

## **ROBERT'S RULES OF ORDER BASIC MOTIONS / MEETING ETIQUETTE**

### **Basic Meeting Etiquette:**

\* Obtain the floor (the right to speak) by being the first to raise your hand when the person speaking has finished. Must be recognized by the Chair before speaking!

\* Debate cannot begin until the Chair has stated the motion or resolution. If there is no debate, then the Chair calls the question. (Asking for a vote)

\* Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.

\* The "immediately pending question" is the last question stated by the Chair! Motion/Resolution - Amendment - Motion to Postpone

\* The member moving the "immediately pending question" is entitled to preference to the floor!

\* No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!

\* All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!

\* The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!

Please keep in mind we are all guided by the Traditions and the Concepts.

## ROBERT'S RULES OF ORDER BASIC MOTIONS / MEETING ETIQUETTE

### Basic Motions

1. **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
2. **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order.
3. **Point of Information:** Generally applies to a question to the contents of the motion not a statement or rhetorical statement about the motion.
4. **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules).
5. **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made.
6. **Main Motion:** Brings new business (the next item on the agenda) before the assembly.
7. **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own).
8. **Consider by Paragraph:** Adoption of paper is held until all paragraphs/parts are debated and amended and entire paper is satisfactory; after all paragraphs/parts are considered, the entire paper is then open to amendment, and paragraphs/parts may be further amended.
9. **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions.
10. **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor.

**ROBERT'S RULES OF ORDER  
BASIC MOTIONS / MEETING ETIQUETTE**

11. **Commit /Refer/Recommit to Committee:** 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).
12. **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time.
13. **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time.
14. **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed.
15. **Object to Consideration:** Objection must be stated before discussion or another motion is stated.
16. **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending.
17. **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table.
18. **Reconsider:** Can be made only by one on the prevailing side who has changed position or view.
19. **Previous Question:** Closes debate if successful - may be moved to "Close Debate" if preferred.
20. **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business.
21. **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified.

# *Parliamentary Motions Guide*

Based on *Robert's Rules of Order Newly Revised (10<sup>th</sup> Edition)*

The motions below are listed in order of precedence. Any motion can be introduced if it is higher on the chart than the pending motion.

| <b>YOU WANT TO:</b>  | <b>YOU SAY:</b>   | <b>INTERRUPT?</b> | <b>2ND?</b> | <b>DEBATE?</b> | <b>AMEND?</b> | <b>VOTE?</b> |
|--|---|-------------------|-------------|----------------|---------------|--------------|
| §21 Close meeting  | I move to <b>adjourn</b>                                | No                | Yes         | No             | No            | Majority     |
| §20 Take break   | I move to <b>recess</b> for                             | No                | Yes         | No             | Yes           | Majority     |
| §19 Register complaint                                     | I rise to a <b>question of privilege</b>                | Yes               | No          | No             | No            | None         |
| §18 Make follow agenda                                     | I call for the <b>orders of the day</b>                 | Yes               | No          | No             | No            | None         |
| §17 Lay aside temporarily                                  | I move to <b>lay</b> the question <b>on the table</b>   | No                | Yes         | No             | No            | Majority     |
| §16 Close debate   | I move the <b>previous question</b>                     | No                | Yes         | No             | No            | 2/3          |
| §15 <b>Limit or extend debate</b>                          | I move that debate be limited to ...                    | No                | Yes         | No             | Yes           | 2/3          |
| §14 <b>Postpone to a certain time</b>                      | I move to postpone the motion to ...                    | No                | Yes         | Yes            | Yes           | Majority     |
| §13 <b>Refer</b> to committee                              | I move to refer the motion to ...                       | No                | Yes         | Yes            | Yes           | Majority     |
| §12 Modify wording of motion                               | I move to <b>amend</b> the motion by ...                | No                | Yes         | Yes            | Yes           | Majority     |
| §11 Kill main motion                                       | I move that the motion be <b>postponed indefinitely</b> | No                | Yes         | Yes            | No            | Majority     |
| §10 Bring business before assembly (a <b>main motion</b> ) | I move that [or "to"] ...                               | No                | Yes         | Yes            | Yes           | Majority     |

# *Parliamentary Motions Guide*

Based on *Robert's Rules of Order Newly Revised (10<sup>th</sup> Edition)*

**Incidental Motions** - no order of precedence. Arise incidentally and decided immediately.

| <b>YOU WANT TO:</b>              | <b>YOU SAY:</b>                                      | <b>INTERRUPT</b> | <b>2<sup>ND</sup>?</b> | <b>DEBATE?</b> | <b>AMEND?</b> | <b>VOTE?</b> |
|----------------------------------|--|------------------|------------------------|----------------|---------------|--------------|
| §23 Enforce rules                | <b>Point of order</b>                                | Yes              | No                     | No             | No            | None         |
| §24 Submit matter to assembly    | I <b>appeal</b> from the decision of the chair       | Yes              | Yes                    | Varies         | No            | Majority     |
| §25 Suspend rules                | I move to <b>suspend the rules</b> which ...         | No               | Yes                    | No             | No            | 2/3          |
| §26 Avoid main motion altogether | I <b>object to the consideration</b> of the question | Yes              | No                     | No             | No            | 2/3          |
| §27 Divide motion                | I move to <b>divide the question</b>                 | No               | Yes                    | No             | Yes           | Majority     |
| §29 Demand rising vote           | I call for a <b>division</b>                         | Yes              | No                     | No             | No            | None         |
| §33 Parliamentary law question   | <b>Parliamentary inquiry</b>                         | Yes              | No                     | No             | No            | None         |
| §33 Request for information      | <b>Point of information</b>                          | Yes              | No                     | No             | No            | None         |

**Motions That Bring a Question Again Before the Assembly** - no order of precedence. Introduce only when nothing else pending.

|                            |  |    |     |        |     |                       |
|----------------------------|--|----|-----|--------|-----|-----------------------|
| §34 Take matter from table | I move to <b>take from the table</b> ... | No | Yes | No     | No  | Majority              |
| §35 Cancel previous action | I move to <b>rescind</b> ...             | No | Yes | Yes    | Yes | 2/3<br>maj. w/ notice |
| §37 Reconsider motion      | I move to <b>reconsider</b> the vote ... | No | Yes | Varies | No  | Majority              |

The official Bylaws of the California Nonprofit Organization:  
Cocaine Anonymous Los Angeles, Inc

CALA serves the following districts:

South Central Los Angeles

South Bay Beach Cities

Long Beach - Compton

Westside - Hollywood

Revised Bylaws ratified May 5, 2009 by the CALA ASC

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BYLAWS OF  
**COCAINE ANONYMOUS**  
LOS ANGELES AREA SERVICE COMMITTEE  
(A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION)

**ARTICLE 1. OFFICE**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of business is located in Los Angeles County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment to these Bylaws.

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

SECTION 3. TERMINOLOGY

The following abbreviations shall be used in this document as indicated below:

- ASC - Area Service Committee
- ASB - Area Service Board
- CA – Cocaine Anonymous
- CALA – Cocaine Anonymous Los Angeles
- DSR - District Service Representative
- DSC - District Service Committee
- GSR - Group Service Representative
- WSC - World Service Conference
- WSCD – World Service Conference Delegate

## **ARTICLE 2. PURPOSE**

### **SECTION 1. PURPOSE OF ORGANIZATION**

The purpose of the Los Angeles Area Service Committee (ASC) shall be the administration and coordination of CA activities common to the various groups comprising its membership. These activities include:

- A) furthering the CA program in accordance with the Twelve Traditions of Cocaine Anonymous and the Twelve Concepts of World Service; and
- B) maintaining a Central Office as a communication center for CA in this area (Los Angeles County).

Specifically excluded from the purposes of the ASC are the operation of any club, clubhouse, detoxification place, or the endorsement of any public or private projects on addiction as outlined in Tradition Six.

## **ARTICLE 3. MEMBERS**

### **SECTION 1. DETERMINATION OF MEMBERS**

The only provision for membership this Corporation shall make is the desire to stop using cocaine and all other mind-altering substances.

## **ARTICLE 4. AREA SERVICE COMMITTEE**

### **SECTION 1. OPERATIONAL GUIDELINES**

The ASC shall operate under the guidelines of the Twelve (12) Traditions, as adopted by the World Services Conference, which are as follows:

- A) The Twelve Traditions
  - (1) Each member of Cocaine Anonymous is but a small part of the greater whole. CA must continue to live or most of us will surely die. Hence our common welfare comes first. But individual welfare follows close afterward.
  - (2) For our group purpose there is but one ultimate authority - a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
  - (3) Our membership ought to include all who suffer from addiction/alcoholism. Hence we may refuse none who wish to recover. Nor ought CA membership ever depend upon money or conformity. Any two or three addicts gathered together for sobriety may call themselves a CA group, provided that, as a group, they have

no other affiliation.

- (4) With respect to its own affairs, each CA group should be responsible to no other authority than its own conscience. But when its plans concern the welfare of neighboring groups also, those groups ought to be consulted. And no group, regional committee, or individual should ever take any action that might greatly affect CA as a whole without conferring with the trustees of the World Service Board. On such issues our common welfare is paramount.
- (5) Each Cocaine Anonymous group ought to be a spiritual entity having but one primary purpose - that of carrying its message to the addict/alcoholic that still suffers.
- (6) Problems of money, property and authority may easily divert us from our primary spiritual aim. We think, therefore, that any considerable property of genuine use to CA should be separately incorporated and managed, thus dividing the material from the spiritual. A CA group, as such, should never go into business. Secondary aids to CA, such as clubs or hospitals which require much property or administration, ought to be incorporated and so set apart that, if necessary, they can be freely discarded by the groups. Hence such facilities ought not to use the CA name. Their management should be the sole responsibility of those people who financially support them. For clubs, CA managers are usually preferred. But hospitals, as well as other places of recuperation, ought to be well outside CA - and medically supervised. While a CA group may cooperate with anyone, such cooperation ought never to go so far as affiliation or endorsement, actual or implied. A CA group can bind itself to no one.
- (7) The CA groups themselves ought to be fully supported by the voluntary contributions of their own members. We think that each group should soon achieve this ideal; that any public solicitation of funds using the name of Cocaine Anonymous is highly dangerous, whether by groups, clubs, hospitals, or other outside agencies; that acceptance of large gifts from any source, or of contributions carrying any obligation whatever, is unwise. Then, too, we view with much concern those CA treasuries which continue, beyond prudent reserves, to accumulate funds for no stated CA purpose. Experience has often warned us that nothing can so surely destroy our spiritual heritage as futile disputes over property, money, and authority.
- (8) Cocaine Anonymous should remain forever non-professional. We define professionalism as the occupation of counseling addict and alcoholics for fees or hire. But we may employ addicts/alcoholics where they are going to perform those services for which we might otherwise have to engage nonalcoholics. Such special services may be well recompensed. But our usual CA Twelfth Step work is never to be paid for.
- (9) Each CA group needs the least possible organization. Rotating leadership is the

best. The small group may elect its secretary, the large group its rotating committee, and the groups of a large metropolitan area their central or intergroup committee, which often employs a full-time secretary. The trustees of the World Service Board are, in effect, our CA World Service Committee. They are the custodians of our CA Traditions and the receivers of voluntary CA contributions by which we maintain our CA World Service Office in Los Angeles. They are authorized by the groups to handle our overall public relations and they guarantee the integrity of our principal newsletter the CA Newsgram. All such delegates/representatives are to be guided in the spirit of service, for true leaders in CA are but trusted and experienced servants of the whole. They derive no real authority from their titles; they do not govern. Universal respect is the key to their usefulness.

- (10) No CA group or member should ever, in such a way as to implicate CA, express any opinion on outside controversial issues - particularly those of politics, drug and alcohol reform, or sectarian religion. The Cocaine Anonymous groups oppose no one. Concerning such matters they can express no views whatever.
- (11) Our relations with the general public should be characterized by personal anonymity. We think CA ought to avoid sensational advertising. Our names and pictures as CA members ought not be broadcast, filmed, or publicly printed. Our public relations should be guided by the principle of attraction rather than promotion. There is never need to praise ourselves. We feel it better to let our friends recommend us.
- (12) And finally, we of Cocaine Anonymous believe that the principle of anonymity has an immense spiritual significance. It reminds us that we are to place principles before personalities; that we are actually to practice a genuine humility. This to the end that our great blessings may never spoil us; that we shall forever live in thankful contemplation of Him who presides over us all.

#### B) The Twelve Concepts of World Service

- (1) The final responsibility and ultimate authority for CA World Services should always reside in the collective conscience of our whole Fellowship.
- (2) The CA Groups delegate to the World Service Conference complete authority for the active maintenance of our world services and thereby made the Conference - excepting for any change in the Twelve Traditions - the actual voice and the effective conscience for our whole Fellowship.
- (3) As a traditional means of creating and maintaining a clearly defined working relation between the Groups, the Conference, the World Service Board of Trustees and its service corporation, and of thus insuring their effective leadership, it is here suggested that we endow each of these elements of World Service with a traditional "Right of Decision."

- (4) Throughout our Conference structure, we ought to maintain at all responsible levels a traditional “Right of Participation,” taking care that each classification or group of our world servants shall be allowing a voting representation in reasonable proportion to the responsibility that each must discharge.
- (5) Throughout our World Service structure, a traditional “Right of Appeal” ought to prevail, thus assuring us that minority opinion will be heard and that petitions for the redress of personal grievances will be carefully considered.
- (6) On behalf of CA as a whole, our World Service Conference has the principal responsibility for the maintenance of our world services, and it traditionally has the final decision respecting large matters of general policy and finance. But the Conference also recognizes that the chief initiative and the active responsibility in most of these matters should be exercised primarily by the Trustee members of the Conference when they act among themselves as the World Service Board of Cocaine Anonymous.
- (7) The Conference recognizes that the Charter and the Bylaws of the World Service Board are legal instruments; that the Trustees are thereby fully empowered to manage and conduct all of the world services affairs of Cocaine Anonymous. It is further understood that the Conference Charter itself is not a legal document: that it relies instead upon the force of tradition and the power of the C. A. purse for its final effectiveness.
- (8) The Trustees of the World Service Board act in two primary capacities: (a) With respect to the larger matters of overall policy and finance, they are principal planners and administrators. They and their primary committees directly manage these affairs. (b) But with respect to our separately incorporated and constantly active services, the relation of the Trustees is mainly that of custodial oversight that they exercise through their ability to elect all Directors of these entities.
- (9) Good service leaders, together with sound and appropriate methods of choosing them, are at all levels indispensable for our future functioning and safety.
- (10) Every service responsibility should be matched by an equal service authority – the scope of such authority to be always well defined whether by tradition, by resolution, by specific job description or by appropriate charters and bylaws.
- (11) While the trustees hold final responsibility for CA’s world service administration, they should always have the assistance of the best possible standing committees and service boards, staffs and consultants. Therefore, the composition of these underlying committees and service boards, the personal qualifications of their members, the manner of their induction into service, the system of their rotation, the way in which they are related to each other, the special rights and duties of our, staffs and consultants, together with a proper basis for the financial

compensation of these special workers, will always be matters for serious care and concern.

- (12) *General Warranties of the Conference:* In all its proceedings, the World Service Conference shall observe the spirit of C.A. Tradition, taking great care that the conference never becomes the seat of perilous wealth of power; that sufficient operating funds, plus an ample reserve, be its prudent financial principle; that none of the Conference members shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion vote and whenever possible, by substantial unanimity; that no Conference action ever be personally punitive or an incitement to public controversy; that though the Conference may act for the service of Cocaine Anonymous, it shall never perform any acts of government; and that, like the Fellowship of Cocaine Anonymous which it serves, the Conference itself will always remain democratic in thought and action.

## SECTION 2. STRUCTURE

### A) Area

The members of the ASC shall consist of DSRs, WSCDs, the ASB and Committee chairpersons from all standing committees. All members of the ASC shall each have one vote, except for committee chairpersons who have no vote, and the ASC Chairperson, who votes only in the event of a tie.

The Los Angeles Area of Cocaine Anonymous is comprised of four (4) Districts: Long Beach/Compton, South Bay Beach Cities, South Central Los Angeles, and Westside/Hollywood.

### B) District

Each district shall create a District Service Committee (DSC). A DSC ought to consist of one or more District Service Representatives (DSR), District officers, including District Chairperson, Vice-Chairperson, Treasurer, Secretary and all Group Service Representatives (GSR) serving the groups in the district.

Each CALA District shall be entitled to one DSR for every ten (10) meetings, or portion thereof, for their respective districts.

## SECTION 3. MEETINGS

The ASC shall meet on the first Tuesday of each month at 7:30 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held the following Tuesday.

## SECTION 4: QUORUM

An ASC meeting quorum shall consist of a simple majority (one-half plus one) of all the voting

members (or their alternates) of the ASC. A quorum (one-half plus one) must be present to conduct business. The only motion that will be considered if there is no quorum present is a motion to adjourn.

#### SECTION 5. DETERMINATION OF A VOTE

The voting members of the ASC include all members of the ASB, DSRs and area WSCDs. Committee chairs (either standing or advisory) do not have a vote. The chairperson of the Executive Board of Directors shall vote only in case of a tie.

A majority is a simple half plus one ( $\frac{1}{2} + 1$ ) of the members voting yeah or nay. Abstentions are considered a non-vote and should not be counted when determining a majority.

Each voting member of the ASC shall have one (1) vote within the ASC, and there shall be no vote by proxy.

#### SECTION 6. REPRESENTATION

##### A) DSRs /Alternate DSRs

- (1) Each District shall elect District Service Representatives (DSRs) and Alternate DSRs.
- (2) Any person serving as a DSR or Alternate DSR shall have one (1) year continuous sobriety and have six (6) months service at the DSC, ASC, or World Service level.
- (3) DSRs shall serve a term of two (2) years and may be re-elected to consecutive terms.

##### B) World Service Conference Delegates/Alternate WSCD

- (1) Each District as well as the WSCDs shall elect a slate of nominees for positions of WSCD and Alternate WSCD.
- (2) The number of WSCD to serve the Area shall be based on World Service Conference guidelines.
- (3) The ASC shall vote to fill all vacant WSCD positions from the pool of Alternate Delegates for the remainder of the unexpired portion of the vacated Delegates term.
- (4) Any person serving as a WSCD or Alternate WSCD to the ASC shall have two (2) years continuous sobriety and have six (6) months active service in CA at the DSC, ASC, or World Service level.

(5) WSCD and Alternate WSCD must have a working knowledge of the Twelve Steps, the Twelve Traditions, the Twelve Concepts of Service and the World Service Conference Charter.

(6) WSCDs shall serve a term of four (4) conferences and may be re-elected.

C) Area Service Board (ASB)- refer to Article 6.

D) Area Committees – refer to Article 7.

## SECTION 7. DUTIES

A) District Service Representatives (DSRs) shall:

- (1) attend all DSC meetings and ASC meetings; and
- (2) be responsible for reporting information between the Area and their respective District, including Area and District Committee reports.

B) WSCDs shall:

- (1) Attend the World Service Conference prepared, in order to be able to vote knowledgeably. After the Conference, the Delegate transmits the information back to their Area;
- (2) encourage their Area to generate funds to help support World Services;
- (3) attend all meetings of the ASC and WSC. Delegates shall familiarize themselves with the issues in their Area and help solve local problems and be available to attend DSC meetings upon request;
- (4) cooperate with the World Service Office in obtaining information;
- (5) serve on a WSC Committee, working closely with other Conference Committee members throughout the year, as well as at the WSC; and
- (6) keep alternate WSCDs fully informed and assist newly elected Delegates.

## SECTION 8. VACANCIES

Vacancies on the ASC shall exist (1) on the death, resignation or removal of a voting member, and (2) whenever the authorized voting members are increased.

The ASC may declare vacant an office of a voting member who has been declared of unsound mind by a final order of court, or convicted of a felony, or has used cocaine or any other mind-

altering substance, during his or her term of office.

A person elected to fill a vacancy as provided in Article 6, Section 7, shall hold office until the next election for that position or until his or her death, resignation or removal from office.

#### SECTION 9. REMOVAL OF ASC VOTING MEMBER

- A) If a voting member of the ASC is absent for 2 consecutive meetings then a motion on the ASC floor, for a vote of no confidence, can be made for their removal from the ASC. It is a two part procedure which requires both of the following:
- (1) A motion for a vote of no confidence must be taken and passed by a 2/3's majority vote in order to bring a motion for removal.
  - (2) A motion for removal must be taken and passed by 2/3's majority vote in order to remove a voting member.
- B) If the members of the ASC have lost confidence of a voting member then a motion on the ASC floor can be made for their removal from the ASC. It is a two part procedure which requires both of the following:
- (1) A motion for a vote of no confidence must be taken and passed by a 2/3's majority vote in order to bring a motion for removal.
  - (2) A motion for removal must be taken and passed by 2/3's majority vote in order to remove a voting member.

### **ARTICLE 5. DIRECTORS**

#### SECTION 1. NUMBER

The Corporation shall have not less than five (5) or more than ten (10) Directors and collectively they shall be known as the Area Service Board (ASB). The ASB shall consist of five (5) Executive Officers and four (4) District board members serving the South Bay Beach Cities, Long Beach/Compton, South Central Los Angeles, and Westside/Hollywood. The number may be changed by amendment of these Bylaws, or by the repeal of these Bylaws and adoption of new Bylaws, as provided in these Bylaws.

The Executive Officers of the ASB are the Chairperson, Vice-Chairperson, Treasurer, Secretary and Director-At-Large.

#### SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required to permit to be

taken or approved by the members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the ASB.

### SECTION 3. DUTIES

It shall be the duties of the Directors to:

- (1) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation or by these Bylaws;
- (2) appoint and remove, employ and discharge, and, except as provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (3) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (4) meet any such times and places as required by these Bylaws; and
- (5) register their addresses with the Secretary of the Corporation. Notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### SECTION 4. TERMS OF OFFICE

Each Director shall hold office for a period of two (2) years and may be re-elected to consecutive terms. This includes the area service board including area officers: chairman, vice chairman, director-at-large, treasurer, secretary, all district chairpersons and all district service representatives. Districts will have the option of adopting this amendment for their vice-chairpersons, secretaries and treasurers.

### SECTION 5. COMPENSATION

Directors shall serve without compensation.

### SECTION 6. PLACE AND TIME OF REGULAR MEETINGS

Meetings shall be held at the principal office of the Corporation unless written notice is otherwise provided to the entire ASB fifteen (15) days prior to the meeting.

Regular meetings of the ASB shall be held on the last Tuesday of every month at 7:30 p.m. unless such day falls on a legal holiday, in which event the regular meeting shall be held the previous week or as pre-determined by the ASB.

## SECTION 7. SPECIAL MEETINGS

Special meetings of the ASB may be called by the Chairperson of the Executive Board, the Secretary, or by any two (2) Directors, and such meetings shall be held at the place, within the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

## SECTION 8. NOTICE OF MEETINGS

Regular meetings of the ASB may be held without notice.

Special meetings of the ASB shall be held upon four (4) days notice by first class mail or forty-eight (48) hours notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the Telegram Company. Such notices shall be addressed to each Director at his or her address as shown in the books of the Corporation.

Notice of the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting.

Notice shall be given of the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## SECTION 9. CONSENT OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any ASB meeting need not be specified in the notice.

## SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the ASB, however called and noticed or wherever held, are as valid as though the meeting had been held after proper call and notice, provided a quorum, as herein defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals, shall be filed with the corporate records or made part of the minutes of the meeting.

## SECTION 11. QUORUM FOR THE MEETINGS

A quorum shall consist of a simple majority (one-half plus one) of all the voting members (or their alternates) of the ASB. A quorum (one-half plus one) must be present to conduct business. The only motion that will be considered if there is no quorum present is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting,

other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 8 of this Article.

#### SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the ASB, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the ASB.

#### SECTION 13. CONDUCT OF MEETINGS

Meetings of the ASB shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice-Chairperson of the ASB.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law.

The Area Secretary shall note all resolutions by the ASB.

#### SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the ASB under any provision of law may be taken without a meeting, if all members of the ASB shall individually or collectively consent in writing to such action. For the purpose of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the preceding Board meeting. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the ASB without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

#### SECTION 15. VACANCIES

Vacancies on the ASB shall exist (1) on the death, resignation or removal of a Director, and (2) whenever the authorized Directors are increased.

The ASB may declare vacant an office of a voting member who has been declared of unsound mind by a final order of court, or convicted of a felony, or has used cocaine or any other mind-altering substance, during his or her term of office.

A person elected to fill a vacancy as provided in Article 6, Section 7, shall hold office until the next election for that position or until his or her death, resignation or removal from office.

#### SECTION 16. REMOVAL OF ASB MEMBER

- A) If a member of the ASB is absent for 2 consecutive meetings then a motion on the ASC floor, for a vote of no confidence, can be made for their removal from office. It is a two part procedure which requires both of the following:
- (1) A motion for a vote of no confidence must be taken and passed by a 2/3's majority vote in order to bring a motion for removal.
  - (2) A motion for removal must be taken and passed by 2/3's majority vote in order to remove an ASB member.
- B) If the members of the ASC have lost confidence of an ASB member then a motion on the ASC floor can be made for their removal from office. It is a two part procedure which requires both of the following:
- (1) A motion for a vote of no confidence must be taken and passed by 2/3's majority vote.
  - (2) A motion for a vote for the removal of such member from office must be taken and passed by 2/3's majority vote.

#### SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is or was a Director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person may be indemnified against expenses actually or reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings may be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE 6. EXECUTIVE OFFICERS

### SECTION 1. NUMBER OF ASB EXECUTIVE OFFICERS

The Executive Officers of the Corporation shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Director at Large.

### SECTION 2. QUALIFICATIONS OF THE ASB EXECUTIVE OFFICERS

#### A) Chairperson

Any person serving as Chairperson of the ASB shall:

- (1) have at least three (3) years of continuous sobriety;
- (2) have at least one (1) year of previous service at the ASC, DSC and/or WSC level, experience as a standing committee chair, or as a member of a District Board of Directors;
- (3) have experience in managerial duties and possess administrative skills;
- (4) have a working knowledge of the Twelve Traditions, the Twelve Concepts of World Service and the CALA Bylaws; and
- (5) be skilled in the application of Robert's Rules of Order.

#### B) Vice-Chairperson

Any person serving as Vice-Chairperson of the ASB shall:

- (1) have at least two (2) years of continuous sobriety;
- (2) have at least one (1) year of previous service at the ASC, DSC and/or WSC level;
- (3) have experience in managerial duties and possess administrative skills;
- (4) have a working knowledge of the Twelve Traditions, the Twelve Concepts of World Service and the CALA Bylaws; and
- (5) be skilled in the application of Robert's Rules of Order.

#### C) Secretary

Any person serving as Secretary of the ASB shall:

- (1) have at least one (1) year of continuous sobriety;

- (2) have at least six (6) months of previous service at the ASC, DSC and/or WSC level;
- (3) have experience in secretarial duties and possess PC skills; and
- (4) have a working knowledge of the Twelve Traditions, the Twelve Concepts of World Service and the CALA Bylaws.

D) Treasurer

Any person serving as Treasurer of the ASB shall:

- (1) have at least three (3) years continuous sobriety;
- (2) have two (2) years of service at the ASC, DSC and/or WSC level;
- (3) have a working knowledge of the CALA Finance Committee Guidelines (i.e. having been a member of Finance Committee, Convention Committee, etc.);
- (4) have an accounting background to include practical financial knowledge and the filing of corporate state and federal tax returns;
- (5) pass Telecredit report and be bondable;
- (6) have a working knowledge of the Twelve Traditions, the Twelve Concepts of World Service and the CALA Bylaws; and
- (7) be gainfully employed or provide proof of financial stability.

E) Director At Large

Any person serving as Director At Large of the ASB shall:

- (1) have two (2) years of continuous sobriety;
- (2) have at least six (6) months of previous service at the DSC, ASC and/or WSC level;
- (3) be skilled in the application of Robert's Rules of Order; and
- (4) have a working knowledge of the Twelve Traditions, the Twelve Concepts of World Service and the CALA Bylaws.

SECTION 3. ASB NOMINATIONS

All persons nominated for the Executive Offices must submit a written resume, to include but not be limited to CA service, to the Secretary of the ASB within seventy-two (72) hours of being nominated or they may be disqualified. The Secretary will then make available a list of nominees, by position, and their resumes to the current voting members of the ASC at the next scheduled ASC meeting.

A) Executive Officers

(1) Chairperson and Secretary

Nominations for these ASB positions shall be held at their regular ASC meeting no later than the May ASC meeting every other year.

(2) Vice Chairperson and Director-At-Large

Nominations for these ASB positions shall be held at their regular ASC meeting no later than the November ASC meeting every other year.

(3) Treasurer

Nominations for this ASB position shall be held at the regular ASC meeting no later than the March ASC meeting every other year.

B) District Officers

(1) The Westside/Hollywood District and the South Bay Beach Cities District Chairpersons and Vice-Chairpersons.

(a) These Districts shall hold nominations for their Chairpersons at their regular district meeting no later than November every other year.

(b) These Districts shall hold nominations for their Vice-Chairpersons at their regular district meeting no later than November every other year.

(2) The South Central Los Angeles District and Long Beach/Compton District Chairpersons and Vice-Chairpersons.

(a) These Districts shall hold nominations for their Chairpersons at their regular district meeting no later than May every other year.

(b) These Districts shall hold nominations for their Vice-Chairpersons at their regular district meeting no later than May every other year.

SECTION 4. ASB ELECTIONS

A) Executive Officers

(1) Chairperson and Secretary

Elections for these Board positions will be held at the ASC meeting in June every other year.

(2) Vice-Chairperson and Director At Large

Elections for these Board positions will be held at the ASC meeting in December every other year.

(3) Treasurer

Elections for this Board position will be held at the ASC meeting in April every other year.

B) District Officers

(1) The Westside-Hollywood and South Bay Beach Cities District Chairpersons and Vice Chairpersons:

These districts shall hold elections for their Chairpersons and Vice-Chairpersons at their regular district meeting in December every other year.

(2) The South Central Los Angeles and Long Beach/Compton District Chairpersons and Vice-Chairpersons:

These Districts shall hold elections for their Chairpersons and Vice-Chairpersons at their regular district meeting in June every other year.

SECTION 5. DUTIES OF THE EXECUTIVE OFFICERS OF THE ASB

All members of the ASB shall attend all regularly scheduled meetings of the ASB and the ASC.

A) Duties of the Chairperson of the ASB

The Chairperson shall:

(1) preside over meetings and supervise the affairs of the Corporation and activities of its officers.

(2) vote only in accordance with Robert's Rules of Order;

(3) shall perform any and all duties imposed upon them by law, by the Articles of

Incorporation of this Corporation, and in accordance with these Bylaws.

B) Duties of the Vice-Chairperson of the ASB

The Vice-Chairperson shall:

- (1) in the absence or disability of the Chairperson, assume their duties;
- (2) oversee all Standing Committees by meeting regularly with all committee chairpersons;
- (3) in the absence of a committee of 3 members or more, shall be responsible for filling Standing Committee Chair vacancies, and the removal of them for cause(s) as outlined in these bylaws; and
- (4) in general, perform all duties that may be assigned to them by the ASB.

C) Duties of the Secretary of the ASB

The Secretary shall:

- (1) keep at the principal office of the Corporation the original or a copy of the Bylaws as amended to date;
- (2) record and keep at the principal office of the Corporation and at such other place as the ASB may determine, a book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (3) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (4) be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which, on behalf of the Corporation under its seal, is authorized by law or by these Bylaws;
- (5) exhibit at all reasonable times to any Director of the Corporation, or to their agent or attorney, on request thereof, the Bylaws and minutes of the proceedings of the Directors of the Corporation;
- (6) make sure that the Articles of Incorporation are current and filed with the Secretary of State;
- (7) maintain and update all permits and licenses required by the city where the

principal office is located; and

- (8) perform all duties incidental to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to them by the ASB.

#### D) Duties of the Treasurer of the ASB

Subject to the provisions of these Bylaws relating to Article 8, Section 1, "Execution of Instruments, Deposits and Funds," the Treasurer of the ASB shall:

- (1) have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (2) deposit of such funds shall be in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the ASB or required by law;
- (3) be a co-signor on all ASC Bank Accounts;
- (4) receive and record donations and revenues paid to the Corporation from any source as defined in these bylaws under Article 8, Section 4 entitled "Funding";
- (5) transfer, disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the ASB, receiving proper vouchers for such disbursements in accordance with Article 8, Sections 2 & 3 of these Bylaws;
- (6) keep and maintain current and correct records and accounts of the Corporation's properties and business transactions, including records and accounts of its assets, liabilities, receipts, disbursements, gains, and losses independent of those records and accounts kept and maintained by outside entities;
- (7) maintain necessary financial books and employ a firm of certified public accountants (CPA) as approved by the ASB;
- (8) make or cause to be made all timely financial filings with regulatory agencies (e.g. federal, state and local taxes, nonprofit corporation forms, etc.);
- (9) submit written, detailed and complete monthly financial reports of all revenues and expenses and balances to the Finance Committee, ASB and ASC. Failure to provide such a written report at two consecutive ASB meetings shall constitute grounds for removal from office;
- (10) make available at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney upon request;

- (11) ensure that the books of the Corporation are open to all members of the fellowship subject to a formal written request through their DSR. Such requests shall be handled in a timely manner;
- (12) perform all duties incident to the office of the Treasurer of the ASB and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned from time to time by the ASB; and
- (13) act as an *ex officio* member of the Finance Committee.

E) Duties of the Director-At-Large of the ASB

The Director-At-Large shall:

- (1) act as parliamentarian and be responsible for application of Robert's Rules of Order; and
- (2) perform all duties that may be assigned to them from time to time by the Executive Board of Directors.

**SECTION 6. DUTIES OF THE DISTRICT REPRESENTATIVES OF THE ASB**

District Chairpersons shall represent the district to which they have been elected on the ASB.

In the absence of the District Chairperson, the District Vice-Chairperson shall assume their responsibilities and duties.

**SECTION 7. VACANCIES**

All Executive ASB vacancies will be handled by the Chairperson for a temporary replacement until the next ASC meeting, at which time elections will be held to fill the vacancy until the next scheduled elections as outlined in section 4 of this Article.

**ARTICLE 7. COMMITTEES**

**SECTION 1. COMMITTEES**

All committees are subordinate to the body that appoints them with their duties and authority and the number of regular meetings and quorum as defined by their parent body and/or its authority.

All committee Guidelines and procedures must be ratified by both the ASB and the ASC prior to implementation.

All committees shall submit a written report to their appointing body at each regular meeting of that body.

A) Standing Committees

The ASC shall maintain the following standing committees:

- (1) Hospitals and Institutions
- (2) Public Information
- (3) Telephone/Hotline
- (4) Activities
- (5) Bylaws
- (6) Finance
- (7) Convention
- (8) Archives
- (9) Accreditation
- (10) Directory
- (11) Website

B) Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the ASC or ASB. These other committees shall act in an advisory capacity only to the appointing body and shall be clearly titled as "advisory" committees. These advisory committees shall submit a proposed budget to the ASB prior to any expenditure or that expenditure may not be reimbursed.

SECTION 2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by the provisions of these Bylaws concerning meetings of the ASB. The time for regular meetings of committees may be fixed by resolution of the Committee. The appointing body may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws.

SECTION 3. DUTIES OF STANDING COMMITTEES

A) Subject to the provisions outlined in Articles 8 and 9 of these Bylaws, these committees shall:

- (1) Maintain and keep on file at central office a set of ASC ratified Guidelines and Procedures for that committee; and
- (2) submit a proposed annual budget to the Finance Committee not later than ninety (90) days prior to the start of the fiscal year (January 1).

B) Submit a written report of activities at each meeting of the ASB and the ASC.

#### SECTION 4. PURPOSE AND DUTIES OF THE FINANCE COMMITTEE

##### A) Statement of Purpose and Duties

The Finance Committee is responsible for assisting the Treasurer of the ASC in all matters pertaining to records, finances, income and expenditures of the ASC.

##### B) Function

This committee makes recommendations to the ASB on all matters pertaining to the administration and operation of the finances and expenditures of the ASC.

The Finance Committee shall generate the annual report as per Article 9, Section 4 of these Bylaws.

##### C) Committee makeup

The voting members of the Finance Committee shall include:

- (1) Finance Committee Chairperson (votes in event of tie)
- (2) Finance Committee Vice-Chairperson
- (3) ASC Treasurer
- (4) Finance Committee Secretary
- (5) Up to three (3) non-ASC voting members
- (6) Four District Treasurers
- (7) Treasurers of all other ASC standing committees

#### SECTION 5. QUALIFICATIONS OF THE FINANCE COMMITTEE CHAIRPERSON

The Finance Committee Chairperson shall:

- (1) have a minimum two (2) years, suggested three (3) years continuous sobriety;
- (2) have an accounting background to include practical financial knowledge and the filing of corporate state and federal tax returns;
- (3) have served as an active, voting member of the finance committee for one (1) year immediately prior to assuming Chairperson position;
- (4) have the necessary time available to engage in the CA service activity required of this position; and
- (5) serve a two (2) year term and should not serve in any other capacity in either the ASC or on any other standing committees during their term. The chairperson cannot succeed themselves.

## **ARTICLE 8. DISTRICT SERVICE COMMITTEE**

### **SECTION 1. OPERATIONAL GUIDELINES**

CALA's District Service Committee(s) (DSC) shall operate under the guidelines of the Twelve Traditions and Twelve Concepts as adopted by the World Services Conference.

See Article 4, Section 1 of the CALA Bylaws.

### **SECTION 2. STRUCTURE**

Each district shall create a District Service Committee (DSC). A DSC shall consist of one Group Service Representative (GSR) from each accredited meeting within the District, District Service Representatives (DSR), Committee Chairs, and District officers. Officers of the District Board of Directors include Chairperson, Vice-Chairperson, Treasurer and Secretary.

### **SECTION 3. MEETINGS**

DSC meetings shall hold regular monthly meetings.

### **SECTION 4: QUORUM**

A DSC meeting quorum shall consist of a one-third of all the voting members (or their alternates) of the DSC. A quorum (one-third) must be present to conduct business. If a quorum is not present, reports and the exchange of information may take place. However, the only motion that may be considered is a motion to adjourn.

### **SECTION 5. DETERMINATION OF A VOTE**

The voting members of the DSC shall include all GSRs (or their alternate), all DSRs (or their alternate), and the District Officers including the Chairperson, Vice-Chairperson, Treasurer and Secretary. The District chairperson shall vote only in the event of a tie. Committee chairs (either standing or advisory) do not have a vote.

A majority is a simple half plus one ( $\frac{1}{2} + 1$ ) of the members voting yeah or nay. Abstentions are considered a non-vote and should not be counted when determining a majority.

Each voting member of the DSC shall have one (1) vote within the DSC, and there shall be no vote by proxy.

### **SECTION 6. TERMS OF SERVICE**

All District Service Chairpersons and District Service Representatives shall serve a term of two

(2) years. All other District Service Committee members shall serve a term of one (1) year, and may be reelected. In the spirit of rotation, it is suggested that no District Service Committee member exceed two (2) consecutive terms.

## SECTION 7. REPRESENTATION & QUALIFICATIONS

### A) GSRs /Alternate GSRs

- (1) Each accredited meeting shall elect a Group Service Representative (GSR) and an Alternate GSR.
- (2) Any person serving as a GSR shall have one (1) year continuous sobriety and an Alternate GSR shall have six (6) months continuous sobriety.

### B) DSRs /Alternate DSRs

Each District shall elect District Service Representatives (DSRs) and Alternate DSRs.

- (1) Any person serving as a DSR or Alternate DSR shall have one (1) year continuous sobriety and have six-(6) months service at the DSC, ASC, or World Service level.
- (2) Each District shall elect one (1) DSR for every ten (10) meetings, or portion thereof.

### C) District Chairperson

Any person serving as Chairperson of a DSC shall:

- (1) have at least two (2) years of continuous sobriety;
- (2) have at least one (1) year of active service in CA at the District/Area level; and
- (3) have a working knowledge of the Twelve Traditions, the Twelve Concepts of World Service and the CALA Bylaws; and be familiar with the application of Robert's Rules of Order.

### D) District Vice-Chairperson

Any person serving as Vice-Chairperson of the DSC shall:

- (1) have at least two (2) years of continuous sobriety;
- (2) have at least one (1) year of active service in CA at the District/Area Level; and
- (3) have a working knowledge of the Twelve Traditions, the Twelve Concepts of

World Service and the CALA Bylaws; and be skilled in the application of Robert's Rules of Order.

E) District Secretary

Any person serving as Secretary of the DSC shall:

- (1) have at least one (1) year of continuous sobriety;
- (2) have at least six (6) months of active service in CA; and
- (3) have experience in secretarial duties and possess PC skills.

F) District Treasurer

Any person serving as Treasurer of the DSC shall:

- (1) have at least two (2) years continuous sobriety;
- (2) have one (1) year of active service in CA; and
- (3) be gainfully employed or provide proof of financial stability.

SECTION 8. DUTIES

A) General Service Representatives (GSR):

GSRs shall attend all DSC meetings; and be responsible for conveying information between the District/Area and their respective meeting, including Area and District Committee reports.

B) District Service Representatives (DSR)

DSRs shall:

- (1) attend DSC meetings and ASC meetings;
- (2) be responsible for conveying information between the Area and their respective District, including Area and District Committee reports; and
- (3) perform any and all duties imposed upon them by the DSC.

C) District Chairperson

District Chairperson shall:

- (1) preside over DSC meetings and supervise the affairs and activities of their

district;

- (2) determine the agenda for all District meetings (regular or special);
- (3) attend all ASB, ASC and DSC meetings;
- (4) attend Area standing committee meetings when the District committee chairperson is unable to attend;
- (5) perform any and all duties imposed upon them by their district representatives, the ASB and/or the ASC, and in accordance with these Bylaws; and
- (6) be a co-signor on all DSC bank accounts.

D) District Vice-Chairperson

District Vice-Chairperson shall:

- (1) attend all DSC meetings;
- (2) in the temporary absence of the Chairperson, assume their duties;
- (3) act as parliamentarian and be responsible for application of Robert's Rules of Order;
- (4) in the absence of a committee of 3 members or more, shall be responsible for filling Standing Committee Chair vacancies, and the removal of them for cause(s) as outlined in these bylaws;
- (5) oversee all Standing Committees by meeting regularly with all committee chairpersons;
- (6) in general, perform all duties that may be assigned to them by the DSC; and
- (7) may act as a co-signor on DSC bank accounts, as needed.

E) District Secretary

District Secretary shall:

- (1) Attend all DSC meetings;
- (2) record and keep a book of minutes of all meetings of the DSC recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof;

(3) perform all duties incidental to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to them by the DSC; and

(4) may act as a co-signor on all DSC bank accounts, as needed.

F) District Treasurer

District Treasurer shall:

Subject to the provisions of Article 8 of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the District Treasurer shall:

(1) attend all meetings of the DSC;

(2) have charge and custody of, and be responsible for, all funds of the District;

(3) receive and record donations and revenues paid to the District from any source as defined in these Bylaws under Article 8, Section 4 of these Bylaws;

(4) deposit such funds in the name of their District in such banks, trust companies or other depositories as shall be selected by the DSC or required by law within 48 hours of receipt of funds;

(5) be a co-signor on all DSC Bank Accounts;

(6) transfer, disburse, or cause to be disbursed, the funds of the District as may be directed by the DSC, receiving proper vouchers for such disbursements in accordance with Article 8, Sections 2 & 3 of these Bylaws;

(7) submit written, detailed and complete monthly financial reports of all revenues and expenses and balances to the Finance Committee and the DSC. Failure to provide such a written report at two consecutive Finance or DSC meetings shall constitute grounds for removal from office;

(8) make available at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney upon request;

(9) ensure that the books of the District are open to all members of the fellowship subject to a formal written request through their GSR. Such requests shall be handled in a timely manner;

(10) perform all duties incidental to the office of the Treasurer of the DSC and such other duties as may be required by law, or by these Bylaws, or which may be assigned from time to time by the DSC or ASB;

- (11) act as co-chair (*ex officio member*) of all district events;
- (12) act as an *ex officio* member of the Finance Committee;
- (13) secure an area in which to conduct accounting at all events;
- (14) cash collection and recordkeeping and auditing should be kept separate and conducted by separate individuals;
- (15) monies maintained in a general account should be limited to no more than two months operating expenses to curtail embezzlement;
- (16) receipts and/or invoices must be obtained and maintained for any and all expenditures; and
- (17) copies of all invoices and checks shall be maintained.

#### SECTION 9. DSC NOMINATIONS

All persons nominated for elected offices of the a District Service Committee shall submit copies of a written resume, to include but not be limited to C.A. service at the DSC meeting following their nomination. Nominees should submit enough resume copies for all representatives who attend their District meeting.

##### A) Chairperson and Vice-Chairperson

- (1) Nominations in the Westside/Hollywood and the South Bay Beach Cities Districts will be held at their regular district meeting no later than November of each year for the vice-chairperson and every other November for the chairperson.
- (2) Nominations in the South Central and the Long Beach/Compton Districts will be held at their regular district meeting no later than May of each year for the vice-chairperson and every other May for the chairperson.

##### B) Secretary and Treasurer

- (1) Nominations in the Westside/Hollywood and the South Bay Beach Cities Districts will be held at their regular district meeting no later than May of each year.
- (2) Nominations in the South Central and the Long Beach/Compton Districts will be held at their regular district meeting no later than November of each year.

##### C) DSRs

Nominations for these positions will be at the discretion of each district.

## SECTION 10. DSC ELECTIONS

### A) Chairperson and Vice-Chairperson

- (1) Elections in the Westside/Hollywood and the South Bay Beach Cities Districts will be held at their regular district meeting no later than December of every other year for the Chairperson and each year in December for the Vice-Chairperson.
- (2) Elections in the South Central and the Long Beach/Compton Districts will be held at their regular district meeting no later than June every other year for the Chairperson and each year in June for the Vice-Chairperson.

### B) Secretary and Treasurer

- (1) Elections in the Westside/Hollywood and the South Bay Beach Cities Districts will be held at their regular district meeting no later than June of each year.
- (2) Elections in the South Central and the Long Beach/Compton Districts will be held at their regular district meeting no later than December of each year.

### C) DSRs

Elections for these positions can be scheduled either at the time of regular elections for the above offices or at the discretion of each district.

## SECTION 11. VACANCIES

Vacancies on the DSC shall exist (1) on the death, resignation or removal of a voting member, and (2) whenever the authorized voting members are increased.

The DSC may declare vacant an office of a voting member who has been declared of unsound mind by a final order of court, or convicted of a felony, or has used cocaine or any other mind-altering substance, during his or her term of office.

A person elected to fill a vacancy as provided in Article 6, Section 7, shall hold office until the next election for that position or until his or her death, resignation or removal from office.

## SECTION 12. REMOVAL OF DSC VOTING MEMBER

A) If a voting member of the DSC is absent for 2 consecutive meetings then a motion on the DSC floor, for a vote of no confidence, can be made for their removal from the DSC. It is a two part procedure which requires both of the following:

- (1) A motion for a vote of no confidence must be taken and passed by a 2/3's majority

vote in order to bring a motion for removal.

(2) A motion for removal must be taken and passed by 2/3's majority vote in order to remove a voting member.

B) If the members of the DSC have lost confidence of a voting member then a motion on the DSC floor can be made for their removal from the DSC. It is a two part procedure which requires both of the following:

(1) A motion for a vote of no confidence must be taken and passed by a 2/3's majority vote in order to bring a motion for removal.

(2) A motion for removal must be taken and passed by 2/3's majority vote in order to remove a voting member.

### SECTION 13. DISTRICT COMMITTEES

All District committees are subordinate to the body that appoints them. District committees shall be responsive to their respective Area committees. All committees shall submit a written report to their District at the regular meeting of the DSC.

A) DSC Standing Committees

A district shall maintain any or all of the following standing committees:

- (1) Accreditation
- (2) Activities
- (3) Archives
- (4) Bylaws
- (5) Chips & Literature
- (6) Convention
- (7) Hospitals and Institutions
- (8) Public Information
- (9) Telephone/Hotline
- (10) Unity
- (11) Webmaster

B) Other Committees

A DSC may have other committees that act in an advisory capacity to the appointing body and shall be clearly titled as "advisory" or "*ad hoc*" committees.

### SECTION 14. DISTRICT COMMITTEE CHAIRS

A) District Committee Chairpersons: (H&I, phones, activities, etc.)

Any person serving as Committee Chairperson of the DSC shall:

- (1) have at least one (1) year of continuous sobriety;
- (2) have at least six (6) months of active service in CA; and
- (3) be willing to serve a one year term, with a maximum of two consecutive terms of service.

District Committee Chairs shall be *ex officio* members of their respective Area committee.

## **ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### SECTION 1. EXECUTION OF INSTRUMENTS

The ASB, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 to render it liable monetarily for any purpose or in any amount.

### SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the ASC (or as otherwise required by law) checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation; including but not limited to the operating & trust accounts, shall be signed by any two (2) of the five (5) Executive Officers of the ASB (Chair, Vice-Chair, Secretary, Treasurer and/or Director at Large).

All resolutions by the ASC shall be noted by the Area Secretary.

### SECTION 3. DEPOSITS & TRANSFERS

All funds of the Corporation shall be deposited by any officer or agent as determined by resolution of the ASC within forty-eight (48) hours of receiving such funds. Said deposits shall be made to the credit of the Corporation in such banks, trust companies or other depositories as the ASB may select, in accordance with the California Nonprofit Public Benefit Corporation Law.

All transfers of funds between accounts require two (2) authorized signatures. No electronic or telephone transfers are to be permitted.

### SECTION 4. FUNDING

The ASB or ASC may accept on behalf of the Corporation contributions of gifts of money for the stated purposes of the Corporation, only from individual COCAINE ANONYMOUS groups, their members or any event formed by such groups. In accordance with the Cocaine Anonymous World Service Conference, donations from an individual may not exceed \$2,500 per year.

## SECTION 5. FINANCIAL RECORDS

All financial records of CALA and all of its committees including, but not limited to, bank statements, canceled checks, bank records, tax returns, tax notices, letters, records, accounting firm's correspondence, budgets, accounts receivable, accounts payable, merchandise sales records (i.e. chips, literature, books, memorabilia, etc.) shall be mailed and/or delivered directly to CALA and kept on permanent file there. Only copies of any such documents/records may be removed from the offices of CALA.

## **ARTICLE 10. CORPORATE RECORDS, REPORTS AND SEAL**

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the state of California:

- (1) minutes of all meetings of the ASB and ASC, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (2) adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- (3) a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, of the Corporation at all reasonable times during office hours.

### SECTION 2. CORPORATE SEAL

The ASB shall maintain and keep the corporate seal at the principal office of the Corporation.

### SECTION 3. DIRECTORS INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

### SECTION 4. ANNUAL REPORT

The ASB shall cause an annual report to be furnished no later than one hundred and twenty (120)

days after the close of the fiscal year to all members of the ASC. The report shall contain the following information in appropriate detail:

- (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (2) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year; and
- (4) the annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

## **ARTICLE 11. FISCAL YEAR**

### SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE 12. BYLAWS**

### SECTION 1. AMENDMENTS

Subject to any provision of law applicable to the amendment of Bylaws of public nonprofit corporation, these Bylaws, or any portion of them, may be altered, amended or repealed, and any new Bylaw(s) adopted as follows:

- (1) subject to the power of the members, if any, to change or repeal these Bylaws under Section 5150 of the California Nonprofit Public Benefit Corporation Law code, by approval of the ASB and ASC unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended or repealed except as provided in subparagraph (b) of this section; and
- (2) by approval of the ASC of this Corporation.

### SECTION 2. PROCEDURE FOR SUBMISSION OF PROPOSED BYLAW AMENDMENTS

All proposed amendments to these Bylaws shall be submitted to the Bylaw committee, in

writing, which will evaluate the impact of proposed changes and report to the ASB.

### **ARTICLE 13. AMENDMENT OF ARTICLES OF INCORPORATION**

After members have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the ASB and by approval of the members of the ASC.

### **ARTICLE 14. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or profits from the operations of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the ASB, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Area Service Board of said Corporation on the date set forth above.

Date: \_\_\_\_\_, 2009

\_\_\_\_\_  
Secretary