

ARTICLES OF INCORPORATION

OF

CENTRAL ATLANTIC REGION OF NARCOTICS ANONYMOUS, INC.

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

ARTICLE I **CORPORATE NAME**

The name of the corporation is Central Atlantic Region of Narcotics Anonymous, Inc. (the "Corporation").

ARTICLE II **PURPOSES**

1. **ENUMERATED PURPOSES.** The purposes for which the Corporation is formed are as follows:
 - 1.1. to provide education and charitable services to the Narcotics Anonymous community within the Central Atlantic Region (the "Region") and to the larger public of the Region, within the letter and spirit of the Twelve Steps and the Twelve Traditions of Narcotics Anonymous;
 - 1.2. to carry the message of recovery to the addict who still suffers;
 - 1.3. to facilitate communications between the Narcotics Anonymous community of the Region and the larger Narcotics Anonymous community.
2. **TAX EMEMPT PURPOSES.** The Corporation is organized exclusively for charitable and educational purposes under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.
3. **NO IMPERMISSIBLE INUREMENT.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, board members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the

publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501 of the Internal Revenue Code 1986, as amended, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

1. **MEMBERSHIP.** The corporation shall have no members.

ARTICLE IV

DIRECTORS

1. **FUNCTIONS AND DEFINITIONS.** The Corporation shall be managed by a governing board, which is herein referred to as the "Board of Directors" or "directors." The word "director" or "directors" likewise herein refers to a member or to members of the governing board. The Board of Directors shall have all the privileges and obligations enjoyed by or imposed upon the members of a nonstock corporation having members. The use of the phrase "entire board" herein refers to the total number of directors which the corporation would have if there were not vacancies.
2. **QUALIFICATIONS.** Each director shall be at least eighteen (18) years of age. A director need not be a citizen of the United States or a resident of the Commonwealth of Virginia. No person shall be eligible to serve on the Board of Directors or to occupy an office giving rise to eligibility for service on the Board of Directors for more than six (6) consecutive terms.
3. **COMPOSITION.**
 - 3.1. **GENERAL.** The directors shall consist of the following persons serving exofficio: President, Vice-President, Secretary, Treasurer, Vice-Treasurer, and Area Representatives. No individual may occupy more than one office giving rise to eligibility for service on the Board of Directors.
 - 3.2. **AREA REPRESENTATIVES.** The Region shall be divided into geographic or other areas (the "Areas"). Each Area shall designate, through a procedure determined by persons with an interest in Narcotics Anonymous within the Area, an individual (the "Area Representative") to represent the Area as a director of the Corporation. No one

shall be eligible to serve as an Area Representative who has used a mind- or mood-altering chemical, as the term "use" is commonly understood within Narcotics Anonymous, within the previous three (3) years. Area Representatives shall hold office for a term of one year and until their successors have been elected and qualified. An Area may designate their Regional Committee Member or any other person holding a position in that Area as their Area Representative if they desire.

4. MEETINGS.

- 4.1. TIME. Annual, regular, and special meetings of the Board of Directors shall be held at such time as the Board shall fix, except that the annual meeting for the election of officers shall take place in the month of August.
- 4.2. PLACE. Meetings shall be held at such place within or without the Commonwealth of Virginia as shall be fixed by the Board.
- 4.3. CALL. No call shall be required for annual or regular meetings for which the time and place have been fixed. Special meetings may be called by the President or VicePresident or on a request to the Secretary signed by twenty-five percent (25%) of the directors then in office.
- 4.4. NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place for special meetings shall be given to the directors on no less than seven (7) days' prior notice, unless the lapse of such time has been waived. The notice of any special meeting shall specify the purpose of the meeting. No less than five (5) days' notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.
- 4.5. QUORUM AND ACTION. Except as hereinafter provided, a majority of the entire Board shall constitute a quorum. One-third of the entire Board shall constitute a quorum at any meeting of the Board of Directors held due to the adjournment of a previous meeting because a quorum was not present. Whenever a vacancy or vacancies in the Board shall prevent a quorum from consisting of a majority of the entire Board as

aforesaid, a quorum shall consist of at least one-third of the entire Board, unless there are only two or three directors, in which case not less than two may constitute a quorum, or there is only one director, in which case that one will constitute a quorum. A majority of the director's present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the director's present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. The Board shall take no action contrary to the letter and spirit of the Twelve Steps and Twelve Traditions of Narcotics Anonymous.

- 4.6. CHAIR OF A MEETING. The President, if present and acting, or, in the absence of the President, the Vice-President, if present and acting, shall preside at all meetings of the Board of Directors. Otherwise, any other director present at a meeting and chosen by a majority of the directors at the meeting shall preside.
5. RESIGNATION. Any director may resign at any time by giving notice of such resignation in writing or by electronic transmission, other than text messaging, to the President or the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the President or the Secretary, and the acceptance of such resignation shall not be necessary to make it effective.
6. REMOVAL.
 - 6.1. REMOVAL FOR CAUSE. A director may be removed for cause by the Board of Directors following any procedure determined by the Board of Directors that comports with due process. Any court action challenging the removal of a director on a basis other than fraud must be commenced within six (6) months of the effective date of the removal. "Cause" may include but shall not be limited to the following:
 - 6.1.1. The director's conviction of, or submission of a plea of nolo contendere to a misdemeanor or infraction involving moral turpitude while serving as director;
 - 6.1.2. A determination by the Board that the director has violated the standard of care required of directors under Virginia Code, § 13.1-870. General standards of conduct for directors, or any successor provision of the Virginia Code; or
 - 6.1.3. A determination by the Board that the director has used a mind- or mood altering chemical as the term "use" is commonly understood within the standards of Narcotics Anonymous;

6.2. AUTOMATIC REMOVAL. A director shall be deemed to have resigned upon the occurrence of any of the following:

6.2.1. The failure of a director to attend two (2) consecutive regular Board meetings within a twelve (12)-month period, provided that, in the case of an Area Representative, at least one of the absences shall occur following notice by the Board to the affected Area that another consecutive absence or another absence within a twelve (12)-month period will subject the Area Representative to removal from the Board;

6.2.2. A judicial determination that the director is a "disabled person" as the term is defined in Virginia Code § 9.1-400 Line Of Duty Act, and any successor provision of the Virginia Code, or the equivalent provision of the laws of another state or the District of Columbia; or

6.2.3. The director's conviction of, or submission of a plea of nolo contendere to, a felony while serving as director.

7. COMPENSATION AND REIMBURSEMENT. Directors and members of any committee shall not be entitled to compensation for their services as directors or committee members, provided that the foregoing shall not prevent a director or committee member from receiving reimbursement for his or her expenses in serving the Corporation or from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

8. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. Such consent requires full participation and must be unanimous. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

9. VACANCY. Any vacancy on the Board of Directors caused by the death, resignation, inability to act, disqualification, removal, or any other cause, shall be filled for the unexpired portion of the term by the election of a successor to the office which gave rise to the eligibility for service on the Board.

10. MANAGEMENT OF FUNDS.

- 10.1. DISBURSEMENT OF FUNDS. The Board of Directors shall cause the funds of the Corporation to be disbursed by checks or drafts drawn over such signatures, at least two (2) per instrument, as may be authorized by the Board of Directors.
- 10.2. DEPOSIT OF FUNDS. The Board of Directors shall cause the monies and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 10.3. BONDING. Each person accountable for funds or property of the Corporation shall be bonded, at the Corporation's expense, with an indemnity company as surety in a sum at least equal to the amount of the liquid assets for which, so far as can be anticipated, he or she may be accountable.
- 10.4. BORROWING. No person shall have authority to borrow funds on behalf of the Corporation without specific authorization from the Board of Directors.

ARTICLE V
REGISTERED AGENT AND OFFICE

1. RESIDENT AGENT. The resident agent of the Corporation shall be a resident of the Commonwealth of Virginia with an address in the Commonwealth as determined from time to time by the Board of Directors.
2. OFFICES. The principal office of the Corporation shall be located in such place, within or without the Commonwealth of Virginia, as the Board of Directors shall from time to time determine. The Corporation shall have such subsidiary offices within or without the Commonwealth of Virginia as the Board of Directors shall from time to time determine to be necessary or advisable.

ARTICLE VI
OFFICERS

1. NUMBER, ELECTION, AND TERM OF OFFICE. The Board of Directors shall, at its annual meeting each year, elect a President, Vice-President, Secretary, Treasurer, and Vice-Treasurer. No two offices may be held by the same person. All officers shall serve until the next annual meeting of the Board of Directors or until the election or appointment and qualification of their successors.

2. QUALIFICATIONS. No one shall be eligible to be elected and to serve as President, Vice-President, Treasurer, and Vice-Treasurer who has used a mind- or mood-altering chemical, as the term "use" is commonly understood within Narcotics Anonymous, within the previous five (5) years. No one shall be eligible to be elected and to serve in any other office who has used a mind- or mood-altering chemical, as the term "use" is commonly understood within the standards of Narcotics Anonymous World Services, within the previous three (3) years.
3. RESIGNATION AND REMOVAL. Any officer may resign at any time by giving notice of such resignation in writing or by electronic transmission, other than text messaging, to the President or the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the President or the Secretary, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed from office, for cause or without cause, by the Board of Directors.
4. VACANCIES. A vacancy in any office by reason of death, resignation, inability to act, disqualification, removal, or any other cause, shall be filled for the unexpired portion of the term by the Board of Directors.
5. PRESIDENT. The President shall be the principal executive officer of the Corporation and, subject to the direction of the Board of Directors, shall in general supervise and control all of the business, affairs, and property of the Corporation and exercise general supervision over its officers and agents. In general, he or she shall perform all duties traditionally inherent in the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.
6. VICE-PRESIDENT. During the absence or disability of the President, the Vice-President shall exercise all the functions of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall assist the Secretary in the discharge of the Secretary's duties. The Vice-President shall have such other powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors or the President.
7. SECRETARY. The Secretary shall:
 - 7.1. record all the proceedings of the meetings of the Corporation and Board of Directors in a book to be kept for that purpose;
 - 7.2. cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute;
 - 7.3. be custodian of the records and of any seal of the Corporation;

- 7.4. keep a register of the mailing and electronic transmission address of each director which shall be furnished to the Secretary by such director;
 - 7.5. see that the books, reports, statements, and all other documents and records of the Corporation required by statute are properly kept and filed; and
 - 7.6. in general, perform all duties incident to the office of Secretary and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the Board of Directors or the President.
8. TREASURER. The Treasurer shall:
- 8.1. have charge of and supervision over and be responsible for the funds, securities, receipts, and disbursements of the Corporation;
 - 8.2. receive and give receipts for monies due and payable to the Corporation from any source whatsoever;
 - 8.3. cause the monies and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in the Corporation's depositories;
 - 8.4. render to the Board of Directors or the President whenever requested a statement of the financial condition of the Corporation as well as his or her transactions as Treasurer, and render a full financial report at the annual meeting of the Board of Directors if called upon to do so;
 - 8.5. keep the books of account of all the business and transactions of the Corporation;
 - 8.6. be empowered to require from all officers or agents of the Corporation reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation; and
 - 8.7. in general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the Board of Directors or the President.
9. VICE-TREASURER. During the absence or disability of the Treasurer, the Vice-Treasurer shall exercise all the functions of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. The Vice-Treasurer shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors, the President, or the Treasurer.

ARTICLE VII

COMMITTEES/SUBCOMMITTEES

1. **ESTABLISHMENT OF COMMITTEES/SUBCOMMITTEES.** The Board of Directors may create one or more other committees and/or subcommittees, to consist of not fewer than two persons. All committees and/or subcommittees created by the Board of Directors pursuant to this Article VII, Section 2, shall serve at the pleasure of the Board. Each such committee and/or subcommittee may make its own rules of procedures and shall consist of such members and shall meet where and as provided by such rules or by resolution of the Board of Directors. A majority shall constitute a quorum, and in every case the affirmative vote of a majority of all the members of such committee and/or subcommittee shall be necessary for the adoption of any resolution.
2. **AUTHORITY OF COMMITTEES/SUBCOMMITTEES.** No committee and/or subcommittee is authorized to make final decisions on requests for support by the Corporation or applications for assistance made to the Corporation, which shall be approved solely by the Board of Directors. No committee and/or subcommittee is authorized to amend these Bylaws, approve any merger, or exercise any other power barred to the committee and/or subcommittee by applicable law.
3. **RESIGNATION AND REMOVAL.** Any member of a committee/subcommittee may resign at any time by giving notice of such resignation in writing or by electronic transmission, other than text messaging, to the President or the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the President or the Secretary, and the acceptance of such resignation shall not be necessary to make it effective. Any member of a committee/subcommittee may be removed from office, for cause or without cause, by the Board of Directors.

ARTICLE VII **LIMITATIONS AND RESTRICTIONS**

1. **BOOKS AND RECORDS.** The Corporation shall keep at the office of the Corporation within the Commonwealth of Virginia correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and/or any committee which the directors may appoint; provided that the books and records of account may be kept at an office without the Commonwealth of Virginia if the Articles of Incorporation shall so provide. Any of the foregoing books or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.
2. **STATEMENT OF AFFAIRS.** The President, Vice-President, and Treasurer shall prepare annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be

submitted at the annual meeting and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office in the Commonwealth of Virginia.

3. CORPORATE SEAL. The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.
4. FISCAL YEAR. The fiscal year of the Corporation shall begin on January 1 in every year.
5. CONTROL OVER BYLAWS. The directors shall have the exclusive authority to amend or repeal the Bylaws and to adopt new Bylaws, provided that such amendment, repeal, or adoption is approved by a two-thirds (2/3) vote of the entire Board.
6. INDEMNIFICATION. Directors, officers, employees, and agents of the Corporation shall be indemnified by the Corporation for their service to the Corporation to the fullest extent permitted by applicable law.

ARTICLE VIII **DISSOLUTION**

1. DISSOLUTION. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signed by the Incorporator(s) as of [month] [day], [year]:

[Set forth the printed name of each Incorporator.]