

**BYLAWS
of the
GEORGIA REGIONAL CONVENTION, INC. (GRC, INC.)**

TABLE of CONTENTS

ARTICLE 1. OFFICES	4
1.01 PRINCIPAL OFFICE	4
1.02 OTHER OFFICES	4
ARTICLE 2. OBJECTIVES AND PURPOSES	4
2.01 OBJECTIVES	4
2.02 PURPOSES	4
ARTICLE 3. NONPARTISAN ACTIVITIES	5
3.01 FORMATION	5
ARTICLE 4. DEDICATION OF ASSETS	5
4.01 SOCIAL WELFARE	5
4.02 TRUST INDENTURE	5
ARTICLE 5. MEMBERS	5
5.01 MEMBERS PROHIBITED	5
5.02 EFFECT OF PROHIBITION	5
ARTICLE 6. BOARD OF DIRECTORS (BOD)	6
6.01 POWER	6
a. General Corporate Powers:	6
b. Specific Powers:	6
6.02 NUMBER AND QUALIFICATIONS OF DIRECTORS	6
6.03 ELECTION AND DESIGNATION OF DIRECTORS	7
6.04 TERM OF OFFICE	7
6.05 VACANCIES	7
a. Events Causing Vacancy:	8
b. Resignations:	8
c. Filling Vacancies:	8
d. No Vacancy on Reduction of Number of Directors:	8
6.06 REMOVAL OF DIRECTORS	8
a. For Cause:	8
b. Without Cause:	8
c. Procedure for Removal of Directors:	8

d. Period to Challenge Removal:	9
6.07 DIRECTORS' MEETING	9
a. Place of Meetings:	9
b. Annual Meeting:	9
c. Other Regular Meetings:	9
6.08 SPECIAL MEETINGS	9
a. Authority to Call:	9
6.09 QUORUM	9
6.10 WAIVER OF NOTICE	10
6.11 ADJOURNMENT	10
6.12 ACTION WITHOUT MEETING	10
6.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES	10
6.14 COMMITTEES	10
a. Committees of the Board:	10
b. Meetings and Actions of Committees:	11
ARTICLE 7. OFFICERS	11
7.01 OFFICERS OF THE CORPORATION	11
7.02 ELECTION OF OFFICERS	11
7.03 REMOVAL OF OFFICERS	12
7.04 RESIGNATION OF OFFICERS	12
7.05 VACANCIES IN OFFICE	12
7.06 RESPONSIBILITIES OF OFFICERS	12
a. Chairperson:	12
b. Vice-chairperson:	13
c. Secretary:	13
ARTICLE 8. INDEMNIFICATION	13
8.01 RIGHT OF INDEMNITY	13
8.02 APPROVAL OF INDEMNITY	13
8.03 ADVANCEMENT OF EXPENSES	14
8.04 INSURANCE	14
ARTICLE 9. RECORDS AND REPORTS	14
9.01 MAINTENANCE OF CORPORATE RECORDS	14
9.02 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS	14
9.03 INSPECTION BY DIRECTORS	15

9.04 ANNUAL REPORT	15
9.05 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS	15
ARTICLE 10. ACCEPTABLE USE POLICY OF CORPORATE OWNED ASSETS	15
10.01 OVERVIEW	15
10.02 SCOPE	16
10.03 GENERAL REQUIREMENTS	16
10.04 COMPUTING ASSETS	16
10.05 ELECTRONIC COMMUNICATIONS	16
10.06 ENFORCEMENT	17
10.07 DEFINITIONS	17
ARTICLE 11. PROHIBITION AGAINST SHARING PROFITS OR ASSETS	17
11.01 EARNINGS OR PROFITS	17
ARTICLE 12. AFFILIATION WITH OTHER ORGANIZATIONS	17
12.01 CORPORATE GUIDING PRINCIPLES	17
12.02 DIRECTOR'S AND OFFICER'S GUIDING PRINCIPLES	18
ARTICLE 13. CONSTRUCTION AND DEFINITIONS	18
13.01 GENERAL PROVISIONS, RULES, AND DEFINITIONS	18
ARTICLE 14. AMENDMENTS	18
14.01 BYLAWS	18
ARTICLE 15. BOARD OF TRUSTEES	18
15.01 POWERS	18
15.02 DESIGNATION OF TRUSTEES	18
15.03 TERM	19
ARTICLE 16. AMENDMENTS TO THE BYLAWS	19
16.01 AMENDMENTS TO BYLAWS	19
ARTICLE 17. FINANCIAL POLICY	19
17.01 FISCAL YEAR	19

**BYLAWS
of the
GEORGIA REGIONAL CONVENTION, INC. (GRC, INC.)**

A GEORGIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1. OFFICES

1.01 PRINCIPAL OFFICE

- a. The principal office for the transaction of the activities and affairs of the corporation (“Principal”) is located at the offices of Morton, Morton & Associates, 200 Jackson Street, Zebulon, Georgia 30295. 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

- a. The Board of Directors, hereinafter referred to as 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

1.01 OBJECTIVES

- a. The objectives of this corporation shall be to sponsor and conduct the annual regional/state convention of Narcotics Anonymous, to carry the message to addicts who still suffer and to provide support for others who are still affected by the disease of addiction.

1.02 PURPOSES

- a. In order to provide adequate financial stability for the annual Georgia Regional Convention, it is the vision of the Board for GRC, Inc. that Area Service Committees (ASCs) of the Georgia Region participate with the annual convention by having at least one annual fundraiser with the proceeds raised going to GRC, Inc. to help with financing the annual Georgia Regional Convention.
- b. Herein after, the term “at the discretion of the Board” shall constitute the Board of Director Chairperson plus one other Board of Director member.

ARTICLE 3. NONPARTISAN ACTIVITIES

2.01 FORMATION

- a. This corporation has been formed under the Georgia Nonprofit Public 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.
- b. 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

3.01 SOCIAL WELFARE

- a. 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 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)(4).

3.02 TRUST INDENTURE

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

ARTICLE 5. MEMBERS

4.01 MEMBERS PROHIBITED

- a. The corporation shall not have any members.

4.02 EFFECT OF PROHIBITION

- a. Any actions which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board. All rights which would otherwise vest under the most current Georgia Nonprofit Public Benefit Corporation Law in the members shall vest in the Board of Directors.

ARTICLE 6. BOARD OF DIRECTORS (BOD)

5.01 POWER

- a. **General Corporate Powers:** The business and affairs of the corporation shall be managed by, 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; and fix their compensation.
 - ii) Change the principal office in the State of Georgia 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.
 - vi) Create and maintain a prudent reserve in the amount of \$25,000.00 at all times to ensure adequate financial means for the proper functioning of GRC, Inc. and the annual Georgia Regional Convention.

5.02 NUMBER AND QUALIFICATIONS OF DIRECTORS

- a. The corporation shall have no more than twelve Directors and collectively they shall be known as the Board of Directors (BOD). The number shall be changed by amendment of these Bylaws and/or in the event of a vacancy, the Director's seat will remain vacant unless the herein listed qualifications are met.
- b. The qualifications for Directors are:
 - i) present membership in good standing in the Fellowship of Narcotics Anonymous, and
 - ii) an active member within the boundaries of the Georgia Region for a minimum of one year, and
 - iii) recovery from any use of any mind altering chemical, as commonly described as

- iv) “using” by the Fellowship of Narcotics Anonymous, for at least five years, and he or she has served as a past or present Chair, Vice-chair, or Treasurer of a previous Georgia Regional Convention of NA (GRCNA) and/or past or present Chair or Vice-chair of a GRCNA subcommittee.

5.03 ELECTION AND DESIGNATION OF DIRECTORS

- a. Three of the twelve Directors shall be appointed at the Regional Service Conference (RSC) by the Area Service (AS) Regional Committee Members (RCMs) immediately prior to each annual convention.
 - i) These three seats will be for a one-year term and will be comprised of the Convention Planning Panel (CPP) Chairperson, the CPP Vice-chairperson, and the CPP Treasurer of the up-coming convention.
- b. Nine of the twelve Directors shall be filled as follows:
 - i) Directors shall be elected by seated members of the Board. These nine seats are for three-year terms.
 - ii) Nothing herein shall be construed as limiting provided each such potential Director shall continue to qualify under Section 6.02 herein above. Nothing herein shall be construed as any limitation of the RSC’s right to require of potential Directors additional qualifications as it sees fit to impose.
 - iii) No more than 33% percent of the seats on the Board may be interested persons.
 - iv) Each Director’s interested party relationship shall be individually considered. Should an individual Director’s interested 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.
 - v) An interested person is:
 - 1) any person compensated by the corporation for services rendered to it within the previous twelve 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; and
 - 2) 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; and
 - 3) any Sponsors and Sponsees of such persons defined such as:
 - a) Definition of Sponsor shall be a person who has been asked to serve as a Sponsor to the Sponsee and be such person that guides the Sponsee through the Twelve Steps of Narcotics Anonymous.
 - b) Definition of Sponsee shall be a person who asks someone to serve as their Sponsor to guide them through the Twelve Steps of Narcotics Anonymous.
 - 4) and 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.
 - vi) However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

5.04 TERM OF OFFICE

- a. Nine Directors shall be elected for a term of three years.

5.05 VACANCIES

- a. **Events Causing Vacancy:** A vacancy or vacancies on the Board 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 Board, 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 7.06 and following of the Georgia Nonprofit Public Benefit 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 Chairperson of the Board, or the Secretary of the Board. The resignation shall be effective immediately unless otherwise specified.
- c. **Filling Vacancies:** Vacancies on the Board shall be filled by the respective entities that designate Directors as provided in Section 6.03 provided, however, that (a) any vacancies not filled by the designating entities may be filled by a majority of Directors then in office, whether or not less than quorum, or (b) by a sole remaining Director. The vacancies will be filled with a qualified person as provided in Section 6.02.
- d. **No Vacancy on Reduction of Number of Directors:** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

5.06 REMOVAL OF DIRECTORS

- a. **For Cause:** The Board 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 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) Found after investigation of the Board that he has been using drugs of any type as defined by Narcotics Anonymous; or
 - v) Move out of the Georgia Regional Service Area (GRSA); or
 - vi) Found by the Board to have failed to attend or participate in any other manner as provided herein, two or more consecutive meetings in a twelve-month period, or three meetings in total in a twelve-month period.
- b. **Without Cause:** No Director shall be removed without cause.
- c. **Procedure for Removal of Directors:** 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:** In the absence of fraud, an action challenging the validity of any removal of a Director must be commenced within six months after removal. After the six-month period, the removal is conclusively presumed valid.

5.07 DIRECTORS' MEETING

- a. **Place of Meetings:** Regular meetings of the Board may be held any place within the State of Georgia that has been designated by the Board. Special meetings of the Board may be held at any place in the State of Georgia that has been designated in the notice, or if there is no notice, at the principal office of the corporation.
- b. **Annual Meeting:** The Board shall hold an annual meeting at GRCNA, for the purpose of organization and transaction of other business. Notice of this meeting will be published in the GRCNA program and given to the RSC to be announced as an open meeting.
- c. **Other Regular Meetings:** Other regular meetings of the Board may be held without prior notice at such time and place as the Board may fix.

5.08 SPECIAL MEETINGS

- a. **Authority to Call:** Special meetings of the Board for any purpose may be called at any time by the Chairperson, Vice-chairperson, Secretary, or any two 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; or
 - ii) By telephone communication; or
 - iii) By telegram or facsimile machine, charges pre-paid. All such notices shall be given or sent to Director's addresses or telephone number as shown on records of the corporation; or
 - iv) By email with delivery receipt requested.
 - v) 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, fax machine, or telegram shall be communicated no later than forty-eight (48) hours prior to such meeting.
 - vi) Notice contents shall state time, date, and place of the meeting. However, it need not specify the purpose of the meeting.
 - vii) In the event of an emergency, notice will be given by telephone.

5.09 QUORUM

- a. Fifty-one percent of the Directors present at any regular, annual, or special meeting 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 Board. A meeting at which quorum is initially established may continue to conduct business, despite the withdrawal of Director(s).

5.10 WAIVER OF NOTICE

- a. Waiver of 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. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before, or at the commencement of the meeting, the lack of notice to him or her.

5.11 ADJOURNMENT

- a. 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.

5.12 ACTION WITHOUT MEETING

- a. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing and/or by e-mail 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 Georgia Nonprofit Public Benefit 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 Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5.13 COMPENSATION AND REIMBURSEMENT OF EXPENSES

- a. Directors shall serve without compensation, but may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable of the corporation at the time that the resolution is adopted.

5.14 COMMITTEES

- a. **Committees of the Board:** The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no other persons who are not Directors, to serve at the pleasure of the Board. Appointments to the committees of the Board shall be at the discretion of the Chairperson, unless otherwise decided by the Board when the committee is formed. The Board may appoint one or more Directors as an alternate of such committee, who may replace an absent Director at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the

authority of the Board, except that no committee, regardless of Board resolution, may:

- i) Fill vacancies on the Board or on any other committee that has the authority of the Board;
 - ii) Fix compensation of the Directors for serving on the Board or any other committee;
 - iii) Amend or repeal Bylaws or adopt new Bylaws;
 - iv) Amend or repeal any resolution of the Board that, by its express terms, is not so amendable or repealable;
 - v) Create any other committees of the Board or appoint the members of committees to the Board.
 - vi) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval as provided for in the Georgia Nonprofit Public Benefit Corporation Code.
- b. **Meetings and Actions of Committees:** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of the Bylaws concerning meetings and other Board 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 Board resolution or, if there is none, by the discretion of the Chairperson, unless otherwise decided by the Board when the committee is formed. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with corporate records. The Board 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 Board, Robert's Rules of Order shall be applied.

ARTICLE 7. OFFICERS

6.01 OFFICERS OF THE CORPORATION

- a. The Officers of the corporation shall be a Chairperson, Vice-chairperson, and Secretary.
- b. The corporation may also have, at the Board's discretion, one or more Vice-chairpersons, one or more Assistant Secretaries, and such Officers as may be appointed in accordance with 7.02 of these Bylaws.
- c. Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as the Chairperson. Any person who qualifies under these Bylaws to sit as a Director of the corporation shall be qualified to be an Officer, with the exception of the three Directors who are appointed by the RSC. These three Directors are expressly prohibited from serving as Chairperson, Vice-chairperson, or Secretary.

6.02 ELECTION OF OFFICERS

- a. The Officers of the corporation, except those appointed under Section 6.03 of these Bylaws, shall be chosen annually at the Board meeting prior to the June Board meeting and shall serve at the pleasure of the Board. Officers of the corporation shall serve without compensation. All positions of elected officers shall serve for a one-year term.

6.03 REMOVAL OF OFFICERS

- a. Any Officer may be removed with or without cause by the Board.

6.04 RESIGNATION OF OFFICERS

- a. 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.

6.05 VACANCIES IN OFFICE

- a. 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.

6.06 RESPONSIBILITIES OF OFFICERS

a. Chairperson:

- i) Subject to such supervisory powers as the Board may give to the Chairperson if any, and subject on the control of the Board. The Chairperson shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and Officers. The Chairperson shall have all the powers and duties as the Board or Bylaws may prescribe.
- ii) Book of Accounts: The Chairperson 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 Chairperson shall send or cause to be given to the Directors such financial statements and reports as are required to be given by state and federal laws, by these Bylaws, or by the Board. The Books of Account shall be open to inspection to any Director at all reasonable times.
- iii) Deposits and Disbursements of Money and Valuables: The Chairperson 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 Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the Board, when requested, an account of all transactions as Chairperson and of the financial condition of the corporation, and shall have such other power and perform such duties as the Board or these Bylaws may prescribe.
- iv) Set up budgets for convention subcommittees
- v) Renew annually, the corporate registration with Secretary of State before April 1st and add the current Board Chairperson as registered agent.
- vi) Have taxes completed annually.
- vii) Renew corporate P. O. Box annually.

b. Vice-chairperson:

- i) If the Chairperson is absent or disabled, the Vice-chairperson, if any, in order of their rank

as fixed by the Board, or, if not ranked, a Vice-chairperson designated by the Board shall perform all the duties of the Chairperson. When so acting, a Vice-chairperson shall have such other powers and perform such other duties as the Board 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 Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. 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 Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in Georgia, 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 Board and of committees of the Board 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 Board or Bylaws may prescribe.

ARTICLE 8. INDEMNIFICATION

7.01 RIGHT OF INDEMNITY

- a. To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, Employees, and other persons described in Sections 14.3.850 through 14.3.858 of the most current Georgia Nonprofit Public Benefit 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 Sections 14.3.850 through 14.3.858 of the most current Georgia Nonprofit Public Benefit Corporation Code.

7.02 APPROVAL OF INDEMNITY

- a. On written request to the Board by any person seeking indemnification under Sections 14.3.850 through 14.3.858 of the most current Georgia Nonprofit Public Benefit Corporation Code, the Board shall promptly determine under Sections 14.3.850 through 14.3.858 of the most current Georgia Nonprofit Public Benefit Corporation Code whether the applicable standard of conduct set forth in Section 14.3.851 or 14.3.855 has been met and, if so, the Board shall authorize indemnification. If the Board 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 Section 14.3.857 of the most current Georgia Nonprofit Public Benefit Corporation Code.

7.03 ADVANCEMENT OF EXPENSES

- a. 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 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.

7.04 INSURANCE

- a. 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

8.01 MAINTENANCE OF CORPORATE RECORDS

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

8.02 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

- a. The Secretary of the corporation shall keep at its principal executive office 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, during office hours.

8.03 INSPECTION BY DIRECTORS

- a. 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.

8.04 ANNUAL REPORT

- a. The Board shall cause an annual report to be sent to the Directors and the Georgia RSC Secretary 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:
 - i) The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.
 - ii) The principal changes in assets and liabilities, including trust funds.

- iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- iv) The expenses of disbursements of the corporation for both general and restricted purposes.
- v) Any information required by Section 9.05 of these Bylaws.

8.05 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

- a. No later than twelve 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:
 - i) 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.

ARTICLE 10. ACCEPTABLE USE POLICY OF CORPORATE OWNED ASSETS

9.01 OVERVIEW

- a. The purpose of this policy is to establish acceptable and unacceptable use of electronic devices owned by GRC, Inc. in conjunction with its established culture of ethical and lawful behavior, openness, trust, and integrity.
- b. GRC, Inc. provides computer devices, networks, and other electronic information systems to meet missions, goals, and initiatives and must manage them responsibly to maintain the confidentiality, integrity, and availability of its information assets. This policy requires the users of information assets to comply with GRC, Inc. policies and protects GRC, Inc. against damaging legal issues.

9.02 SCOPE

- a. All Trusted Servants of GRC, Inc., CPP, or GRSCNA, including all personnel affiliated with third parties, must adhere to this policy. This policy applies to information assets owned or leased by GRC, Inc.

9.03 GENERAL REQUIREMENTS

- a. All Trusted Servants of GRC, Inc., CPP, or GRSCNA, are responsible for exercising good judgment regarding appropriate use of GRC, Inc. resources in accordance with GRC, Inc. policies, standards, and guidelines. GRC, Inc. resources may not be used for any unlawful or prohibited purpose.
- b. For security, compliance, and maintenance purposes, authorized personnel may monitor and audit equipment, systems, and network traffic.

- c. Software may not be installed or removed on any GRC, Inc. laptops or computers without prior written consent from the GRC, Inc. Board.

9.04 COMPUTING ASSETS

- a. All Trusted Servants of GRC, Inc., CPP, or GRSCNA, are responsible for ensuring the protection of assigned GRC, Inc. assets that includes the use of computer cable locks and other security devices, and for promptly reporting any theft of GRC, Inc. assets to the local law enforcement agency and GRC, Inc. Board.
- b. All laptops must be backed up after each use.
- c. All Trusted Servants of GRC, Inc., CPP, or GRSCNA, shall not interfere with security system software, including, but not limited to, firewalls, antivirus software, internet filter and malware software.
- d. If a virus or malware infection occurs, inform a GRC, Inc. Director to arrange return of equipment. Under no circumstances is any infected laptop to be repaired by the user or a third party without prior written consent from GRC, Inc.
- e. Any damaged or infected laptop must be returned to a designated GRC, Inc. Board Director.

9.05 ELECTRONIC COMMUNICATIONS

- a. The following are strictly prohibited:
 - i. Inappropriate use of communication vehicles and equipment, including, but not limited to, supporting illegal activities, procuring or transmitting material that violates GRC, Inc. policies against harassment, or the safeguarding of confidential or proprietary information.
 - ii. Sending spam via e-mail, text messages, pages, instant messages, voice mail, or other forms of electronic communication.
 - iii. Forging, misrepresenting, obscuring, suppressing, or replacing a user identity on any electronic communication to mislead the recipient about the sender.
 - iv. Use of a GRC, Inc. e-mail or IP address to engage in conduct that violates GRC, Inc. policies or guidelines. Posting to a public newsgroup, bulletin board, or listserv with a GRC, Inc. e-mail or IP address represents GRC, Inc. to the public; therefore, you must exercise good judgment to avoid misrepresenting or exceeding your authority in representing the opinion of the corporation.

9.06 ENFORCEMENT

- a. A Trusted Servant found to have violated this policy may be subject to loss of the privilege to use GRC, Inc. equipment or email.

9.07 DEFINITIONS

<u>Term</u>	<u>Definition</u>
Spam	Electronic junk mail or junk newsgroup postings. Messages that is unsolicited, unwanted, and irrelevant to GRC, Inc. operations.

ARTICLE 11. PROHIBITION AGAINST SHARING PROFITS OR ASSETS

10.01 EARNINGS OR PROFITS

- a. 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 Board.

ARTICLE 12. AFFILIATION WITH OTHER ORGANIZATIONS

11.01 CORPORATE GUIDING PRINCIPLES

- a. 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.

11.02 DIRECTOR’S AND OFFICER’S GUIDING PRINCIPLES

- a. All Directors and Officers of this corporation shall be, 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 RSC and the Fellowship of Narcotics Anonymous.

ARTICLE 13. CONSTRUCTION AND DEFINITIONS

12.01 GENERAL PROVISIONS, RULES, AND DEFINITIONS

- a. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the most current Georgia Nonprofit Public Benefit Code shall govern the construction 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 14. AMENDMENTS

13.01 BYLAWS

- a. The Board may adopt, amend, or repeal Bylaws at any regular or special meeting.

ARTICLE 15. BOARD OF TRUSTEES

14.01 POWERS

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

14.02 DESIGNATION OF TRUSTEES

- a. Appointments to the trustee position shall be at the discretion of the Directors.

14.03 TERM

- a. Trustees may hold this position for a term of 5 years.

ARTICLE 16. AMENDMENTS TO THE BYLAWS

15.01 AMENDMENTS TO BYLAWS

- a. Amendments to the Bylaws must be done in writing.

ARTICLE 17. FINANCIAL POLICY

16.01 FISCAL YEAR

- a. The fiscal year of the Board shall end on August 31.