

Bylaws of Serenity Area of Narcotics Anonymous, Inc

A Non-Profit Organization

ARTICLE I

1. Name. The name of the corporation is the Serenity Area of Narcotics Anonymous.
2. Location. The principle place of business and administrative office shall be located at 190 Eric LN, Springhill, LA 71075.
3. Duration. The Serenity Area of Narcotics Anonymous shall have perpetual existence.

ARTICLE II

1. Purpose. The Serenity Area of Narcotics Anonymous is a non-profit organization that provides support and services for Narcotics Anonymous Groups across the North Louisiana/South Arkansas geographic area.
2. To facilitate the primary purpose of the Narcotics Anonymous fellowship – “to carry the message (of recovery) to the addict who still suffers.”
3. Nondiscrimination Policy. The Serenity Area of Narcotics Anonymous will not practice or permit any unlawful discrimination on the basis of sex, sexual orientation, age, race, color, national origin, religion, physical handicap, or disability, or any other basis prohibited by law.

ARTICLE III

1. Membership of this organization shall be open to all Narcotics Anonymous Groups in and around the North Louisiana/South Arkansas geographic area, who operate in accordance with the 12 Traditions of Narcotics Anonymous, and wish to contribute their time and resources to carry out our primary purpose.
2. For an NA Group to become a voting member of the Serenity Area of Narcotics Anonymous, their NA Group Service Representative or other person designated by that group must attend two consecutive meetings.

3. NA Groups must maintain regular attendance to keep their voting rights. Any member group who who is not represented in three consecutive meetings without good cause will lose their voting rights. Good cause will be determined by a vote of the Serenity Area of Narcotics Anonymous board members.

ARTICLE IV

1. Regular meetings of the board may be held at such times as the board may from time to time determine. Special meetings of the board may also be called at any time by the president or by a majority of the directors then in office.

ARTICLE V

1. Voting. At all meetings of the board, each director shall have one vote. In the event that there is a tie in any vote, the president shall have an additional vote to be the tie-breaker.
2. Quorum. At any meeting of the board, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.
3. Action. Without a Meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or any such committee shall be filed with the minutes of the proceedings of the board or such committee.

ARTICLE VI

Order of Business

1. Roll Call
2. Reading of the Minutes
3. Filling out the Meeting Agenda

4. Reports of Committees
5. Reports of Officers
6. Old Business
7. New Business
8. Adjournment

ARTICLE VII

Officers

Election and Qualifications: Term of Office. The officers of the Serenity Area of Narcotics Anonymous shall be a President, a Secretary, a Treasurer, and a Vice-President. The officers shall be elected by the members at the annual meeting of the board and each officer shall hold office for a term of one year and until such officer's successor has been elected or appointed and qualified, unless such officer shall have resigned or shall have been removed. The same person may hold more than one office, except the same person may not be both president and secretary. The board may appoint such other officers as may be deemed desirable, including one or more vice-presidents, one or more assistant secretaries, and one or more assistant treasurers. Such officers shall serve for such period as the board may designate.

Vacancies. Any vacancy occurring in any office, whether because of death, resignation, or removal, with or without cause, or any other reason, shall be filled by the board.

Delegation. In case of the absence of any officer of the Serenity Area of Narcotics Anonymous, or for any other reason that the board may deem sufficient, the board may at any time and from time to time delegate all or any part of the powers or duties of any officer to any other officer or to any director or directors.

Removal. Any officer may be removed from office at any time, with or without cause, by a vote of a majority of the directors then in office at any meeting of the board.

Resignation. Any officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Serenity Area of Narcotics Anonymous.

Board Chair Job Description

1. Is a member of the board.
2. Serves as the chief volunteer of the organization.
3. Provides a clear cut direction for achieving the organization's mission.
4. Provides leadership to the Board of Directors, who sets policy for the organization.
5. Chairs meetings of the board after developing the agenda.
6. Encourages board's role in strategic planning.
7. Appoints the chairpersons of committees, in consultation with other board members.
8. Serves ex officio as a member of committees and attends their meetings when invited.
9. Discusses issues confronting the organization with the board members.
10. Helps guide and mediate board actions with respect to organizational priorities and governance concerns.
11. Reviews any issues of concern to the board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fundraising activities.
14. Formally evaluates the performance and the effectiveness of the board members.
15. Evaluates annually the performance of the organization of the board
16. Performs other responsibilities assigned by the board.

Vice Chair Job Description

This position is typically successor to the chair position. In addition to the responsibilities outlined in the committee member job description the position:

1. Is a member of the board.
2. Performs chair responsibilities when the chair cannot be available (see chair job description)
3. Reports to the board's chair.
4. Works closely with the chair and other staff.
5. Participates closely with the chair to develop and implement officer transition plans.
6. Performs other responsibilities assigned by the board.

Committee Chair Job Description

1. Is a member of the board.
2. Sets tone for the committee work.
3. Ensures that members have the information needed to do their jobs.
4. Oversees the logistics of committee's operations.
5. Reports to the board's chair.
6. Reports to the full board on committee's decisions/recommendations.
7. Works closely with the chief executive and other staff as agreed to by the board.
8. Assigns work to the committee members, sets the agenda, and runs the meetings, and ensures distribution of meeting minutes.
9. Initiates and leads the committee's annual evaluation.

Board Member Job Description

1. Regularly attends board meetings and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
5. Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
6. Is an active participant in the committee's annual evaluation and planning efforts.
7. Participates in fund raising for the nonprofit organization.

Board Secretary Job Description

1. Is a member of the board.
2. Maintains records of the board and ensures effective management of organization's records.
3. Manages minutes of board meetings.
4. Ensures minutes are distributed to members shortly after each meeting.
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings.

Board Treasurer Job Description

1. Is a member of the board.
2. Manages finances of the organization.
3. Administrates fiscal matters of the organization.
4. Provides an annual budget to the board for members' approval.
5. Ensures development and board review of financial policies and procedures.

Sargent in Arms

1. To open the meetings
2. To ensure that meetings proceed in an orderly manner.
3. To ensure that the organization is governed by Robert Rules of Order.
4. To adjourn the meeting.

Article VIII

Finance

Bank Accounts, Checks, and Notes. The board is authorized to select the banks and depositories it deems proper for the funds of the corporation. The board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness.

Contracts. The board may authorize any office or officers, agent, or agents, in addition to those specified in these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Serenity Area of Narcotics Anonymous, and such authority may be general or confined to specific instances. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

1. All assets and earnings of the Serenity Area of Narcotics Anonymous shall be used exclusively for its exempt purpose, including the payment of expenses incidental thereto. No part of any net earnings shall benefit any employee of the Serenity Area of Narcotics Anonymous or be distributed to its directors, officers, or any private person.
2. Notwithstanding any other provision of these by-laws, the Serenity Area of Narcotics Anonymous will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, or the corresponding provisions of any future federal law.

ARTICLE IX

Conflict of Interest

A conflict of interest is defined as an actual or perceived interest by a staff or board member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain.

Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any officer or member, in the performance of organization duties, seek only the furtherance of the organizations mission. At all times, officers and board members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

- A. The officers and members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising activities.
- B. No officer, or member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:
 - 1. The officer or member
 - 2. Any member of their immediate family
 - 3. Their partner
 - 4. An organization in which any of the above is an officer, director, or employee
 - 5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
- C. **Disclosure.** Any possible conflict of interest shall be disclosed by the person or persons concerned.
- D. **Board Action.** When a conflict of interest is relevant to a matter requiring action by the board, the interested person(s) shall call it to the attention of the board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under

consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Trustees, excluding the person(s) concerning whose situation the doubt has arisen.

- E. **Record of Conflict.** The official minutes of the board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or did not vote on the matter.

ARTICLE X

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.

ARTICLE XI

Amendments

These by-laws may be altered, amended, added to, or replaced at any meeting of the board called for that purpose by the vote of a majority of the directors then in office.

These by-laws were adopted at a meeting of the Board of Directors of [The Serenity Area of Narcotics Anonymous] on _____, 2022.

Daniel Stewart
President

Felton Jones
Vice President

Heather Stewart
Secretary

Cynthia McKinsey
Treasurer

Richard Tripp
Director