

**BYLAWS
OF
ROCKY MOUNTAIN REGION NAR-ANON FAMILY GROUPS**

(A Colorado Nonprofit Corporation)

ARTICLE I

Purposes and Affiliation

Section 1.1 Mission. The mission of Rocky Mountain Region Nar-Anon Family Groups (the “Corporation”) is to encourage, assist and serve the families and friends of those who are addicted to narcotics; to conduct meetings, programs and events that support families and friends in meeting the challenges of this disease; to help families and friends understand better those who struggle with addiction; and to administratively manage self-sustaining operations in keeping with this its Articles of Incorporation, Bylaws, the Internal Revenue Code, as amended (“Code”), and the Colorado Revised Nonprofit Corporations Act (“Act”).

Section 1.2 Affiliation. The Corporation is an independent nonprofit corporation that is affiliated with Nar-Anon Family Group Headquarters, Inc. (“Nar-Anon WSO”).

ARTICLE II

Offices

The Board of Directors may from time to time designate a location as the principal office. The Corporation may have such other offices as the Board of Directors may designate from time to time. The Corporation shall continuously maintain in Colorado a registered agent and a registered office.

ARTICLE III

Definitions

As used in these Bylaws:

- (a) “Nar-Anon Family Group” means a group of relatives and friends of those addicted to narcotics, organized and functioning in keeping with the Traditions and Concepts of the Nar-Anon fellowship and registered as a Family Group with the region’s secretary.
- (b) “Narateen Family Group” means a group of teenage relatives and friends of those addicted to narcotics, organized and functioning in keeping with the Traditions and Concepts of the Nar-Anon

fellowship and registered as a Family Group with the Narateen Chairperson and/or Narateen Coordinator.

- (c) “Guide to Local Services” or “GLS” means the Nar-Anon Guide to Local Services document published by Nar-Anon WSO, as such document may be amended from time to time.
- (d) “RMR Guidelines” means those Guidelines as adopted by the Corporation from time to time.
- (e) “Traditions” means the 12 traditions as adopted by Nar-Anon WSO.
- (f) “Concepts” means the 12 concepts of service as adopted by Nar-Anon WSO.
- (g) “RSC” means the Regional Service Committee as set forth in Section 5.1 below.
- (h) “Steps” means the 12 steps as adopted by Nar-Anon WSO.

ARTICLE IV

Members

Section 4.1 Members. The Corporation shall have voting members as such term is used in the Act (“Voting Members”) and such other classes of non-voting members as determined by the Board of Directors from time to time.

Section 4.2 Voting Members. The Corporation’s Voting Members are the Group Service Representatives (“GSR”) as duly elected by each Nar-Anon Family Group in the Rocky Mountain region organized and functioning in keeping with the Traditions and Concepts of the Nar-Anon fellowship and registered with the Corporation.

Section 4.3 Duties of Group Service Representatives. The duties of GSRs shall be as set forth in the GLS as it may change from time to time and include but are not limited to attending Assemblies.

Section 4.4 Resignation; Interest Not Transferable. A GSR may resign at any time. When a member ceases to be a GSR, such person will cease being a Voting Member of the Corporation. No GSR may transfer their membership interest or any right arising therefrom.

Section 4.5 Assemblies. GSRs shall meet a minimum of twice each year at member meetings called Assemblies for the purpose of establishing a budget and electing officers and directors of the Corporation. GSRs shall also transact such other matters as may come before the

meeting. Additionally, every four years the GSRs shall elect a Delegate and Alternate Delegate to the Nar-Anon WSO Conference (“WSC”). Other Nar-Anon and Narateen Family Group members may attend Assemblies but shall have no right to vote on any matters that become before such Assemblies.

Section 4.6 Notice. Notice of each Assembly stating the date, time, and place of the Assembly and, if a special meeting, a description of the purposes of such meeting, shall be given to each GSR at their designated address by telephone, electronic mail, or any other form of wire or wireless communication (and the method of notice need not be the same as to each GSR) at least ten (10) business days prior to such meeting. A GSR may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 4.7 Place of Assembly. The Board of Directors may designate any place, physical or virtual, as the place for any Member meeting.

Section 4.8 Voting. Each GSR in good standing shall be entitled to one (1) vote at Assembly on such matters as set forth in the GLS or as otherwise determined by the Board of Directors. Cumulative voting is not permitted. Except in the case of any matter specifically set forth in the Bylaws or Articles of Incorporation, a vote of fifty-one percent (51%) of the GSRs present at a meeting at which a quorum is present shall be needed to pass any issue brought before the GSRs at Assembly. Thirty percent (30%) of the registered GSRs of the Corporation present at any Assembly shall constitute a quorum.

Section 4.9 Voting Rights of GSRs. GSRs in good standing with the Corporation shall have the right to vote on the following matters: by a vote of at least fifty-one percent (51%) of the GSRs present at an Assembly at which a quorum is present, (i) the appointment of Officers of the Corporation as provided in Section 5.2 hereunder; (ii) the appointment of Delegates of the Corporation to the Nar-Anon WSC; and (iii) any other matters to put to GSR vote as set forth in the GLS or as determined by the Board of Directors.

Section 4.10 GSR Voting by Written Ballot. Any action that may be taken at any annual, regular, or special meeting or Assembly of GSRs may be taken without a meeting if the Corporation delivers by mail or electronic mail (e-mail) a written ballot to every GSR entitled to vote on the matter. The ballot shall: (i) set forth each proposed action; (ii) provide an opportunity to vote for or against the proposed action; (iii) indicate the number of responses necessary to meet the quorum requirements; (iv) state the percentage of approvals necessary to approve each matter other than election of directors; (v) specify the time by which the ballot must be received by the corporation in order to be counted; and (vi) be accompanied by written information sufficient to permit each person voting to reach an informed decision.

GSRs shall return their written ballots to the Corporation by mail or e-mail as directed by the Corporation. Approval by written ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 4.11 Assemblies and Meetings by Telecommunication/Video Communications. Subject to approval by the Directors, GSRs may participate in any meeting or Assembly by which all persons participating in the meeting may hear each other during the meeting or such

other means as permitted by the Act. A GSR participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.12 Proxies. Proxy voting is not allowed.

Section 4.13 Dues or Assessments. There are no mandatory fees, dues, or assessments for membership in the Corporation. The Corporation may accept voluntary donations from Nar-Anon or Narateen members, groups, and areas, but declines all outside donations in accordance with the Traditions.

ARTICLE V

Board of Directors/Regional Service Committee

Section 5.1 General Powers. The business and affairs of the Corporation shall be managed by its RSC, which shall serve as the Corporation's Board of Directors. The Board of Directors shall have all powers of a Board of Directors subject to any limitations set forth in the Act, the Articles of Incorporation, and these Bylaws.

Section 5.2 Appointment, Number and Qualifications. The Board shall consist of the following Officers: Chair, Vice Chair, Secretary, Treasurer, and Delegate. Each of the foregoing Officers shall be elected by the GSRs at Assembly in accordance with the voting and election procedures set forth in the RMR Guidelines. Directors shall be at least 21 years of age and must be members of a Nar-Anon Family Group and meet such other qualifications as may be set forth in the RMR Guidelines. Directors shall have equal voting privileges to consist of one vote each. The terms of Directors shall be as set forth in the RMR Guidelines.

Section 5.3 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the first regular meeting of members of the calendar year. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors. If there are two or fewer directors, any director may call a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 5.5 Notice. Reasonable notice of any special meeting (which need not in any event exceed five days) shall be given by mail, email or telephone to each director at his or her last known business or residence address. If mailed, such notice is effective at the earliest of: (1) the date received or (2) five days after mailing. If notice is given by email, such notice shall be deemed to be given when the email is shown as delivered to the receiving party. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the meeting because it is not lawfully called or convened. The purpose of any regular or special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 5.6 Quorum and Voting. A majority of the number of Directors at the time notice of a meeting of the Board is given shall constitute a quorum for the transaction of business at such meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number of votes are required by the Act or these Bylaws.

Section 5.7 Deemed Assent. A Director, Officer, or committee member who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless such person objects as required under the Act. Such right of dissension or abstention is not available to a Director, Officer, or committee member who votes in favor of the action taken.

Section 5.8 Telecommunication Meetings. Directors, Officers, or the members of any committee of the Board may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may hear each other during the meeting. A Director, Officer, or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.9 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, or counterparts thereof, setting forth the action so taken, shall be signed by all of the Directors or all of the committee entitled to vote with respect to the subject matter thereof. Action taken pursuant to this section may be transmitted or received by mail or by facsimile, e-mail, or other form of communication permitted by the Act.

Section 5.10 Removal, Resignation, and Vacancies. A Director or Officer may resign at any time by giving written notice to the Chair or Vice Chair. Such resignation shall take effect when the notice is received by the Corporation unless the notice specifies a later effective date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors or in any Office may be filled in the manner provided by these Bylaws or the RMR Guidelines. A Director or Officer chosen to fill a vacancy, or a newly created position shall hold office until the end of the Term or until their successor shall have been elected and qualified. Directors and Officers shall be removable in the manner provided by and Guidelines and in accordance with the Act.

ARTICLE VI

Officers

Section 6.1 Officers. The Officers of the Corporation shall be the Chair, Vice Chair, Secretary, Treasurer, Delegate, Alternate Delegate, and such other Officers as may be elected in accordance with the provisions of this Article. Officers shall be natural persons of 21 years of age or older and members of a Nar-Anon Family Group who meet the qualifications for their office set forth in the RMR Guidelines. Officers shall be elected by the membership in accordance with the voting and election procedures set forth in the RMR Guidelines. The Officers shall have such duties as are prescribed by the RMR Guidelines in addition to the following descriptions, as well as such additional duties as may be delegated to them by the Board of Directors.

Section 6.2 Term. Officers' term of office are as set forth in the RMR Guidelines.

Section 6.3 Resignation, Removal, and Vacancies. An Officer may resign, be removed, and be replaced in accordance with the process set forth in Article 5.10 above or as otherwise set forth in the RMR Guidelines.

Section 6.4 Chair/President. The term Chair, as described and defined in the RMR Guidelines, and the term President shall be considered interchangeable and are the same office for purposes of these Bylaws and the Act. Subject to the control of the Board of Directors, the Chair shall have general charge and control of all of the affairs of the Board and shall perform all duties incident to the office of Chair. The Chair shall preside at all Board of Directors meetings and have such powers and perform such other duties as from time to time may be determined by the Board of Directors.

Section 6.5 Vice-Chair. The Vice-Chair shall assume the duties of the Chair if the Chair is unable to fulfill the position. The Vice-Chair assumes the chair's position for the duration of the term or until an election assembly is held. The Vice-Chair shall, in general, perform all duties incident to the office of Vice-Chair and such other duties as from time to time may be assigned by the Chair, the Board of Directors, or the RMR Guidelines.

Section 6.6 Secretary. The Secretary shall (i) prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, a record of all waivers of notice of meetings of the Board of Directors or any committee thereof, a record of current group service representatives, a record of current Nar-Anon Family Groups in the region, and (ii) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair, the Board of Directors, or the RMR Guidelines. The Board of Directors may designate a person other than the Secretary to keep the minutes of their respective meetings.

Section 6.7 Treasurer. The Treasurer shall (i) have custody of, and when proper may pay out, disburse or otherwise dispose of, all funds and securities of the Corporation which may have come into his or her hands; (ii) receive and give receipts for monies due and payable to the Corporation, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (iii) enter or cause to be entered regularly in the books of the Corporation kept for that purpose full and accurate accounts of all monies received or paid or otherwise disposed of by him or her; and (iv) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors, the Chair, or the RMR Guidelines.

Section 6.8 Delegate. The Delegate shall be elected in accordance with the procedures set forth in the RMR Guidelines. The Delegate shall represent the Nar-Anon and Narateen groups of the Rocky Mountain region at the biannual Nar-Anon WSC and shall perform such other duties as assigned to the Delegate by the Board of Directors or as set forth in the GLS or RMR Guidelines.

Section 6.9 Alternate Delegate. The Alternate Delegate shall be elected in accordance with the procedures set forth in the RMR Guidelines. In the event the office of Delegate becomes vacant or the Delegate is unable to perform his or her duties, the Alternate Delegate

shall represent the Nar-Anon and Narateen groups of the Rocky Mountain region at the biannual Nar-Anon WSC and shall perform such other duties assigned to him or her by the Board of Directors or as set forth in the GLS or the RMR Guidelines. In the event the Alternate Delegate assumes the office of Delegate due to vacancy, the Alternate Delegate shall serve the balance of the Delegate's term and a new Alternate Delegate shall be elected in accordance with the voting and election procedures set forth in the Guidelines.

Section 6.10 Subcommittees. Subcommittee Chairs shall be elected at Assembly in accordance with the procedures set forth in the RMR Guidelines and shall meet such qualifications as are set forth in such RMR Guidelines. Subcommittee Chair shall have such terms and duties as are described or designated in the RMR Guidelines and as delegated by the Board.

ARTICLE VII

Checks and Deposits

Section 7.1 Checks, Drafts, Etc. All checks, drafts or other orders for the 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 accordance with any guidelines or motions adopted by the members.

Section 7.2 Deposits. All funds of the Corporation not otherwise employed may 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.

ARTICLE VIII

Indemnification

Section 8.1 Indemnification. The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation against any claim, liability or expense arising against or incurred by such person made a party to a proceeding because such person is or was a Director, officer, agent, member of any committee of the Corporation, fiduciary or employee of the Corporation, or because such person is or was serving another entity as a director, officer, partner, employee, fiduciary or agent or member of any committee at the Corporation's request.

Section 8.2 Insurance. The Corporation may purchase and maintain insurance on behalf of a person who is or was a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, or who, while a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from the person's status as a Director, officer, employee, fiduciary, agent or member of any committee of the Corporation.

Section 8.3 Limitation. Notwithstanding any other provision of this Article 8, the Corporation shall not indemnify any person or purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX

Amendments

The Board of Directors may amend these Bylaws at any time to add, change, or delete a provision, provided, however, that the GSRs shall have the right to approve any such addition, change or deletion and the Bylaws may only be amended in a manner which would not disqualify the Corporation under § 501(c)(3) of the Code.

ARTICLE X

Standards of Conduct

Section 10.1 General Standards of Conduct. Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each Officer shall discharge the Officer's duties, (i) in good faith, (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the Officer or Director reasonably believes to be in the Corporation's best interests.

Section 10.2 Reliance on Information. In discharging his or her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matter presented, (ii) legal counsel, a certified public accountant, or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence, or (iii) in the case of a Director, a committee of the Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 10.1 above unwarranted.

Section 10.3 Conflicts of Interest. The Board shall adopt a Conflict of Interest Policy. A Director shall promptly disclose to the Board the material terms of any proposed transaction or action involving the Corporation with respect to which such Director may have a conflict of interest. The disclosure shall include all material facts regarding the terms of the transaction, and any relationship that the Director may have with other parties involved in the transaction. Should a conflict of interest exist, the Board shall comply with the requirements of the Act and its duly adopted Conflict of Interest Policy.

Section 10.4 Compliance with Standards of Conduct. A Director or Officer is not liable in his or her capacity as a Director or Officer to the Corporation for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such act or

omission, the Director or Officer performed the duties of the position in compliance with this Article X.

ARTICLE XI

Records

Section 11.1 Minutes, Records, Etc. The Corporation shall keep as permanent records minutes of all meetings of each Board, a record of all actions taken by any Board without a meeting, a record of all actions taken by a committee of any Board in place of such Board on behalf of the corporation, and a record of all waivers of notices of meetings of each Board or any committee of each Board.

Section 11.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 11.3 Records in Written Form. The Corporation shall maintain its records in written or electronic form.

Section 11.4 Records Maintained at Principal Office. The Corporation shall keep a copy of each of the following records at its principal office:

- (a) The articles of incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of all current Directors and Officers;
- (d) All financial statements and Forms 990 prepared for periods ending during the last three years;
- (e) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- (f) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

ARTICLE XII

Miscellaneous

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April and end on the last day of the next March, unless otherwise determined by resolution of the Board of Directors.

Section 12.2 Issues Not Provided For In These Bylaws. Resolution of issues not provided for in these Bylaws, the Articles of Incorporation, the Act, or the Code shall be determined by reference to Nar-Anon's Steps, Traditions, Concepts, GLS, and the RMR Guidelines.

Section 12.3 Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.

Section 12.4 Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.

Section 12.5 Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, non-binary, singular or plural as the identity of the person or persons may require.

SECRETARY’S CERTIFICATE

I, the undersigned, being the Secretary of the Board of Directors of Rocky Mountain Region Nar-Anon Family Groups, a Colorado nonprofit corporation (the “Corporation”), do hereby certify that the Bylaws of the Corporation were duly adopted by the Board of Directors effective as of December 8, 2020.

A true, correct and complete copy of the Bylaws of the Corporation as so adopted and included in the minutes of proceedings referred to above is attached hereto and incorporated herein.

I have hereunto set my hand this _____ day of _____, 2021.

By: _____

Name: _____

Title: Secretary