

# **Monterey Bay Convention of Narcotics Anonymous**

**A CALIFORNIA NONPROFIT CORPORATION**



## **Amended and Restated Bylaws**

**REVISED & APPROVED MBCNA BOARD OF DIERCORS**

**MARCH 27, 2025**

**368 East Franklin Street Monterey, California 93940**

# Monterey Bay Convention of Narcotics Anonymous Bylaws

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AMENDED AND RESTATED  
BYLAWS  
OF  
MONTEREY BAY CONVENTION OF NARCOTICS ANONYMOUS

ARTICLE I

CORPORATION DETAILS

- 1.01 NAME OF CORPORATION. The name of the corporation shall be Monterey Bay Convention of Narcotics Anonymous (the "Corporation").
- 1.02 OFFICES. The principal office of the Corporation shall be located at 368 East Franklin Street, Monterey, California 93940.
- 1.03 OTHER OFFICES. The Board of Directors may establish other offices in or outside the State of California.
- 1.04 RESIDENT AGENT. The Resident Agent of the Corporation shall be a resident of the State of California with an address in the State as determined from time to time by the Board of Directors.
- 1.05 MANAGEMENT. The business, property, and affairs of the Corporation shall be directly managed by the Board of Directors or to others as delegated and authorized by the Board.
- 1.06 OFFICERS OF THE CORPORATION. Officers of the Corporation shall be President/Chief Executive Officer, who may also serve as Chairperson of the Board; Secretary, who will also serve as Secretary of the Board; and Treasurer/Chief Financial Officer, who will also serve as Treasurer of the Board. Officers shall be elected from members of the Board of Directors.
- 1.07 FISCAL YEAR. The fiscal year of the Corporation shall begin on July 1 in every year.

ARTICLE II

PURPOSES

- 2.01 UNITY. To carry the message to the still-suffering addict, celebrate recovery, and deepen the spirit of unity between the Monterey County and Santa Cruz Areas of Narcotics Anonymous, which sponsor the Monterey Bay Convention of Narcotics Anonymous.
- 2.02 OVERSIGHT. Provide oversight and guidance to the Monterey Bay Convention of Narcotics Anonymous Service Committee.
- 2.03 IRS. The Corporation is organized exclusively for charitable and educational purposes under Section 509(a)(2) of the Internal Revenue Code of 1986, as amended (IRC § 509(a)(2)), or the corresponding section of any future federal tax code.
- 2.04 CORPORATE VEIL. Separate the actions of the Corporation from the Board of Directors and their personal assets.
- 2.05 OPERATING FOUNDATION. The Corporation is organized to provide a private operating foundation that falls under IRC § 509(a)(2) tax-exempt status.
- 2.06 FIDUCIARY RESPONSIBILITY. The Corporation shall bear fiduciary responsibility for signing and overseeing all contracts that are to be administered by the MBCNA Convention Committee and its subcommittees.

### ARTICLE III

#### MEMBERSHIP

The Corporation shall have no members.

### ARTICLE IV

#### BOARD OF DIRECTORS

- 4.01 QUALIFICATIONS OF DIRECTORS. All directors must:
- 4.01.1 Have 5 years of clean time, without the consumption of non-prescribed mind-altering substances, including marijuana and alcohol,
- 4.01.2 Have service experience as a convention subcommittee chairperson or elected officer of a Narcotics Anonymous convention, or equivalent or specialized experience.
- 4.01.3 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 State of California.

4.01.4 Serve at the pleasure of the Board.

4.02 GENERAL POWERS. Subject to limitations of these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

4.02.1 To adopt and amend the Bylaws of the Corporation in accordance with the Twelve Concepts of Narcotics Anonymous, and the will of MCANA and SCANA.

4.02.2 Appoint and remove, at the pleasure of the Board, all corporate and board officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these Bylaws; and their compensation.

4.02.3 Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place within or without California for holding any meeting of members.

4.02.4 Borrow money and incur indebtedness on the Corporation's behalf 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.

4.02.5 Conduct, manage, and control the Corporation's temporal affairs and activities and make such rules and regulations for this purpose, consistent with law, the articles of incorporation, and these Bylaws, as the Board deems best.

4.02.6 To exercise all other powers conferred by the California Nonprofit Public Benefit Corporation Law, or other applicable laws.

4.03 NUMBER OF DIRECTORS. There shall be not less than 3 nor more than 9 directors on the Board as shall be fixed from time to time by the Board of Directors.

4.04 LIMITED SERVICE OF DIRECTORS. Directors shall not hold any voting positions above the Group level in The Narcotics Anonymous Service Structure.

4.05 TYPES OF DIRECTORS. There shall be two types of directors (General Directors and Area Directors).

4.05.1 General Directors. There shall be a minimum of 4 General Directors, including 3 officers,

4.05.1.1 Officers - 1 as President, 1 as Secretary, and 1 as Treasurer. Officers to be elected by a simple majority vote of all active Directors.

4.05.1.2 General Directors to be elected by a 2/3 majority of all active Directors

4.05.2 Area Directors. There shall be 2 Area Directors - 1 Director from MCANA and 1 Director from SCANA, Each Area Director shall have held a voting position at Area level for a minimum of 1 year.

4.05.2.1 Areas to be determined by geographical boundaries set by the Northern California Region of Narcotics Anonymous; MCANA and SCANA.

4.05.2.2 Area Directors shall be nominated and elected by MCANA and SCANA in accordance with each specific Area's guidelines and election policies and also conform to the qualifiers as required in these bylaws.

4.06 Tenure. Each Director of the Corporation shall hold office for a period of 2 years beginning on July 1<sup>st</sup> with approximately half the Directors elected each alternating year, or until the Director's death, resignation, or removal. Directors will continue in office for a maximum of three terms.

4.07 Resignation. Any Director may resign at any time by providing verbal or written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. Resignations are irrevocable until the end of the Director's term.

4.08 REMOVAL OF DIRECTORS. Any Director may be removed, with or without cause, by the vote of 2/3 majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given.

4.08.1 Any Director who does not attend any 3 consecutive Board meetings that are annual meetings, regular meetings or special; or 5 such meetings during the Director's term of office will automatically be removed from the Board without

Board resolution unless (1) the Director has requested a leave of absence for a limited period of time, and the leave has been approved by a simple majority or the remaining Directors at a regular or special meeting. (If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.); (2) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection; or (3) the Board by resolution of 2/3 majority of Board members must agree before a Director who has missed three meetings may be reinstated.

4.09 BOARD VACANCIES. A vacancy or vacancies on the Board of Directors shall occur in the event of:

4.09.1 The death, removal, or resignation of any Director.

4.09.2 The declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law.

4.09.3 The increase of the authorized number of Directors.

4.09.4 A General Director vacancy on the Board may be filled for the completion of the vacated term with a person appointed by the Chairperson and seated by a 2/3 majority vote of the remaining Directors of the Board.

4.09.5 An Area Director vacancy shall be filled for the completion of the term with a new Director nominated and elected by MCANA or SCANA in accordance with the specific Area's guidelines and election policies. If an Area fails to elect a new Director within 90 days of the resignation, the Board may fill the vacancy with a Narcotics Anonymous member from the affected Area.

4.10 ANNUAL MEETING. An annual Board meeting shall be held each year on the fourth Saturday of February. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient, but no later than the fourth Saturday of June.

4.11 REGULAR MEETINGS. Regular meetings of the Board may be held at the time and place as determined by resolution of the Board without notice other than the resolution.

- 4.12 SPECIAL MEETINGS. Special meetings of the Board may be called by the President or any three Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.
- 4.13 STATEMENT OF PURPOSE. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.
- 4.14 WAIVER OF NOTICE. The attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.
- 4.15 ELECTRONIC PARTICIPATION. A Director may participate in a meeting by video conference, telephone, or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.
- 4.16 QUORUM. A majority of 50%+1 of the Directors in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present shall be an act of the Board.
- 4.17 DIRECTORS' CONFLICT OF INTEREST. No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation.
- 4.18 INDEMNIFICATION. Directors and officers of the Corporation shall be indemnified by the Corporation for their service to the Corporation to the fullest extent permitted by applicable law.
- 4.19 RULES OF ORDER. The Board of Directors will conduct all meetings in accordance with Appendix A, "MBCNA RULES OF ORDER AND PROCEDURE." The Rules of Order shall govern Corporation Board of Directors' meetings, and other meetings as may be applicable in which they are not inconsistent with Corporation Bylaws, local, state and federal laws.

## ARTICLE V

### OFFICERS

5.01 OFFICERS OF THE BOARD. The officers of the Board of Directors shall be as follows: A Chairperson who shall also serve as President of the Corporation; a Vice-chairperson; a Secretary, who shall also serve as Secretary of the Corporation; and a Treasurer. Officers of the Board of Directors shall be members of the Board of Directors.

5.02 ELECTION OF OFFICERS. The officers of the Corporation and Officers of the Board of Directors officers shall be elected by a simple majority vote at the Annual Meeting of the Board.

5.02.1 If an Officer vacancy occurs the Board will take nominations and conduct an election at the following Board meeting. All officers must be members of the Board for a minimum of 90 days to be eligible for office,

5.02.2 If an Area Director is selected to become an officer, he/she will resign from the Area Director position and become a General Director. The Area Director position will then be filled by the affected area in accordance with these Bylaws.

5.03 TERM OF OFFICE. Each officer shall hold his office until the next annual meeting or until he/she resigns, is removed, becomes otherwise disqualified to serve, or until his/her successor is elected.

5.04 REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by 2/3 majority of the Directors at any regular or special meeting of the Board.

5.04.1 Removal or resignation of an officer does not require that Director's Board seat to be vacated.

5.04.2 Inability to Act. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time-to-time delegate the powers or duties of the officer to any other officer, or any Director or other person whom the Board may select.

5.05 CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall:

5.05.1 Have a minimum of 7 years of clean time, without the consumption of non-prescribed mind-altering substances, and have service experience as a subcommittee chairperson or elected officer of a Narcotics Anonymous convention.

5.05.2 Be chairperson of the Administrative Committee, a member of all standing committees, and ex-officio, without vote, of other committees;

5.05.3 Preside at all meetings of the Board of Directors and the Administrative Committee.

5.05.4 Be responsible for the agenda of all Board of Directors meetings in collaboration with the Administrative Committee;

5.05.5 Appoint the chairpersons of standing committees;

5.05.6 Carry out all other duties and responsibilities so assigned by these Bylaws or by the Board of Directors;

5.06 PRESIDENT/CHIEF EXECUTIVE OFFICER. The President shall:

506.1 Have a minimum of 7 years of clean time, without the consumption of non-prescribed mind-altering substances, and be the CEO of the Corporation, subject to the supervision of the Board through the Chairperson. The President shall have general supervisory control of the activities of the Corporation and those officers reporting directly to the President;

506.2 Sign all corporate documents and agreements on behalf of the Corporation, unless the Board instructs that the signing be done with or by some other officer;

506.3 In the absence of the Chairperson of the Board and the Vice-chairperson of the Board, if there is none, preside at all meetings of the Board of Directors. As acting Chairperson, the President will have the voting privileges of the Chairperson;

506.4 Be a voting member of the Administrative Committee and of all other standing committees;

506.5 See that all actions taken by the Board are executed and shall perform all other duties incidental to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the Corporation; and

506.6 Have the general powers and duties of management usually vested in the office of a president of a corporation and have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

5.07 VICE-CHAIRPERSON. The Vice-chairperson of the Board shall:

5.07.1 Have a minimum of 7 years of clean time, without the consumption of non-prescribed mind-altering substances, and have all the authority and perform all the duties of the Chairperson in absence of the Chairperson;

5.07.2 Be a voting member of the Administrative Committee and of all other standing committees;

5.07.3 Supervise the activities of certain standing committees as assigned by the Chairperson;

5.07.4 Carry out additional duties as assigned by the Board Chairperson;

5.07.5 Report to the Board through the Chairperson; and

5.07.6 Commit to accept nomination as Chairperson and serve if elected.

5.08 SECRETARY OF THE BOARD AND THE CORPORATION. The Secretary shall:

5.08.1 Have a minimum of 5 years of clean time, without the consumption of non-prescribed mind-altering substances, keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the Board members, the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present, the Board and committees' meetings, and the proceedings thereof;

5.08.2 Keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the Corporation's Articles and Bylaws, as amended to date;

5.08.3 Give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, and have other powers and perform other duties as prescribed by the Board;

5.08.4 Keep, or cause to be kept, at the principal office of the Corporation, a membership register, or a duplicated membership register, showing the names of the members and their addresses;

5.08.5 Give, or cause to be given, notice of all meetings required by these Bylaws;

5.08.6 Carry out additional duties as assigned by the Chairperson;

5.08.7 Be a voting member of the Administrative Committee and of all other standing committees; and

5.08.8 Report to the Board through the Chairperson.

5.09 TREASURER/CHIEF FINANCIAL OFFICER OF THE CORPORATION AND TREASURER OF THE BOARD. The Treasurer shall:

5.09.1 Have a minimum of 7 years of clean time, without the consumption of non-prescribed mind-altering substances, have served as treasurer of a Convention of Narcotics Anonymous, and have all the authority to oversee and advise the MBCNA Service Committee in all fiscal matters of the organization;

5.09.2 Ensure development and Board review of financial policies and procedures;

- 5.09.3 Be Chairperson of the Finance Committee;
- 5.09.4 Keep the Board of Directors informed of the financial condition of the Corporation at its regular meetings;
- 5.09.5 Carry out additional duties as assigned by the Chairperson or President;
- 5.09.6 Ensure the overall financial condition and affairs of the Corporation are communicated to the Board at the annual membership meeting;
- 5.09.7 Provide reports, financial statements and tax reporting within non-profit guidelines, as required;
- 5.09.8 Coordinate financial reviews and/or audits as required; and
- 5.09.9 Ensure that source documents are correctly stored and maintained for tax purposes.

## ARTICLE VI

### COMMITTEES

- 6.01 CREATION OF COMMITTEES. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one or more Directors as assigned by the Chairperson of the Board. All committees designated by the Board shall serve at the pleasure of the Board.
- 6.02 COMMITTEE CHAIRPERSON. The Chairperson of the Board will assign a director to act as chairperson for all committees except standing committees which have chairpersons designated by these Bylaws.
- 6.03 MEMBERS. All committee members are required to be active members of Narcotics Anonymous with a minimum of 1 year of clean time. The Board must approve all appointments to committees, and committee membership is limited to directors and up to 3 non-director members. If a non-director committee member misses 2 consecutive meetings the committee chairperson will bring the matter up before the committee for possible removal of the member, or if 3 consecutive committee meetings are missed without notification to the chairperson, the member will be dropped from the committee.
- 6.04 QUORUM. A quorum will consist of 50%+1 of its voting members holding office, including the committee chairperson. Unfilled or inactive directors' positions shall not be included in the quorum count.
- 6.05 VOTING. With the exception of the committee's inception, committee voting is restricted to members who were in attendance at the previous regularly scheduled meeting.

6.06 MEETINGS AND ACTIONS OF COMMITTEES. Shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee.

6.07 MINUTES. Minutes of each committee meeting shall be kept and shall be filed with the corporate records.

6.08 RULES. The Board may adopt rules for the governance of any committee, as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so and have the authority to plan, organize and supervise the matters assigned to it, provided:

6.08.1 All actions taken by a committee are based upon and consistent with policies previously determined or precedents established by previous actions of the Board of Directors.

6.08.2 That no committee will contract any indebtedness, incur any obligations or make any expenditure without authorization of the Board. Each committee will formulate for recommendation to the Board such new or revised policies or such actions not authorized by previously established policies, as may seem advisable for more effective discharge of the duties assigned to it.

## ARTICLE VII

### STANDING COMMITTEES

7.01 STANDING COMMITTEES. There shall be 2 standing committees of the Board of Directors, the Administrative Committee and the Finance Committee.

7.02 ADMINISTRATIVE COMMITTEE. The Administrative Committee shall be comprised of the Chairperson of the Board, as an ex-officio member, without vote, the Vice-chairperson, Secretary, Treasurer, and President.

7.02.1 Except for the power to amend the Bylaws, the Administrative Committee may act on behalf of the Board of Directors for important matters which may develop between regularly scheduled Board meetings. These actions exclude expenses over \$1000.00. All actions by the Administrative Committee shall be by unanimous vote of all filled administrative positions.

7.02.2 Have the responsibility of reviewing the performance of the President.

7.02.3 Make recommendations regarding the creation of committees.

7.02.4 Report to the Board of Directors any and all actions taken by the Administrative Committee.

7.03 FINANCE COMMITTEE. The Finance Committee shall be comprised of the Treasurer/Chief Financial Officer and at least one other Director assigned by the Chairperson of the Board and approved by the Board of Directors with a 2/3 majority vote. The Finance Committee shall:

7.03.1 Oversee and report on the financial affairs of the Corporation.

7.03.2 Recommend financial operating policies for approval by the Board of Directors.

7.03.3 Formulate operating procedures for the effective and efficient financial operations of the Corporation.

7.03.4 Review financial statements on a regular basis.

7.03.5 Ensure that the operating budget is prepared for Board approval prior to the beginning of the fiscal year.

7.03.6 Review and make recommendations on the Corporation's operating budget for Board approval.

7.03.7 Take such steps as may be necessary to ensure that the Corporation and the MBCNA Service Committee operate within balanced budgets.

7.03.8 In conjunction with the President, have the responsibility for reviewing the performance of the Chief Financial Officer.

#### ARTICLE VIII

##### CORPORATE DOCUMENT PROCEDURE

All corporate documents (including agreements, insurance, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws.

#### ARTICLE IX

##### INDEMNIFICATION

9.01 INDEMNIFICATION PROCEDURE. To the fullest extent permitted by California Corporations Code Section 7237, the Corporation shall indemnify its directors, officers, employees, and other persons, 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 that section, and including 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 that section of the Corporations Code. On written request to the Board by any person seeking indemnification, the Board shall promptly decide whether the applicable standard of conduct set forth in the Corporations Code has been met and, if so, the Board shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by this Section 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 found that the person is entitled to be indemnified by the Corporation for those expenses.

9.02 INSURANCE. The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

9.03 CHANGES IN CALIFORNIA LAW. If there are any changes in the California statutory provisions applicable to the Corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the Corporation to provide broader indemnification rights than such provisions permitted the Corporation to provide before any such change. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

## ARTICLE X

### COMPENSATION

No person shall be compensated for services rendered to the Corporation as an officer or director, unless authorized by the Board.

## ARTICLE XI

### MISCELLANEOUS PROVISIONS

11.01 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural

includes the singular, and the term “person” includes both a legal entity and a natural person.

11.02 This Corporation’s assets are irrevocably dedicated to public benefit/charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes and that has established its exempt status under Internal Revenue Code Section 509(a)(2).

#### CERTIFICATE OF SECRETARY

I certify that I am the acting Secretary of Monterey Bay Convention of Narcotics Anonymous, a California nonprofit public benefit corporation; that these Bylaws are the Bylaws of this corporation as adopted by the Board of Directors on June 23, 2022, and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, at Monterey, California.



Secretary, MBCNA

APPENDIX A  
MBCNA RULES OF ORDER AND PROCEDURE  
Rules of Order Motions Chart

Adapted for MBCNA from Robert's Rules of Order Newly Revised (10<sup>th</sup> Edition)

**Part 1, Main Motions.** These motions are listed in order of precedence. A motion can be introduced if it is higher on the chart than the pending motion.

MOTION / ITEM	PURPOSE	INTERRUPT	2 <sup>ND</sup>	DEBATE	AMEND	VOTE
Adjourn	Close meeting	No	Yes	No	No	Majority
Recess	Recess	No	Yes	No	Yes	Majority
Personal Privilege	Register complaint	Yes	No	No	No	None
Order of the Day	Make meeting follow agenda	Yes	No	No	No	None
End, Limit or Extend Debate	Change specific time for debate	No	Yes	No	Yes	2/3
Lay on the Table	Lay aside temporarily	No	Yes	No	No	Majority
Refer to Committee or Another Body	Send motion to another group for recommendations or additional work	No	Yes	Yes	Yes	Majority
Amendment (See definition of terms for friendly, modify, withdraw and divide)	Modify wording of motion	No	Yes	Yes	Yes	Majority
Ask for the vote or close debate	I move to call the question or I move to end debate	No	Yes	Yes	No	2/3
Main Motion	Bring business before the Board	No	Yes	Yes	Yes	Majority
Main Motion Affecting Bylaws or Policy & Procedure	Amend Bylaws or change Board approved policy or procedure	No	Yes	Yes	Yes	2/3

**Part 2, Incidental Motions.** No order of precedence. These motions arise incidentally and are decided immediately.

MOTION / ITEM	PURPOSE	INTERRUPT	2 <sup>ND</sup>	DEBATE	AMEND	VOTE
Point of Order	Enforce rules	Yes	No	No	No	None
Appeal Ruling of the Chair	Overturn the ruling of the chair	Yes	Yes	1 Pro 1 Con	No	Majority
Suspend Rules	Change the rules for the way business is transacted for a single item	No	Yes	No	No	2/3
Parliamentary Inquiry	Parliamentary law question	Yes	No	No	No	None
Point of Information	Request for information	Yes	No	No	No	None

**Part 3, Motions** That Bring a Question Again Before the Board. No order of precedence. Introduce only when nothing else is pending.

MOTION / ITEM	PURPOSE	INTERRUPT	2 <sup>ND</sup>	DEBATE	AMEND	VOTE
Take matter from table	I move to take from the table ...	No	Yes	No	No	Majority
Reconsider	Reconsider motion	No	Yes	Yes	No	Majority

## DEFINITIONS OF MBCNA MOTIONS AND TERMS

### ADJOURN:

A motion to end the meeting. Normally this is a non-debatable motion.

Note: There may be times when critical work still remains to be done and there may be some functions with a specific date when work must be accomplished. A motion can be made to suspend the rules and allow for debate on the motion to adjourn so that the adjournment motion can be made at some point later in the meeting. The motion to suspend the rules must be made before the motion to adjourn. A motion to change the rules is debatable and must pass with a 2/3 vote.

## **AMENDMENTS:**

An amendment is a motion to modify or substitute the wording and, within certain limits, the meaning of a pending motion before the pending motion itself is acted upon. Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions are all possible as amendments. An amendment must in some way involve the same question that is raised by the motion to which it is applied. Debate on the motion is limited to the amendment, not the original motion. All amendments must pass with a majority vote.

**Friendly Amendment** A friendly amendment may be offered by a member. If the chair senses there is no objection from the Board, the chair may accept the amendment by unanimous consent. If any Member objects, the friendly amendment will not be permitted and a motion to amend will be required to change the original motion.

**Modification or Withdraw** A request to withdraw or modify may be made to the maker of the original motion prior to the question being stated by the chair. Upon his acceptance of a suggestion from another Member the motion may be withdrawn or modified. If the maker of the motion rejects the request to modify or withdraw, the original motion can only be changed with a motion to amend.

When a motion is made and seconded and then the question stated by the chair it belongs to the Board as a whole.

**Divide the Question:** Divides a motion into two or more separate motions (each portion of the new motions must be able to stand on its own). Requires a majority vote.

## **APPEAL THE RULING OF THE CHAIR:**

By electing the Chairperson, the Board delegates to him the authority and duty to make necessary rulings on questions of parliamentary procedure. But any two Members have the right to appeal his decision on such a question. By one Member making an appeal and another seconding it, the question is taken from the chair and given to the Board for final decision which must be made before other business is resumed. Debate on the motion is limited to the maker of the appeal who shall speak pro to the appeal and the Chairperson shall speak con to the motion. The appeal passes if there is a majority vote in favor.

**CHAIRPERSON:** The chairperson's responsibility is to run the meeting in an orderly manner. The Chairperson, in collaboration with the President shall be responsible for the agenda of all Board of Directors meetings. He may determine that it is in the interest of the Board to rearrange the agenda items; i.e., to accommodate schedules or entertain motions at the completion of

committee reports when the information pertaining to the motions is more current than it would be under new business. In cases where there is disagreement regarding the rules, in consideration of the Twelve Traditions and Twelve Concepts of Narcotics Anonymous the Chairperson will look to the MBCNA Rules of Order and Procedure and then to Roberts Rules of Order Newly Revised Edition for guidance and then rule on the issue. The Chairperson may not make or second a motion and may not speak specifically in favor of or against a motion; however, he may summarize and clarify the issues of a motion on the floor.

**END, LIMIT OR EXTEND DEBATE TIME:**

The reason a member wishes to end, limit or extend debate is required to be a part of this motion. Requires a 2/3 vote to pass.

**End Debate:** Allows debate to be ended without killing the motion. This motion can be used to end debate and not have the motion voted on. However, it is the chair's responsibility to control the debate as such he should make sure that everyone has had an opportunity to speak. When debate comments become redundant, the chair should state that the vote will be taken after a certain number of speakers' comments. If there is objection to this, Members may appeal the ruling of the chair. Another use of this motion is to end debate so a different kind of motion may be introduced, (i.e., if a motion to lay on the table is being debated, a motion to end debate would be in order to introduce a new motion such as a motion to divide the original question instead of laying it on the table).

**Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time.

**Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time.

**LAY ON THE TABLE:**

A motion to lay on the table may be applied only to a main motion or a main motion affecting Bylaws and policy that is pending. At the time a motion to table is made, intent is to be given. The motion to lay on the table is in order to get further information or to deal with more pressing business. A motion that is laid on the table remains on the table until taken up by the Board by a motion to do so, at a specified time stated in the motion to lay on the table, or during unfinished business at the next Board meeting. This motion is not intended to kill a main motion or suppress debate on it.

**MAIN MOTION:**

A main motion is a motion whose introduction brings business before the Board. Such a motion can only be made when no other motions are pending. Debate is unlimited and motion passes with a majority vote.

**MAIN MOTION REVISING BYLAWS OR POLICY:**

A main motion affecting policy or Bylaws is a motion whose introduction brings business before the Board which affects the policy of how the Board of Directors functions. These shall include, but not be limited to, changes in Bylaws. This motion must pass with a 2/3 vote. All motions affecting or relating to a change in Bylaws or Policy will be referred to the Administrative Committee for discussion and recommendations, which will be due at the following Board Meeting. Discussion on the Main Motion Revising Policy or Bylaws is limited to the Board providing information so the Administrative Committee will be more able to deal with the motion.

**ORDER OF THE DAY:**

A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules or a ruling of the chair).

**PARLIAMENTARY INQUIRY:**

An interruption of the meeting which is permitted to ask the chair how to do something according to the Rules of Order or to inquire as to the correct motion - to accomplish a desired result, or raise a point of order.

**PERSONAL PRIVILEGE:**

An interruption of the meeting, which pertains to noise, personal comfort, conduct of the Board or its individual members, etc., - may interrupt only if necessary - is permitted to make a personal request of the chair. The chair may not permit personal privilege if it becomes disruptive to the meeting.

**POINT OF INFORMATION:**

A point of information is a question directed to the Chairperson to obtain information concerning parliamentary procedure or the motion that is pending. This allows a member the opportunity to ask a question and it is not to make a statement or give information. Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."

**POINT OF ORDER:**

When a member feels the rules, Policy or Bylaws of the Board are not being adhered to, he can make a "Point of Order" which in effect is asking the chair to make a determination of whether or

not the procedure the Member is pointing out is in fact being violated. A Point of Order is not a method in which to dispute the accuracy or validity of another Member's remarks but instead is to bring to the attention of the chair that a member feels that proper procedure is not being followed. This motion is to point out an Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made.

**RECESS:**

To adjourn the Board meeting for a specific amount of time. Recesses or breaks, which are scheduled in the agenda, will not require a motion to recess.

**RECONSIDER:**

A motion to reconsider is meant to bring an item that has been dealt with back onto the floor. This is used to permit the correction of hasty, ill-advised, or erroneous action, or to take into account new information or situations not considered when taking the original vote. This motion can only be made by voting participants who voted on the prevailing side. A motion to reconsider can only be made during the same Board meeting in which the original motion was voted on. After the end of the meeting, it would no longer be in order to reconsider a motion. A motion may not be reconsidered more than once.

**REFER TO COMMITTEE OR ANOTHER BODY:**

When a motion to refer to committee or another body is made, it is to send an item of business to a relatively small group of selected persons, a committee, so that a question may be carefully investigated and put into better condition for the Board to consider. The maker of the motion shall state the committee to receive the question or resolution; if no committee exists, include size of committee desired and method of selecting the Members (election or appointment). If the motion is to refer to another body, it may be to get more information or expertise. At the time a motion to refer is made, intent is to be given. Unless specified, the issue will be brought up at next Board meeting. Debate on a motion to refer to committee will be limited to the desirability of committing the motion or the instructions to the committee, and not to the merits of the main motion.

**REMOVE FROM TABLED STATUS:**

To resume consideration of a motion previously tabled before the time set.

**SUSPEND THE RULES:**

A motion to suspend the rules allows a violation of the Board's own rules (except Bylaws); the object of the suspension must be specified. The motion will include the rule to be suspended and the length of time it is to be suspended. The motion requires a second and a 2/3 vote.

## **UNANIMOUS CONSENT:**

This is a method that allows the Board to move quickly through routine business or questions that have little or no importance. This is a less formal way of handling business and is an alternative to taking a vote on a motion. If the Chairperson senses no opposition to a motion, he states that the motion is carried by unanimous consent, unless there is an objection. If there is no objection, permission is granted. If a member objects, this, the matter will go to a vote as prescribed for the motion.

## **VOTING:**

All motions must pass with a majority vote of directors present, whether a simple majority or 2/3 majority, as required by the type of motion. Abstentions will be considered non-votes, neither in favor nor opposed. If more than 1/3 of the participants present abstain, the vote will not be valid, and the motion failed. The Chairperson votes only in the case of a tie.

## **MEETING PROCEDURE**

The chairperson of the Board in collaboration with the Administrative Committee shall be responsible for the agenda of all Board of Directors meetings. Each MBCNA Board of Directors Meeting Agenda should consist of a minimum of the following items.

- 1. Call to Order**
- 2. Roll Call** - Establish Quorum, as referred to in Section 6.04.
- 3. Approval of the Minutes**
- 4. Additions to the Agenda** - Members may request motions for New Business and discussion items for Open Forum to be added to the agenda to insure their inclusion at the meeting.
- 5. Reports of Officers, Boards and Standing Committees** - This includes correspondence, treasurer's report, etc.
- 6. Reports of Special Committees**
- 7. Unfinished Business and General Orders** - Any issue that was not concluded, postponed, or tabled during the prior meeting. (The Secretary's minutes should inform the chair which items to add to this section.)
- 8. Open Forum** – This is a section of the meeting set aside for Board Members to discuss items and/or areas of concern that may not need to be brought to the Board in motion form. The Chairperson may set aside a specific amount of time for the Open Forum as a whole or its individual portions. The Chairperson will

remind attendees to observe anonymity and clarify that matters discussed in Open Forum are not for public dissemination. Specifics of Open Forum discussions are not to be recorded in the minutes.

**9. New Business** – Any Member of the Board, except the Chairperson, may introduce Main Motions or Main Motions affecting Bylaws or Policy. Motions that are listed on the agenda are dealt with first.

**10. Announcements** - It is at this time that announcements, educational programs, and speakers are introduced.

**11. Adjournment**

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