

# **BYLAWS**

**of the**

**ECCNA, INC.**

**A FLORIDA NONPROFIT CORPORATION**

## **ARTICLE 1. OFFICES**

### **1.01 PRINCIPAL OFFICE**

The principal office for the transaction of the activities and affairs of the corporation (“principal”) is located at the offices of 3026 Dunlin Road, Delray Beach, Florida 33444. Directors 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 objectives of this corporation shall be to provide an annual East Coast Convention of Narcotics Anonymous (ECCNA) where addicts can meet for the therapeutic value of one addict helping another and attend workshops and training to further their recovery. The purpose of ECCNA is to make these objectives accessible to those early in recovery, further our overall recovery and to supply Basic Texts to jails and prisons.

## **ARTICLE 3. NONPARTISAN ACTIVITIES**

This corporation has been formed under the Florida Nonprofit 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 furtherance of the purposes described above.

## **ARTICLE 4. DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to the promotion of social welfare. No part of the net earnings, properties, or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this 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).

#### **4.01 TRUST INDENTURE**

The Directors are empowered to hold in trust the outstanding shares of the corporation. Stock is held in trust by the current Directors.

### **ARTICLE 5. MEMBERS**

#### **5.01 MEMBERS PROHIBITED**

The corporation shall not have any members (for clarity, corporate law specifies membership corporations are profit making in nature.)

### **ARTICLE 6. DIRECTORS**

#### **6.01 POWERS**

- a) **General Corporate Powers:** The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by and under the direction of the Board of Directors.
- b) **Specific Powers:** Without prejudice to the general powers, and subject to the same limitations, the Directors shall have the power to:
  - i) Select and remove Officers, Agents, and Employees of this corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.
  - ii) Change the principal office in the State of Florida from one location to another.
  - iii) Adopt, make, and use the corporate seal.
  - iv) 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, hypothecation, and other evidences of debt and securities.
  - v.) Adopt resolutions or take other action necessary to effectuate the purposes set forth herein.

#### **6.02 NUMBER OF DIRECTORS**

The corporation shall have no more than twenty-nine (29) Directors and collectively they shall be known as the Advisory Board ("AB"). The number shall be changed by amendment of these Bylaws and/or in the event of a vacancy, the Directors' seat will remain vacant unless the following qualifications are met.

#### **6.03 ELECTION OF DIRECTORS**

Nominations for the AB are accepted at all times while there are positions open. A nomination is made by submitting the nomination form to any Director. Elections are held at the regular monthly AB meeting. The Host Committee Chair and Vice Chair are automatically appointed to the AB during their term.

No more than 33% percent of the seats on the AB may be interested persons. Each Director's interested party relationship shall be individually considered. Should an individual Director's party relationship percentage be determined not to exceed the above percentage limitations, this percentage shall not be used in a cumulative manner with other Director's interested party percentage to determine whether the above percentage limitation has been exceeded. 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 a director; or
- b) any brother, sister, first generation ancestor, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person; or
- c) any Sponsors and Sponsees of such persons; or
  - i. Definition of Sponsor shall be the person that has been asked to serve as a sponsor to the Sponsee and be such person that guides the Sponsee through the 12 steps of Narcotics Anonymous.
  - ii. Definition of Sponsee shall be the person that asks someone to serve as their sponsor to guide them through the 12 steps of Narcotics Anonymous.
- d) any Co-habitant of such person. Co-habitants are defined as two persons who live together in a partnership of an emotional and sexual nature.

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**

Directors shall be elected for the term of two (2) years with a maximum limit of two (2) consecutive terms. This excludes the Host Chair and Vice-Chair who are only appointed to the AB for the duration of the convention. During the transition from one Host Committee to the next, the Host Chair and Vice-Chair of each Host committee may be on the AB at the same if needed. Directors can be re-elected after one year off the AB.

#### **6.05 VACANCIES**

- a) **Events Causing Vacancy:** A vacancy or vacancies on the AB 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 (a) of any Director.
  - ii) the declaration by resolution of the AB of a vacancy of the office of a Director who has been declared of unsound mind by order of court or convicted of a felony subsequent to their assumption as a Director or has been found by final order of judgment of any court to have breached a duty under Section(s) 7.06 and following of the Florida Nonprofit Corporation Code.
  - iii) the increase of the authorized number of Directors.

- b) **Resignations**: Except as provided below, any Director may resign by giving notice to the President or Secretary of the AB. The resignation shall be effective immediately unless otherwise specified.
- c) **Filling Vacancies**: Vacancies on the AB shall be as provided in Section 6.03.
- d) **No Vacancy on Reduction of Number of Directors**: No reduction of 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

- a) **For Cause**: The AB may declare vacant the office of any incumbent Director who has been:
  - i) Declared of unsound mind by final order of a court or;
  - ii) Convicted of a felony during their term; or
  - iii) Found by final order or judgment of any court to have breached statutory duties relating to a Director's standard of conduct; or
  - iv) Relapse; or
  - v) Found by the AB to have failed to attend or participate in any other manner as provided herein, three (3) or more consecutive meetings in a twelve (12) month period, or five (5) meetings in total, in a twelve (12) month period, of the AB.
- b) **Without Cause**: No Director shall be removed without cause.
- c) **Procedure**: The vote necessary to remove any Director on any of the foregoing causes shall be 2/3 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.
- d) **Period to Challenge Removal**: An action challenging the validity of any removal of a Director must be commenced within six (6) months after removal. After the six (6) month period, the removal is conclusively presumed valid, in the absence of fraud.

#### 6.07 DIRECTORS' MEETING

- a) **Place of Meetings**: Regular meetings of the AB will be held via internet and/or conference calling. A regular or special meeting may be held on any date consented to by all the AB Directors.
- b) **Annual Meeting**: The AB shall hold an annual meeting at the annual East Coast Convention of Narcotics Anonymous, for the purpose of nominating and electing Officers and any other needed business. Notice of this meeting will be published in the ECCNA program.
- c) **Other Regular Meetings**: Other regular meetings of the AB may be held without prior notice at such time and place as the AB may fix from time to time.

#### 6.08 SPECIAL MEETINGS

- a) **Authority to Call**: Special meetings of the AB for any purpose may be called at any time by the President, Vice-President, Secretary, or any two (2) Directors.
- b) **Notice**: Notice of time and place of special meetings shall be given to each Director by one of the following methods:
  - i) By first class mail, postage paid;
  - ii) By telephone communication; or

- iii) By email with delivery receipt requested.
- iv) Notices sent by mail shall be deposited into a United States mail box no later than seven (7) days prior to such a meeting, notices by telephone or email shall be communicated no later than forty-eight (48) hours prior to such meeting.
- vi) Notice contents shall state time and date and place of the meeting. However, it need not specify the purpose of the meeting.
- vi) In the event of an emergency, notice will be given by telephone.

#### **6.09 QUORUM**

Fifty-one percent of the seated Directors 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 AB. A meeting at which quorum is initially present may continue to contract business, despite the withdrawal of Director(s).

#### **6.10 WAIVER OF NOTICE**

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 meetings. 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 part of the minutes of the meeting.

#### **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 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 time of the adjournment.

#### **6.12 ACTION WITHOUT MEETING**

Any action that the AB is required or permitted to take may be taken without a meeting if all Directors of the AB 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 the Florida Corporation 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 AB. All such consents shall be filed with the minutes of the proceedings of the AB.

#### **6.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES**

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

#### **6.14 COMMITTEES**

- a) **Committees of the AB**: The AB, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors and no other persons who are not Directors, to serve at the pleasure of the AB.

Appointments to the committees of the AB shall be at the discretion of the Chair, unless otherwise decided by the AB when the committee is formed. The AB may appoint one or more Directors as alternate members of such committee, who may replace an absent member at any meeting.

- b) **Meeting and Action of Committees:** Meetings and actions of committees of the AB shall be governed by, held, and taken in accordance with the provisions of the Bylaws concerning meetings and other AB 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 AB resolution or, if there is none, by the discretion of the Chair, unless otherwise decided by the AB when the committee is formed. Minutes of each meeting of any committee of the AB shall be kept and shall be filed with corporate records. The AB may adopt rules for the government of any committee, provided that they are consistent with these Bylaws, or in the absence of the rules adopted by the AB, Robert's Rules of Order shall be applied.

## ARTICLE 7. OFFICERS

### 7.01 OFFICERS OF THE CORPORATION

The Officers of the corporation shall be a President, Vice-President, Secretary, and a Chief Financial Officer (CFO). Any number of offices may be held by the same person, except that neither the Secretary nor CFO may serve concurrently as the President of the AB. Any person who qualifies under these Bylaws to sit as a Director of the corporation shall be qualified to be an Officer.

### 7.02 REQUIREMENTS OF OFFICERS

- a) **President:** Minimum of five (5) years clean time, two (2) years service experience on a convention committee and a working knowledge of the 12 Steps and 12 Traditions of NA.
- b) **Vice President:** Minimum of four (4) years clean time, one (1) year service experience on a convention committee and a working knowledge of the 12 Steps and 12 Traditions of NA.
- c) **Secretary:** Minimum of three (3) years clean time, one (1) year secretarial experience at the ASC or RSC level and a working knowledge of the 12 Steps and 12 Traditions of NA.
- d) **Chief Financial Officer (CFO):** Minimum of five (5) years clean time, one (1) year service experience at the ASC or RSC level, accounting skills, and a working knowledge of the 12 Steps and 12 Traditions of NA.
- e) **General Directors:** Minimum of three (3) years clean time, one (1) year service experience on a convention committee, or service experience at the ASC or RSC level, and a working knowledge of the 12 Steps and 12 Traditions of NA.

### 7.03 ELECTION OF OFFICERS

The Officers of the corporation shall be chosen annually at the annual AB meeting held at the convention. The term of the Officers shall begin at the first meeting following the end of the fiscal year. The Officers shall serve at the pleasure of the AB and without compensation. All position of elected officers shall serve for a one (1) year term.

#### **7.04 REMOVAL OF OFFICERS**

Any Officer may be removed for cause by the AB as defined in Section 6.06.

#### **7.05 RESIGNATION OF OFFICERS**

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.

#### **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 need not be filled on an annual basis or if no individual meets qualification requirements.

#### **7.07 RESPONSIBILITIES OF OFFICERS**

- a) **President:** Subject to such supervisory powers as the AB may give to the President of the AB, if any, and subject on the control of the AB, the President shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and Officers. The President shall have all the powers and duties as the AB or Bylaws may prescribe, to include presiding over all AB meetings, cosigner on AB bank account, signer for all contracts between Corporation and any facilities, vendors, etc. upon approval by the AB, primary liaison with the Host Committee and preparing monthly reports for both the AB and Host Committee meetings.
- b) **Vice-President:** If the President is absent or disabled, the Vice-President, if any, in order of their rank as fixed by the AB, or, if not ranked, a Vice-President designated by the AB shall perform all the duties of the President. When so acting, a Vice-President shall have such other powers and perform such other duties as the AB or the Bylaws may prescribe.
- c) **Secretary:**
  - i) **Book of Minutes:** The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the AB may direct, a book of minutes of all meetings, proceedings, and actions of the AB and of committees of the AB. 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 AB and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in Florida, a copy of the Articles of Incorporation and Bylaws, as amended to date.
  - ii) **Notices, Seals, and Other Duties:** The Secretary shall give, or cause to be given, notice of all meetings of the AB and of committees of the AB required by 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 AB or Bylaws may prescribe.

**d) Chief Financial Officer (CFO):**

- i) Book of Accounts: The CFO 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 CFO shall send or cause to be given to the Directors such financial statements and reports as are required to be given by laws, by these Bylaws or by the AB. The Books of Account shall be open to inspection to any Director at all reasonable times.
- ii) Deposits and Disbursements of Money and Valuables: The CFO shall deposit, or cause to have deposited, all money and other such valuables in the name and to the credit of the corporation with such depositories as the AB may designate, shall disburse the corporation's funds as the AB may order, shall render to the President of the AB and the AB, when requested, an account of all transactions as CFO and of the financial condition of the corporation, and shall have such other power and perform such duties as the AB or these Bylaws may prescribe.
- iii) Bond: If required by the AB, the CFO shall give the corporation a bond in the amount and with the surety or sureties specified by the AB for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the CFO on his or her death, resignation, retirement, or removal from office.
- iv.) Budgets, Taxes and Other Duties: The CFO shall prepare all AB and Host Area budgets. The CFO shall renew annually corporate registration with Secretary of State and act as the registered agent. The CFO shall have the taxes completed annually and renew the AB P.O. Box annually.

**7.08 RESPONSIBILITIES OF THE AB**

- a) Approves all contracts for facilities, merchandise, entertainment and other services necessary to provide for the annual convention and sets the prices for pre-registration, registrations, banquets and special activities.
- b) Responsible for obtaining the necessary insurance for the convention.
- c) Sets the selling price on merchandise sold and makes the final decision on the quantity of merchandise ordered.
- d) Approves all budgets for Host Committee and AB.
- e) Approves all outside vendors for the convention.
- f) Responsible for securing all left over merchandise, auction items, cash registers, check books, banners, and all other items that can be utilized at the following conventions.
- g) Provides a liaison for each Host subcommittee. Liaisons will be selected by the President from Directors who should have had some experience on that respective subcommittee. These liaisons are responsible for lending their experience. Liaisons should be assigned at the next AB meeting directly following the new Host Committee formation.

**ARTICLE 8. INDEMNIFICATION**

**8.01 RIGHT OF INDEMNITY**



To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, Employees, and other persons described in the Florida Corporation Code, including persons formerly occupying any such positions, 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 the 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 this Bylaw, shall have the same meaning as in the Florida Corporation Code.

**8.02 APPROVAL OF INDEMNITY**

On written request to the AB by any person seeking indemnification under the Florida Corporation Code, the AB shall promptly determine under the Florida Corporation Code whether the applicable standard of conduct set has been met and, if so, the AB shall authorize indemnification. If the AB cannot authorize indemnification because the number of Directors who are parties to the proceedings, application for indemnification shall be made by the corporation to the court as authorized in the Florida Corporation Code.

**8.03 ADVANCEMENT OF EXPENSES**

To the fullest extent permitted by law and except as otherwise determined by the AB in a specific instance, expenses incurred by a person seeking indemnification under Section 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 the 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's, Director's, or agent's status as such.

**ARTICLE 9. RECORDS AND REPORTS**

**9.01 MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep:

- a) Adequate and correct books and records of account; and
- b) Minutes in written form of the proceedings of its AB and committees of the AB. All such records shall be kept in the corporation's book of minutes held by the Secretary.

**9.02 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS**

The Secretary of the corporation shall keep the original copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Officers and Directors at all reasonable times.

**9.03 INSPECTION BY DIRECTORS**

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

**9.04 ANNUAL REPORT**

The AB shall cause an annual report to be sent to the Directors and WSO within 120 days after the end on 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 of disbursements 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 any report on it of independent accountants or, if there is no such party, by the certificate of an authorized officer of the corporation that such statements were prepared without authorized audit from the corporation’s books and records. 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 twelve (12) 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:

- a) 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.
- b) Any indemnification or advance aggregating more than \$10,000 paid during the fiscal year to any 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 of its purposes as shall be fixed by resolution of the AB.

**ARTICLE 11. AFFILIATION WITH OTHER ORGANIZATIONS**

This corporation is a service entity which serves a function within the totality of an organization known as Narcotics Anonymous Fellowship. In doing so, it endorses the aims, goals,

and purposes of that organization, and operates under the guidelines of the “Twelve Traditions” as espoused by the Narcotics Anonymous Fellowship.

All 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 Fellowship as set forth in the Basic Text identified and entitled as “Narcotics Anonymous”. It is herein specifically acknowledged that this corporation acts as a fiduciary in its dealings with the East Coast Convention and the Fellowship of Narcotics Anonymous.

## **ARTICLE 12. CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Nonprofit Benefit Corporation Law shall govern the construction of these Bylaws. The invalidity of any part of these Bylaws shall not impair or affect in any manner, the validity, enforceability or effect of any other part of these Bylaws.

Without limiting the generality of the above masculine gender includes the feminine and neuter, the singular number includes the plural number, the plural number includes the singular number, and the term “person” includes both the corporation and a natural person.

## **ARTICLE 13. AMENDMENTS**

The AB may adopt, amend, or repeal Bylaws at any regular or special meeting. Amendments to the Bylaws may be done in writing.

## **ARTICLE 14. TRUSTEES**

### **14.01 POWERS**

Trustees will be non-voting consulting members of ECCNA, Inc.

### **14.02 DESIGNATION OF TRUSTEES**

Appointments to the trustee position shall be at the discretion of the Directors. Trustees will serve at the discretion of the Chair.

## **ARTICLE 15. FINANCIAL POLICY**

The fiscal year of the AB shall end on September 30.

## **ARTICLE 16. ADOPTION OF BYLAWS**

ECCNA, Inc. was organized under the laws of the State of Florida on the 23rd day of August, 2008. Initial bylaws were adopted on November 1, 2010 and amended on December 6, 2010.