

# **BY-LAWS OF**

## **CoDA Resource Publishing, Incorporated**

**(A North Carolina Non-Profit Corporation)**

### **ARTICLE I**

#### **NAME**

**1.1 Name.** The name of the corporation is CoDA Resource Publishing, Incorporated.

### **ARTICLE II**

#### **OFFICES**

**2.1 Principal Offices.** The principal office of the corporation in the State of North Carolina shall be located in the City of Denver, County of Lincoln.

**2.2 Other Offices.** The corporation may have such other offices, either within or outside of the County of Lincoln, State of North Carolina, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**2.3 Registered Office and Registered Agent.** The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the North Carolina Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

**2.4 Principal Offices.** The principal office of the corporation in the State of North Carolina shall be located in the City of Denver, County of Lincoln.

## ARTICLE III MEMBERS

**3.1 Membership.** The membership of the corporation shall consist of the Directors as elected ~~or~~ confirmed by the Service Conference of Co-Dependents Anonymous. CoRe Board of Directors and communicated to the CoDependents Anonymous Board Of Trustees. The number of members is limited to the number of Directors.

## ARTICLE VI BOARD OF DIRECTORS

**4.1 Management.** The Business and property of the corporation shall be managed and controlled by a Board of Trustees.

**4.2 Number.** The number of directors of the corporation shall be five, but such number may be increased or decreased by amendment to the By-laws, in the manner set forth in Article IX hereof. In no event, however, shall the number of directors be less than three. When the number of directors is so decreased by amendment adopted by the Board of Directors, each director in office shall serve until his term expires, or until he tenders his resignation to the Board of Directors.

**4.3 Election and Term of Office.** Each Director shall be elected at the annual meeting of the Service Conference of Co-Dependents Anonymous, for a term of three years, and shall hold office until such Director's successor is elected and qualified. Directors elected at the Conference will assume office at the annual meeting of the Board of Directors of Anonymous CoDA Publications, Incorporated. A Director may serve a maximum of 3 three years terms. Be elected annually by the Coda Service Conference for a term of three years, and shall hold office until such Director's successor is elected and qualified. Directors elected will assume office immediately.

**4.4 Qualifications for Office.** As A qualification for office as a member/Director of CoDA Resource Publications, Incorporated, each duly elected Director must agree to comply with these Bylaws and agree to be guided by all directive of the Service Conference of Co-Dependents Anonymous. Members are expected to provide service to the corporation for the entire year.

**4.5 Resignation/Removal.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors of the corporation. The Board of Directors may remove any director from office, with or without cause, at any time. Any Director who reveals an inability to execute their responsibilities over a period of 120 days agrees to resign or may be relieved by a vote of 2/3's vote of the Board.

**4.6 Vacancies.** Any vacancy in the Board of Directors occurring during the year will be filled by an Alternate elected by the Service Conference Board of Directors. If there is no elected Alternate to fill a vacancy, including a vacancy created by an increase in the number of directors, it may remain vacant until the next Service Conference, annual meeting of the Board of Directors, or it may be filled for the unexpired term by a majority vote of the remaining Directors, at their sole discretion. Any director elected to fill a vacancy shall hold office until the election and qualification of his successor.

**4.7 Annual Meetings.** Annually, at such time as the Board of Directors shall elect, the directors shall meet for the purpose of organization, the election and installation of directors and officers and the transaction of other business; and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of the first such meeting may, however, be fixed by written consent of all the directors. The annual meeting should be held at a time convenient to the Conference.

**4.8 Special Meetings.** Special meetings of the Board of Directors may be called by the President or four of the directors upon one day's notice.

**4.9 Notice of Meetings.** Notice of all directors' meetings, except as herein otherwise provided, shall be given in person, or by mail or e-mail before the meeting to each director, which notice shall be delivered (or, if by mail, presumed delivered under Section 9.03 hereof) at least 48 hours before the time of the meeting. Such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any proper business of the corporation may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any proper business of the corporation may be transacted. Notice of regular meetings should be published in the CoDa Quarterly Service Report.

**4.10 Chairman.** At all meetings of the Board of Directors, the President or in the President's absence, the Vice President, or in their absence a chairman chosen by the directors present, shall preside.

**4.11 Quorum.** At all meeting of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

**4.12 Compensation.** Directors shall not receive compensation of any kind for their services as directors. By resolution of the Board, directors may be reimbursed for their reasonable expenses, if any, of attendance at each regular or special meeting of the Board.

**4.13 Powers.** All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of North Carolina, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

**4.14 Informal action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing setting for the action so taken shall be signed by all of the directors.

**4.15 Conflicts of Interest.** The directors of CoDA Resource Publications, Incorporated shall not place themselves in a conflict of interest situation with outside business interests, the Co-Dependents Anonymous Board of Directors, or the CoDA Service Office. The Twelve Steps, Twelve Traditions, and Service Concepts of Co-Dependents Anonymous are to be used as guiding principles. These remind us to separate the material from the spiritual so that attention is not diverted from our primary spiritual aim. Anyone serving as a Board of Director member may not also be a paid contractor for CoRe.

## **ARTICLE V**

### **OFFICERS**

**5.1 Titles and Term of Office.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. The officers of the corporation shall be elected annually by the Board of Directors. The Term of office of each officer shall commence with his or her election and shall expire with the election of his or her successor. Any two or more offices may be held by the same person except the offices of President and Secretary. Holding two offices may not create a conflict of interest in responsibilities for writing checks and accounting for funds to the CoDA Fellowship. All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

**5.2 Vacancies.** A vacancy in the office of any officer shall be filled by a vote of a majority of the directors, and the officer so elected shall hold office until the next annual meeting of the Board of Directors and until a successor is elected and qualified.

**5.3 President.** The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

**5.4 Vice President.** At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

**5.5 Treasurer.** The Treasurer shall be appointed by the Board of Directors shall work in concert with the accounting firm that handles orders, receivables and check writing. Treasurer will verify monthly bank statements before accountant generates the financial reports. Treasurer will be bonded, as well as the accounting firm.

**5.5 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in books or stored on CoRe web space provided for that purpose; he or she shall attend to the giving and serving of all notices; in the furtherance of the purposes of this corporation and subject to limitations contained in the Articles of Incorporation, he or she may sign with a President or Vice President in the name of the corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the corporation, he or she shall have charge of the corporation's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and other books and papers as the Board of Directors may direct, all which shall at all reasonable times be open to the inspection of any director upon application at the office of the corporation during business hours; and, he or she shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

**5.6 Agents and Representatives.** The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with the purposes of the corporation as set forth in its Articles of Incorporation and with the By-laws, to the extent authorized or permitted by law.

**5.7 Bonding.** At the direction of the Board of Directors, the Treasurer and such other officers, agents and employees of the corporation as the Board of Directors shall designate shall be bonded.

## ARTICLE VI COMMITTEES

**6.1 Committees.** The board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons who need not be members of the corporation or its Board of Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law.

**6.2 Term of office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**6.3 Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**6.4 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**6.5 Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE VII INDEMNIFICATION

**7.1 Policy of Indemnification and Advancement of Expenses.** To the full extent permitted by the North Carolina Non-Profit Corporation Act, as amended from time to time, the corporation shall indemnify any Representative against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a Proceeding because the person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

**7.2 Definitions.** For purposes of this Article VII:

(a) "Representative means any person who is or was a director and any person who, while a director is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of the corporation or of another foreign or domestic

association, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(b) “Proceeding” means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

**7.3 Non-Exclusive: Continuation.** The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested Directors or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while holding such office, and shall continue as to a person who shall have ceased to be a Representative engaged in any other enterprise at the request of the corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

**7.4 Insurance or Other Arrangement.** The corporation shall have the power to purchase and maintain insurance or to the extent permitted by applicable law another arrangement on behalf of any person who is or was a Representative, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent or any other capacity in another association. Or a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in such capacity, arising out of such person’s status as such, whether or not such person is indemnified against such liability by the provisions of this Article VII.

**7.5 Indemnification of Employees or Agents.** The corporation may indemnify and advance expenses to an employee or agent who is not a Director or officer to such further extent, consistent with law, as may be provided by general or specific action of the Board of Directors, by contract, or as permitted or required by common law.

## **ARTICLE VIII**

### **MISCELLANEOUS PROVISIONS**

**8.1 Fiscal Year.** The fiscal year of the corporation shall be as determined by the Board of Directors.

**8.2 Seal.** The seal of the Corporation shall be such as from time to time may be approved by the Board of Directors.

**8.3 Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these By-Laws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the corporation, and such notice shall be deemed to have been given on the second day on which U.S. mail is delivered after the day of such mailing. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**8.4 Resignations.** Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if not time to be specified, at the time of its receipt by either the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**8.5 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

**8.6 Checks and Drafts.** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by either the President or Vice President of the corporation.

**8.7 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Such institutions should be FDIC insured.

**8.8 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**8.9 Nondiscrimination.** The corporation shall maintain a nondiscriminatory policy as to participation in its programs, hiring of support staff, election of directors, and in its dealings with any other person or business that might be associated with it in any manner.

**8.10 Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the persons entitled to vote. All books and records of the corporation may be inspected for any proper purpose at any reasonable time.

**8.11 Exempt Activities.** Notwithstanding any other provisions of these Bylaws, no director, officer, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(C)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 501(c)2 of each Code and Regulations as they now exist or as they may hereafter be amended.

**8.12 Voting Upon Shares of Other Corporations.** The Directors shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meetings of shareholders of any corporation in which this corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE IX**

### **AMENDMENTS**

**9.1 Amendments.** These By-Laws may be freely altered or amended by the Board of Directors as needed to accomplish the purposes set forth herein. Any amendment to By-Laws must be ratified by the next annual Service Conference of Co-Dependents Anonymous.

## **ARTICLE X**

### **CONFERENCE GUIDANCE**

**10.1 Conference Guidance.** On any matter that the Board of Directors determines that it needs the guidance of the Conference, action may be delayed until a vote of the Conference can be taken. A simple majority of the Conference shall be construed as guidance, and a two-thirds majority of the Conference shall be a directive.

