous, for not less than three (3) years. The Members of the Executive Committee need not be residents of the State of Missouri. No Member of the Executive Committee may serve in any capacity as a Member more than six (6) consecutive years or more than seven (7) years in any consecutive ten (10) year period.

**Section 3. Removal.** A member of the Executive Committee can be removed by the affirmative vote of a majority of the remaining Members of the Executive Committee only for

cause, which for purposes of this Section shall mean: (a) missing three or more consecutive regularly scheduled meetings or missing such non-consecutive regular or special meetings as shall cause substantial failure of communication or duties as reasonably determined by such remaining Members of the Executive Committee; or (b) commission of any breach of the Conflict of Interest Policy attached hereto as Exhibit A, or any other act of dishonesty involving the Region, its assets or any of the persons served by the Region, including but not limited to theft of Region or Area funds or property, as reasonably determined by such remaining Members of the Executive Committee.

**Section 4. Regular Meetings of the Executive Committee.** Regular meetings of the Executive Committee shall be held at such times as shall be designated by the Executive Committee, and shall be for the purpose of transacting any business that comes before the meeting.

**Section 5. Special Meetings of the Executive Committee.** Special meetings of the Executive Committee may be called by or at the request of the Chairperson or any two Members of the Executive Committee. The person or persons authorized to call Special Meetings of the Executive Committee may fix any time for holding any Special Meeting called by them. No business other than that specified in the notice of Special meeting may be conducted at a Special meeting.

**Section 6. Location and Method of Meetings.** All meetings, Regular or Special, shall be held at the principal office of the Corporation, or at such time and place within or without the State of Missouri, as determined by the Executive Committee. Members of the Executive Committee, or of any committee designated by the Executive Committee, may participate in a meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.

**Section 7. Consent Action by Members of the Executive Committee.** Any action which is required to be or may be taken at a meeting of the Members of the Executive Committee, or of any committee of the Members of the Executive Committee, may be taken without a meeting if consent in writing, setting forth the actions so taken, are signed by all of the members of the Executive Committee or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote of a meeting duly held, and may be stated as such on any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Executive Committee or of the committee as the case may be.

**Section 8. Notice.** The Secretary of the Corporation shall notify each Member of the Executive Committee of any Regular or Special meeting not fewer than fourteen (14) days prior thereto. Such notice may be given by telephone, facsimile transmission, other reasonable telecommunications equipment or in writing delivered personally or mailed to each Member at such Member's business or home address and, if the notice is of a Special meeting shall specify the purpose of the Special meeting. The attendance of a Member of the Executive Committee at any meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the

meeting is not lawfully called or convened.

**Section 9. Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

**Section 10. Manner of Acting.** The act of the majority of the Members of the Executive Committee present at the meeting of the Members of the Executive Committee at which a quorum is present shall be the act of the Executive Committee unless a greater number is required under any applicable laws of the State of Missouri.

**Section 11. Conflict of Interest.** By accepting appointment to the Executive Committee, the RSC or any other Committee of the Corporation (as defined in these By-Laws), each member thereof acknowledges and agrees to abide by the Conflict of Interest Policy attached hereto as Exhibit A.

## ARTICLE VI Officers

**Section 1. Number and Election.** The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, an Alternate Treasurer, a Secretary, and an Alternate Secretary, and such other officers as may be elected or appointed by the Executive Committee. Any officer whose authority and duties are not prescribed by these By-Laws shall have the authority and duties prescribed, from time to time, by the Executive Committee. All officers shall be appointed or elected as set forth in the Regional Guidelines annually, and said officers shall hold office at the pleasure of the Executive Committee until their successors shall have been elected and qualified. No two offices may be held by the same person.

**Section 2. Chairperson.** The Chairperson of the Executive Committee shall be the principal executive officer of the Corporation. The Chairperson shall preside at all meetings of the Executive Committee, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Executive Committee as may be required by these By-Laws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases, and other documents as shall be required by the Corporation; and, in general, the Chairperson shall perform all such other duties incident to the office of Chairperson and principal executive officer and such other duties as may from time to time be prescribed by the Executive Committee. The Chairperson may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Executive Committee.

**Section 3. Vice-Chairperson.** In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall exercise such powers only so long as the Chairperson remains absent or incapacitated, or until the Executive Committee elects a new Chairperson. Any Vice-Chairperson shall perform all other duties as the Chairperson may direct and shall perform such other duties as from, time to time may be

assigned to him or her by the Executive Committee.

**Section 4. Secretary.** The Secretary shall record and preserve the minutes of the meetings of the Executive Committee and all committees of the Executive Committee, shall cause notices of all meetings of the Executive Committee and committees to be given, be a custodian of the corporate records and of the seal of the corporation, keep a registrar of the post office address of each member, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Executive Committee or by the Chairperson.

**Section 5. Alternate Secretary.** In the absence of the Secretary, the Alternate Secretary shall perform the duties of the Secretary, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Secretary. The Alternate Secretary shall exercise such powers only so long as the Secretary remains absent or incapacitated, or until the Executive Committee elects a new Secretary. Any Alternate Secretary shall perform all other duties as the Chairperson may direct and shall perform such other duties as from, time to time may be assigned to him or her by the Executive Committee.

**Section 6. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Executive Committee may from time to time determine, and shall make reports to the Executive Committee as required by the Executive Committee. The treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented properly to the Executive Committee, that all expenditures are presented properly to the Executive Committee, that all expenditures are made to the best possible advantage, and that all accounts payable are presented properly for payment. The Treasurer shall further perform such other duties incident to the office of and as the Executive Committee or the Chairman of the Executive Committee may from time to time determine.

**Section 7. Alternate Treasurer.** In the absence of the Treasurer, the Alternate Treasurer shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Alternate Treasurer shall exercise such powers only so long as the Treasurer remains absent or incapacitated, or until the Executive Committee elects a new Treasurer. Any Alternate Treasurer shall perform all other duties as the Chairperson may direct and shall perform such other duties as from, time to time may be assigned to him or her by the Executive Committee.

**Section 8. Agreements, Contracts, Deeds, Leases, Checks.** All agreement, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by any officer or by such other person or person as may be designated by resolution of the Executive Committee.

**Section 9. Removal and Resignation.** An officer may be removed by majority of the Executive Committee at any meeting of the Executive Committee, whenever in its judgment the best interests of the Corporation would be best served by such removal. Any officer may resign at any time by giving written notice to the Executive Committee, the Chairperson or the

Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of resignation shall not be necessary to make it effective.

## **ARTICLE VII**

### **Committees, Commissions and Advisory Boards**

**Section 1. Regional Service Committee.** The Regional Service Committee (the “RSC”) shall consist of one (1) individual representative elected, appointed or otherwise designated by each Area. A member of the Regional Service Committee can be removed without cause only by the Area which appointed such Director. The RSC shall support the Areas by helping to craft policies on behalf of the Region that affect the individuals served by Narcotics Anonymous. The RSC shall also elect one or more delegates to attend the World Service Conference of Narcotics Anonymous, and shall conduct such other business as the RSC and the Executive Committee shall deem appropriate in light of the purpose of the Corporation as set forth in the Articles and the purpose of the RSC as set forth in the Regional Guidelines.

**Section 2. Other Committees.** The Executive Committee may by resolution adopted by a majority of the Members of the Executive Committee in office establish one or more committees, commissions or advisory boards (herein referred to as a Committee). Each appointed member of a Committee shall continue as such until his or her successor is appointed by the Executive Committee at the next Annual Meeting, or until such member is sooner removed by the Executive Committee, unless the Committee is sooner terminated by the Executive Committee. One member of each Committee shall be appointed chairperson of such Committee. Each Committee shall adopt its own rules or its own government structure not inconsistent with these By-Laws or with other rules adopted by the Executive Committee.

## **ARTICLE VIII**

### **Dissolution**

**Section 1. Dissolution.** Upon dissolution of the Corporation, assets are to be distributed to first pay off all liabilities and obligations of the Corporation, with all remaining assets being distributed to benefit the charitable purposes of the Corporation in accordance with Article III Section 1 of these By-Laws and the Missouri Nonprofit Corporations Law.

## **ARTICLE IX**

### **General Provisions**

**Section 1. Contracts, etc., How executed.** Except as otherwise provided or restricted in these By-Laws, the Executive Committee may authorize any officer or officers, agent or agents 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; and, unless so authorized, no officer shall have any 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 any amount unless in the ordinary course of business.

**Section 2. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Executive Committee may select or as may be selected by any officer or officers, agent or agents of the Corporation with whom such power may be delegated from time to time by the Executive Committee.

**Section 3. Checks, drafts, etc.** All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be required to have that signature or signatures as designated by a resolution of the Executive Committee. Endorsement for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature.

**Section 4. General and Special Bank Accounts.** The Executive Committee from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Executive Committee may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of the By-Laws, as they may be expedient.

**Section 5. Gifts and Contributions.** The Executive Committee may: accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and charitable purposes of the corporation, hold such funds or property in the name of the corporation or such nominee(s) as the Executive Committee may appoint, collect and receive the income of such funds or property, devote the principal or income from such donations to the charitable purposes as the Executive Committee may determine and enter into an agreement with any donor to continue to devote the principal or income from any donation to any particular purpose as the donor may designate, provided that no donation shall violate the provisions of Article III Section 2 of these By-Laws.

## **ARTICLE X**

### **Amendment**

These Bylaws may be amended or restated by approval of two-thirds (2/3) of the votes cast or a majority of the Members, whichever is less, at a meeting called for that purpose in accordance with Article V. This is in accordance with Section 355.596 of the Act.

## **ARTICLE XI**

### **Fiscal Year**

The fiscal year of the Corporation shall begin April 1 and end March 31, or such other period as the Executive Committee shall from time to time determine.

**ARTICLE XII**  
**Gender and Plurals**

Whenever the context so requires, use of any gender shall be deemed to include all genders, use of the singular shall include the plural, and use of the plural shall include the singular.

**ARTICLE XIII**  
**Conflicts**

If there are conflicts or inconsistencies between the provisions of Missouri law, the Articles, the Regional Guidelines and these By-Laws, the provisions of Missouri law, the Articles, the Regional Guidelines and the By-Laws (in that order) shall prevail.

**ARTICLE XII**  
**Indemnification**

Each person who is or was a Director or officer of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereinafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such persons conduct and his or her capacity or in connection with his or her status as a Director or officer of the Corporation. The indemnification provided by this provision shall not be exclusive of any other rights to which he may be entitled under any other By-Laws or agreement, vote of disinterested Members of the Executive Committee, or otherwise, and shall not limit in any way any right that a Corporation may have to make different or further indemnifications with respect to the same or different person or classes of person.

Adopted by the Executive Committee this \_\_\_\_\_ day of January, 2010.

\_\_\_\_\_  
Secretary