

BYLAWS OF THE ARIZONA AREA OF CA, INC.
(Amended 18 June 2017)

These Bylaws (referred to as the "Bylaws") govern the affairs of the Arizona Area of CA, Inc. (referred to as the "Area") a nonprofit corporation organized under the Arizona Non-Profit Corporation Act (referred to as the "Act").

PURPOSE OF THE AREA

The primary purpose and function of the Area is to conduct the business of the Arizona Area of Cocaine Anonymous and to facilitate the unification of its Districts by keeping in frequent contact with them, learning their problems and sharing ways to contribute to their growth and well-being. The most important function of the Area is to serve the needs of the local Districts. Other important functions of the Area may include the distribution of chips and literature, maintaining an updated meeting list, handling the financial contributions of the Districts and Area and communicating with the Cocaine Anonymous World Service Office ("CAWSO"). The Area should establish a permanent mailing address and bank account. The Area should also aid in the communication and coordination of conventions and other special events to promote and ensure unity within the Area. The Area should establish and maintain Standing Committees consistent with the service structure as outlined in the Cocaine Anonymous World Service ("CAWS") Manual.

SUPPLEMENTAL MATERIALS

These Bylaws (including definitions and terms used in these Bylaws) are supplemented by the Area Guidelines ("Guidelines"), the Twelve Steps, Twelve Traditions, Principles and Twelve Concepts of Cocaine Anonymous, the CAWS Manual and related materials and shall be interpreted and guided in conjunction with these supplemental materials wherever possible to further the purpose of Cocaine Anonymous and of the Area. Robert's Rules of Order shall be the protocol prescribed to conduct the business of the Area, as described in the current CAWS Manual and current Robert's Rules of Order publications. In the event of a conflict between the Bylaws and any of the supplemental materials, the Bylaws shall control.

ARTICLE 1 - OFFICES

Principal Office

1.01. The principal office of the Area shall be located in the state of Arizona as the Area Service Committee may determine from time to time. The Members of the Area, by majority vote, may change the location of any office of the Area.

Registered Office and Registered Statutory Agent

1.02. The Area shall comply with the requirements of the Act and maintain a registered office and registered agent in Arizona. The registered office may, but need not, be identical with the Area's principal office in Arizona. The Members of the Area may change the registered office and the registered statutory agent as provided in the Act. When changing the statutory agent, the incoming agent will be the current Financial Director (Treasurer Officer).

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ARTICLE 2 - MEMBERS

One Class of Members

2.01. The Area shall have one class of Members, specifically the voting participants of the Area Service Committee.

Qualification and Admission of Members

2.02. Members of the Area shall comprise the Area Service Committee, shall be natural persons and shall consist of the following described persons: all District Service Representatives and their alternates, District Liaisons, Chairpersons from each authorized Standing Committee of the Area, each Delegate to the World Service Conference, and all Officers of the Area Service Committee. Each such person shall automatically become a member of Area upon their appointment to any of the above-described positions and shall cease to be a member of the Area upon the termination of their term, resignation, withdrawal or removal from such position. A member of the Area carries one vote for the Area position they hold. Any member is limited to a maximum of one vote at any Area Service Committee meeting.

Membership Fees and Dues

2.03. There shall be no Membership fees or dues for Members.

Voting Rights

2.04. Each member shall be entitled to one vote on each matter submitted to a vote of the Members. If a person qualifies as a member by holding more than one Membership position, that member shall have a maximum of one vote. Members who are Officers shall each have only one vote, excluding the Chairperson who shall not vote except to break a tie. Persons who hold an "Alternate" position can only exercise the right to vote when they are present to fulfill their responsibility as an alternate when the primary vote carrier is absent. A person who is present to fulfill their responsibility as an Alternate assumes all the rights of a Member while engaged in that responsibility.

Resolution of Disputes

2.05. In any dispute between Members relating to the activities of the Area, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall bring the matter to the attention of the Area Officers. If the Area Officers determine that the matter is such that it affects the purposes of the Area, the Officers have the responsibility to submit the matter to a vote by the Members of the Area.

Termination of Member

2.06. The Area Service Committee may, by a two-thirds vote, suspend or remove a member from the Area Service Committee, for good cause after a hearing. Good cause may include, but is not limited to dereliction of duty, a lapse of sobriety, actions involving a serious breach of the Traditions, Concepts or principles of Cocaine Anonymous, actions not in the best interest of the Area, or a disability to the extent that it causes the member to be functionally incapable of exercising his or her role or voting rights. The Area Service Committee may not take any action against a member without giving the member adequate notice and an opportunity to be heard. Prior to initiating any formal action to remove a member the Area, Officers shall exercise all reasonable efforts to seek the member's re-commitment or voluntary resignation.

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Resignation

2.07. Any member may resign from the Area by submitting notice of resignation to the Area Officers. The resignation need not be accepted by the Area to be effective.

Waiver of Interest in Area Property

2.08. All real and personal property acquired by the Area shall be owned by the Area. A member shall have no interest in any property of the Area.

ARTICLE 3 - MEETINGS OF MEMBERS

Business Meetings

3.01. There shall be bi-monthly (every 2 months) face-to-face business meetings of the Members held on the third Saturday of every other month. These bi-monthly meeting dates may be changed from time to time as announced by the Officers. The meetings shall take place at such place as may be announced from time to time by the Officers. Although these meetings are regularly scheduled, notification of dates times, location and meeting agenda shall be communicated monthly to all Members. There shall be bi-monthly (every 2 months) remote electronic business meetings of the Members, alternating with the face-to-face meetings. It is suggested the remote business meetings be held by active electronic participation over a weekend, culminating in a conference call style business meeting. These bi-monthly meeting dates may be changed from time to time as announced by the Officers. Although these meetings are regularly scheduled, notification of the dates, times and meeting agenda shall be communicated monthly to all Members.

Electronic Business Meetings

3.01.a. It may be necessary to conduct the business of the Area electronically or remotely. Specific guidelines regarding the protocol and procedure shall be modeled after such communication as set forth in the CAWS Manual and the AZ Area Guidelines.

Special Meetings

3.02. The Chairperson, the Board of Directors, or not less than one third of the Members may call special meetings of the Members with appropriate notice to all Members. Notices of Special Meetings may be made in writing, telephonically, via e-mail, via announcements or any other reasonable manner and notification must include all Members. The notice shall provide the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called.

Informal and Formal Business Definition

3.03. Informal business shall be defined as:

- General discussion;
- Committee reports;
- Reading and approving previous meeting minutes;
- Making and seconding motions;
- Setting meeting times, dates and locations
- Nominations

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Formal business shall be defined as:

- Debate on motions;
- Voting on motions;
- Elections

Quorum

3.04. A quorum shall be established at each Standing Committee meeting by taking a roll call of all votes present at the meeting. The established quorum for that meeting shall consist of 2/3rds of all eligible votes present and shall be in effect for the duration of that meeting. A quorum must be present to conduct formal business at a Standing Committee meeting. The Committee Members may continue to transact informal business even if less than a quorum is present.

There shall be minimum quorum established at the beginning of each business meeting, determined by 2/3^{rds} the number of the attending voting members. This minimum established quorum must be met at any Area Service Committee meeting in order to conduct formal business. Motions may be brought to the floor if less than a minimum quorum is present, but there can be no discussion on a motion until the minimum quorum is present. When a motion is presented with less than the minimum quorum present, the Chairperson will automatically table the motion. Reports may be submitted if less than quorum is present, but said report must be made available to all Members at the time of report and forwarded to all Members not present at the time of the report within 7 calendar days of the initial report presentation.

Voting Procedures

3.05. A simple majority of all votes cast at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless a greater percentage of votes is required by law or the Bylaws. Voting shall be by ballot or by show of hands as set forth in the Guidelines. All elections shall be voted on by secret ballot. If the procedure is not set forth in the Guidelines for a particular voting action, the Chairperson and the parliamentarian shall determine the voting procedure for that action.

ARTICLE 4 - TRUSTED SERVANTS OF THE AREA

The Trusted Servants of the Area are described in the following paragraphs. The recommended qualifications and additional duties of each position shall be set forth in the Area Guidelines as they may be amended from time to time.

AREA SERVICE COMMITTEE

4.01. The purpose of the Area Service Committee is to serve the Area and to guide, counsel and conduct the business affairs and services of the Area of Cocaine Anonymous in Arizona in the spirit of the Twelve Traditions and Twelve Concepts of CAWS.

BOARD OF DIRECTORS

4.02. The Area Board of Directors shall be the same individuals elected for the officer positions as described in section 4.09 (i.e. serve 2 roles). The purpose of the Board of Directors (collectively the "Board") is to serve the Area and to facilitate the business affairs and services

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of the Area Service Committee in the spirit of the Twelve Traditions and Twelve Concepts of CAWS. Specifically, the Board of Directors is charged with (i) producing bi-annual (2 times per year) reports regarding the status of the Area, making their findings available to the fellowship; (ii) the oversight of all necessary legal documentation pertaining to the Arizona Corporation Commission, State and Federal tax returns where applicable; (iii) maintaining the web hosting services, registered domain names and the functionality of the internet accounts in general; (iv) all functions associated with the Arizona Area general liability insurance policy including but not limited to ensure that all filings, applicable fees, premiums and payments are processed as required and to keep all such documentation up to date, accurate and readily available to the fellowship on a continual basis.

Number and Tenure of Directors

4.03. The Board of Directors shall consist of five Directors: Chairperson, Vice-Chairperson, Secretary, Financial Director (Treasurer Officer), and Information Technology Director (Web Servant). Each shall serve a term of two years. These positions are separate and distinct from the Area Officer positions. Members of the Board shall not have a vote on the Area Service Committee in their role as a Director.

Directors Meetings

4.04. There shall be a bi-annual (2 times per year) business meeting of the Board of Directors held on dates determined by the Board. All Directors shall attend the meetings, each of whom shall have one vote; no one Board Director shall have more than one vote. The Chairperson shall not vote except to break a tie. Notification of the date and time of these meetings shall be made to the Area fellowship at least 30 days prior to the meeting date. The meetings shall take place at such place as may be announced from time to time by the Board. A report of each bi-annual must be presented to the Area Service committee at the first face-to-face Area Service meeting following each bi-annual meeting.

Special Meetings of Directors

4.05. The Chairperson or not less than three Directors may call special meetings of the Directors. Notices of Special Meetings may be made in writing, telephonically, via e-mail, via announcements or any other reasonable manner. The notice shall be provided to all Members and shall provide the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called.

Quorum

4.06. The total number of Board Directors shall constitute a quorum for the transaction of formal business at any meeting of the Board of Directors.

Actions of Board of Directors

4.07. The Board of Directors shall endeavor to act by consensus. However, the vote of a majority of all votes cast by Board voting participants present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the a greater percentage of votes is required by law or the Bylaws. In the event that a Board

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Director is present at a meeting and abstains from voting, the abstention is not included in the count of votes cast. The presence of the abstaining Board Director shall constitute active participation and be part of satisfying the quorum requirements.

Proxies

4.08. A Board Director must be present at a meeting to vote.

OFFICERS OF THE AREA

4.09. There shall be four Officers of the Area with suggested qualifications and sobriety requirements as stated in the Area Guidelines. These Officers shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. Duties and responsibilities not included in the following descriptions may be amended from time to time through the Area Guidelines.

Chairperson: The Chairperson's duties and responsibilities include the following:

- Presides at the Area's bi-monthly meetings, remote meetings and any regular or special meetings of the Members;
- Shall be a co-signer on the Area's banking accounts;
- Responsible for signing contracts entered into by the Area or its Standing Committees, unless otherwise determined by the Members;
- Perform such other duties as commensurate with this position.

Vice-Chairperson: The Vice-Chairperson's duties and responsibilities include the following:

- Perform the duties of Chairperson in the absence of the Chairperson;
- Presides as parliamentarian at Area bi-monthly meetings, remote meetings and any regular or special meetings of the Members;
- Assists the Chairperson in fulfilling the Chairperson's responsibilities;
- Shall be a co-signer on the Area's banking accounts;
- Assists in coordinating all Standing Committee functions;
- Performs such other duties as may be commensurate with this position.

Secretary: The Secretary's duties and responsibilities include the following:

- Keeps the minutes of all the Area's business meetings, Board meetings, and special meetings and provide to Area and Districts Archive Chairs as requested;
- Compiles a draft agenda with input from the chair, and distributes the final agenda to all Members at least 7 days prior to the next bi-monthly meeting;
- Prepares the minutes of all business meetings and Standing Committee reports and distributes them to all Members within 7 days of the meeting's close.
- Obtains written reports from the Area's Standing Committee's and distributes them to all Members at least 7 days prior to the next bi-monthly meeting;
- Keeps records of all election dates and terms of office and scheduling applicable dates for the nomination and election of officers, Directors and other trusted servants;
- Assists in the maintenance and publishing of accurate and up to date Cocaine Anonymous calendars;
- Keeps an accurate record of changes to the Bylaws and Guidelines and assists the Area Structures and Bylaws committee in keeping the Bylaws and Guidelines up to date;

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- Relays any and all information to and from the Officers to and from the Area Service Committee;
- Shall be a co-signer on the Area's banking accounts;
- Performs such other duties as may be commensurate with this position.

Treasurer: The Treasurer's duties and responsibilities include the following:

- Shall be designated as the Primary Account Holder on the Area banking accounts
- Shall be designated as the Statutory Agent for the Area as it pertains to the Corporation Commission; and shall file all necessary paperwork, including but not limited to, annual reports and changes in officers;
- Collects, records and deposits District and Area contributions;
- Pays all debts incurred by the Area;
- Maintains accounting records and prepares and distributes bi-monthly financial statements to the all Members and Area and District Archive chairs as requested;
- Collects and reviews bi-monthly financial reports from all Standing Committees of the Area and providing those reports to all Members;
- Reviews and approves expenditures on behalf of the Area and requests for expenditures by Standing Committees;
- Provides funds to Standing Committees within the Standing Committee's approved budget, provided that there are adequate funds available for such expenditures, in accordance with the procedures set forth in the Guidelines;
- The Treasurer must seek approval for any extraordinary expenditure.

Web Master: The Web Master's duties and responsibilities include the following:

- Chairs the IT committee and coordinates with DITR positions from all districts
- Manages and maintains the website, access, passwords for the area website of Cocaine Anonymous.
- Ensures Area website is current and all postings are added in a timely fashion
- Manages and maintains functionality and members of CA Area Google group and Google Calendar
- Manages web servant email
- Manages domain accounts and hosting

Tenure of Officers

4.10. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall serve for a term of two years. No Officer may serve more than two consecutive full terms in office at the same position.

DELEGATES TO WORLD SERVICE

4.11. The Area shall elect Delegates to World Service from a slate of candidates provided by each District. The number, functions, procedures and requirements of all Delegates shall be determined by and be in accordance with the CAWS Manual and Area Guidelines. It is recommended that Delegates to World Service have a working knowledge of the Twelve Steps, Twelve Traditions and Twelve Concepts for World Service, have at least five years of continuous sobriety and have prior service involvement at the Area level. Delegates should be prepared to attend all business meetings of the Area as well as all Area and District meetings to which they shall be invited from time to time. Delegates must be able to attend the CAWS

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Conference in accordance with the guidelines in the CAWS manual. Delegates should be prepared to attend Regional and Area functions as necessary.

DISTRICT SERVICE REPRESENTATIVE

4.12. The Districts of the Area shall elect District Service Representatives ("DSR"), the number of which shall be determined by and be in accordance with CAWS Manual. The DSR is the essential link between the Home-groups GSR's, the District, the Area, and the Delegates to World Service. The DSR shall be a member of both the District Service Committee and Area

Service Committee and shall relay the group's tenets to the Delegates and the Area Service Committee, and the District Service Committee respectively.

NO COMPENSATION TO TRUSTED SERVANTS

4.13. No Trusted Servant shall receive salaries or any other compensation for their services. A Trusted Servant may serve the Area in any other capacity and receive compensation for those services if approved by the Area Service Committee.

NOMINATION AND ELECTION OF TRUSTED SERVANTS

4.14. The election procedure for Trusted Servants is a four-month process. In the first month, four months prior to an election, the upcoming election is announced at the monthly business meeting. In the second month, nominations are made and seconded, nominees need not be present. In the third month, each nominee shall submit a written service resume and give a verbal presentation of their qualifications. In the fourth month, elections will be conducted on written ballots with a two-thirds majority of all votes cast needed for election. If no nominee has a two-thirds majority after two ballots, the "Third Legacy" procedure shall be followed to complete the election.

The election calendar shall be:

- Delegates in months of January – April; (Term begins in April)
- Board Members and Officers in the months of September – December; (Term begins in January)
- Standing Committee Chairpersons (elected by the respective Standing Committee members, unless the Area is needed if there is not a standing committee to do the election) in the months of September - December; (Term begins in January)

Elections for District Service Representatives are completed at the district level and are not voted upon at the Area Committee. District Service Representative elections occur in the months of January – April; (Term begins in May), unless otherwise determined by the District.

Vacancies

4.15. Any vacancy occurring in the Board of Directors or any other Member position shall be filled by the normal election process. A person elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, and shall assume all the responsibilities of that term. Any member elected to fulfill an unfinished term will retain the right to serve two consecutive full terms of office regardless of the time taken to fulfill the unfinished term. Vacancy procedures for District Service Representatives are completed at the district level and

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will follow the Bylaws and Guidelines of the District as long as those procedures are not in direct conflict with the Bylaws or Guidelines of the Area.

Removal of Elected Trusted Servant

4.16. The Members may vote to remove an elected Trusted Servant at any time, but only for good cause (AS DESCRIBED IN 2.06). A meeting of all Members to consider the removal of a Trusted Servant may be called following the procedures provided in the Bylaws. The notice of the meeting shall state that the issue of possible removal of the Trusted Servant will be on the agenda. The Trusted Servant shall have the right to present arguments at the meeting as to

why he or she should not be removed. At the meeting, the Area Service Committee shall consider possible arrangements for resolving the problems that are in the mutual interest of the

Area and the Trusted Servant. A Trusted Servant may only be removed by the affirmative vote of two-thirds of the present voting Members at the meeting.

ARTICLE 5 - COMMITTEES

Establishment of Committees

5.01. The Area Service Committee may adopt, a resolution establishing one or more committees delegating specified authority to that committee. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors or any individual Director or Officer, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority to take action on behalf of the Area or to bind the Area except as may be specifically authorized by these Bylaws or by the Guidelines. Each committee is directly responsible to the Area, and the Chairperson and/or Vice Chairperson of each committee, or their designated representative (when necessary), and shall report at each regularly scheduled meeting of the Area.

Authorization of Specific Committees

5.02. There may be the following Standing Committees of the Area: Public Information Committee, Hospitals and Institutions Committee, Information Line Committee, Area Convention Committee, Chips and Literature Committee, Information Technology Committee, Archive Committee, Finance Committee, Structures and Bylaws Committee and such other committees as may be established from time to time.

5.03. Each Standing Committee shall operate on internal guidelines which shall define the Committee member's responsibilities, activities and scope of authority of each committee. Each committee shall follow any rules, procedures and financial reporting as may be set forth in the Area Guidelines and Bylaws.

Committee Members

5.04. Members of a Standing Committee shall consist of volunteers who participate in Cocaine Anonymous. They need not be Members of the Area.

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Chairpersons and Committee Officers

The below sections including (5.05, 5.06, 5.07, 5.08, 5.09, 5.10, 5.11) are defined to be suggestive only, ultimately, the committee may make the determination of how to conduct business.

5.05. One member of each Standing Committee shall be designated as the Chairperson of the Committee and another member of each Committee shall be designated as the Vice Chairperson, to be elected by the Members of the Committee. It is suggested that the Chairperson and Vice Chairperson be selected by the Committee from its Members. If it is not possible to hold an election for the Chairperson of a Standing Committee at the meeting of the committee for any reason, then the voting procedure may take place by Members at the Area

Committee Meeting. The Chairpersons should have considerable sobriety and where possible, qualifications pertaining directly to the services required in the particular Committee.

Except as otherwise stipulated in the Area Guidelines, all Standing Committee Chairpersons shall serve a term of 2 years, but shall be eligible for re-election. The Chairperson and Vice Chairperson shall preside at all meetings of the committee. When one of them is absent, is unable to act, or refuses to act, the other shall perform all duties commensurate with the position necessary for conducting business.

Standing Committees may appoint persons for specific positions and responsibilities in accordance with the Area Guidelines or through Guidelines established within the Committee. Each Standing Committee should have a Secretary responsible for maintaining a record of the business of the Committee.

Monthly Meetings and Notice of Meetings

5.06. Each Standing Committee shall meet at least once a month at such time and place as may be determined by the Committee. Notice of a Committee meeting shall be delivered to each member of a Committee not less than two weeks before the date of the meeting, provided, however, that a Committee may establish other time periods for delivering notice. The notice shall state the place, day, and time of the meeting, and the purpose for which the meeting is called.

Quorum

5.07. A quorum shall be established at each Standing Committee meeting by taking a roll call of all votes present at the meeting. The established quorum for that meeting shall consist of 2/3rds of all eligible votes present and shall be in effect for the duration of that meeting. A quorum must be present to conduct formal business at a Standing Committee meeting. The Committee Members may continue to transact informal business even if less than a quorum is present.

Actions of Committees

5.08. Committees shall take action by consensus. A simple majority of all votes cast at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater percentage is required by law or the Bylaws.

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Proxies

5.09. A Committee member must be present at a meeting to vote.

No Compensation for Committee Members

5.10. Committee Members shall not receive salaries or compensation for their services. A committee member may serve the Intergroup in any other capacity and receive compensation for those services.

Committee Guidelines

5.11. Each committee may adopt internal Committee Guidelines for its own operation not inconsistent with the Bylaws or the Guidelines adopted by the Area.

ARTICLE 6 - TRANSACTIONS OF THE CORPORATION

Contracts

6.01. The Members may authorize an officer or agent of the Area to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Area. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. If no specific officer or agent is defined, the responsibility will be that of the Chairperson.

Deposits

6.02. All funds of the Area shall be deposited to the credit of the Area in banks, Trust Companies, or other depositories that the Board of Directors selects.

Gifts

6.03. The Area Service Committee may, subject to maximum amounts established by the 12 Traditions and CAWS Contribution Guidelines accept on behalf of the Area any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Area. The Area may make gifts and give charitable contributions that are not prohibited by the Bylaws, the CAWS Manual, the Articles of Incorporation, State Law, and any requirements for maintaining the Area's Federal and State tax status.

Expenditures

6.04. Any person incurring an expense on behalf of the Area without first obtaining approval may be personally responsible for the expense.

Loans

6.05. The Area shall not make any loan to any person or entity. Any person of the Fellowship may lend money to and otherwise transact business with the Area if approved by the Area Service Committee after full disclosure of the nature and terms of the transaction, and only for the purpose of assisting the Area to conduct its business. Interest rates on any such loans shall be no more than what may be imputed by the Internal Revenue Service, or current LIBOR rates, if any.

Prohibited Acts

6.06. As long as the Area is in existence, any Member, Director, Trusted Servant, or committee member of the Area shall be prohibited from the following:

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- A. Any act in violation of the Bylaws or a binding obligation of the Area.
- B. Any act with the intention of harming the Area or any of its operations.
- C. Any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Area.
- D. Receive an improper personal benefit from the operation of the Area.
- E. Use the assets of this Area, directly or indirectly, for any purpose other than carrying on the business of the Area.
- F. Wrongfully transfer or dispose of Area property, including intangible property such as good will.
- G. Use the name of the Area (or any substantially similar name) or any trademark or trade name adopted by the Area or Cocaine Anonymous except on behalf of the Area in the ordinary course of the Area's business.

ARTICLE 7 - BOOKS AND RECORDS

Required Books and Records

7.01. The Area shall keep correct and complete books and records of account. The Area's books and records shall include:

- A file-endorsed copy of all documents filed with the Arizona Corporation Commission relating to the Area;
- A copy of the Bylaws, and any amended versions or amendments to the Bylaws;
- A copy of the Guidelines and any amended versions or amendments to the Guidelines
- Minutes of the proceedings of the Area meetings, meetings of the Board of Directors, and minutes of Committees;
- A list of the names and addresses of the Members, Directors, Officers, and any Standing Committee Members of the Area.
- A financial statement showing the assets, liabilities, and net worth of the Area at the end of the three most recent fiscal years.
- A financial statement showing the income and expenses of the Area for the three most recent fiscal years.
- All rulings, letters, and other documents relating to the Area's Federal, State, and local tax status.
- The Area's Federal, State, and local information or income tax returns for the three most recent tax years.

Inspection and Copying

7.02. Any Member, Director, Trusted Servant or Committee Chair of the Area may inspect and receive copies of all books and records of the Area required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Area and if the person submits a request in writing. A person entitled to inspect the Area's books and records may do so at a reasonable time no later than five working days after the Area's receipt of a proper written request. The Area Service Committee may establish reasonable fees for copying the Area's books and records by Members.

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ARTICLE 8 - FISCAL YEAR

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

ARTICLE 9 - INDEMNIFICATION

9.01. The Area shall indemnify a Trusted Servant or Committee Member to the full extent permitted by the Act.

ARTICLE 10 - SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting Electronically

10.01. The Board of Directors, the Area Service Committee and any Committee of the Area may hold a meeting electronically using procedures in which all persons participating in the meeting can communicate with each other. The notice of such a meeting must state the facts regarding how that meeting will be held as well as all other matters required to be included in the notice. Participation of a person in an electronic meeting constitutes presence of that person at the meeting. Descriptions of electronic meeting procedures, including voting, shall be described in AZ Area Guidelines.

Decisions Without Meeting

10.02. Any decision required or permitted to be made at a meeting of the Board of Directors, the Area Service Committee or any Committee of the Area may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Area minute book and kept with the Area's records.

10.03 A telegram, telex, cablegram, email or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, is to be regarded as being signed by the Member, Director, or Committee member.

ARTICLE 11 - AMENDMENTS TO BYLAWS or GUIDELINES

11.01 The Area Bylaws or Area Guidelines may be altered, amended, or repealed, and new Bylaws and Guidelines may be adopted only by a 2/3^{rds} vote of the Area Membership.

ARTICLE 12 - MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

12.01. The Bylaws shall be construed in accordance with the laws of the State of Arizona. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

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(Amended 18 June 2017)

Legal Construction

12.02. If any Bylaw or Guideline provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision in the Bylaws or Guidelines. The invalid, illegal, or unenforceable provision shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws or Guidelines.

Headings

12.03. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

12.04. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Arizona Area of Cocaine Anonymous, Inc. and that the foregoing Bylaws constitute the Bylaws of the Area. These Bylaws were duly adopted at a meeting of the Members held on _____.

DATED: _____.

Secretary of the Arizona Area of Cocaine Anonymous