

**AMENDED BY-LAWS OF THE
WSNAC, INC.**

A WISCONSIN NON-STOCK CORPORATION

ARTICLE ONE: OFFICES

1.01 PRINCIPAL OFFICE

The principal office (“principal office”) for the transaction of the activities and affairs of the Corporation Wisconsin State Narcotics Anonymous Convention, Inc. (WSNAC) is located in the State of Wisconsin. The WSNAC Board of Directors (“Board” or “BOD”) may change the principal office from one location to another. Any change of this location shall be noted by the Secretary of the Board on these bylaws opposite this section, or this section may be amended to state the new location.

1.02 OTHER OFFICES

The Board may, at any time, establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE TWO: OBJECTIVES AND PURPOSES

The objectives of this corporation shall be to sponsor and conduct the Wisconsin State Narcotics Anonymous Convention to carry the message to addicts who still suffer and to provide support for others who are still afflicted by the disease of addiction. The only purpose of the WSNAC, Inc. Board of Directors is to maintain the integrity, continuity, and solvency of WSNAC through their combined convention and service experience, and through the adherence of the Spiritual Principles of Narcotics Anonymous.

ARTICLE THREE: NONPARTISAN ACTIVITIES

This corporation has been formed under the Non-Stock Corporation Law of the State of Wisconsin for the public purposes described above, and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE FOUR: MEMBERS

4.01 MEMBERS PROHIBITED.

The Corporation shall not have any members.

4.02 EFFECT OF PROHIBITION

Any action, which would otherwise require approval by a majority of all members or approval by the members, shall require only approval by the Board. All rights, which would otherwise vest under the Non-Stock Corporation Law, in the members shall vest in the Board.

ARTICLE FIVE: DIRECTORS

5.01 POWERS

- (a) General corporate powers. The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- (b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:
 - (i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
 - (ii) Change the principal executive office or the principal business office in the State of Wisconsin from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Wisconsin; and designate any place within or outside the State of Wisconsin for the holding of any meeting or meetings including annual meetings.
 - (iii) Adopt, make, and use a corporate seal.
 - (iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

5.02 NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of Directors shall be fifteen (15), which number may be changed only by amendment of these Bylaws. The qualifications for Directors are:

- (a) present membership in good standing in the Fellowship of Narcotics Anonymous, and
- (b) full and complete abstinence from any use of any narcotic, as the same is defined by the Fellowship of Narcotics Anonymous.

5.03 COMPOSITION AND TERM OF OFFICE

- (a) The business and property of the Corporation shall be managed and controlled by the Board of Directors (BOD), all of whom shall be members in good standing of the Corporation. Except as hereinafter provided, each Director shall serve for the term for which they were elected and until a successor shall have been duly elected. The Directors shall be chosen from the following areas and/or groups:
 - (i) Two persons elected from the Regional Service Committee (RSC) within Wisconsin, to serve on the BOD for a period of two years.
 - (ii) Two people of the current WSNAC Convention Conference to serve on the BOD for a period of one year.
 - (iii) One person from the two year bid committee to serve for a term of one year.
 - (iv) One person from each past WSNAC Convention Committee, elected by their respective committees, to serve on the BOD for a period of three years following their convention.
 - (v) The remaining Directors (up to the fifteen (15) Director limit set forth in Section 4.02) shall be elected by the then existing directors from those qualified persons who have prior convention experience and meet the qualifications set forth in Section 4.02. Such at-large Directors shall serve for a one (1) year term.
- (b) Said Directors shall continue to serve in the capacity of designated directors until their replacement is selected and seated unless they are removed, refuse to serve or fail to serve in such capacity, in which case their seats may be filled by compliance with those other provisions. Nothing herein shall be construed as limiting WSNAC's right to reappoint any Director to serve consecutive or additional terms, provided each such Director shall continue to qualify under Section 5.02 hereof.

- (c) No more than 33 percent (33%) of the persons serving on the Board may be an interested person. An interested person is (i) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as Director, and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into the corporation.
- (d) One member of said Board of Directors, when ratified by WRSC, Inc. as a member of that body, shall be designated as a trusted servant of WRSC, Inc. and shall attend meetings of that body when requested.

5.04 VACANCIES

- (a) Events causing vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:
 - (i) The death, resignation, or removal for cause (as provided in Section 5.05 (a)) of any Director;
 - (ii) The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by *Final Order of Judgment* of any court to have breached a duty under Wisconsin's Conflicts of Interest Laws/Wisconsin Non-Stock Corporation Law; or
 - (iii) The increase of the authorized number of Directors.
- (b) Resignations. Except as provided below, any Director may resign by giving written notice to the Chairperson of the Board, if any, or to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a late time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. "Except on notice to the Attorney General of Wisconsin, no Director may resign if the corporation would be left without a duly elected Director or Directors."
- (c) Filling vacancies. Vacancies on the Board shall be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.
- (d) No vacancy or reduction of number of directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

5.05 REMOVAL OF DIRECTORS

- (a) For cause. The board may declare vacant the office of any incumbent Director who has been:
 - (i) Declared of unsound mind by a final order of a court; or
 - (ii) Convicted of a felony **while serving on the Board**; or
 - (iii) Found by a *Final Order of Judgment* of any court to have breached statutory duties relating to a Director's standard of conduct; or
 - (iv) Found, after investigation by the Board, that he has been using a narcotic of any of the types as defined by Narcotics Anonymous; or
 - (v) Found by the Board to have failed to attend or participate in any other manner as provided for herein, two (2) or more meetings of the Board in any one calendar year of the Board.
 - (vi) Violation of the Code of Ethics.
- (b) Without Cause. No director shall be removed without cause.

- (c) Procedure. The vote necessary to remove any Director on any of the foregoing causes shall be a majority of the other Directors present at a duly held meeting at which a quorum is present or, in the alternative, such removal may be accomplished by the unanimous written consent of the other Directors without a meeting.
- (d) Period to Challenge Removal. An action challenging the validity of any removal of a Director must be commenced within nine (9) months after the removal. After the nine (9) month period, the removal is conclusively presumed valid, in the absence of fraud.

5.06 DIRECTOR'S MEETINGS

- (a) Place of Meetings; Telephonic Meetings. Regular meetings of the Board may be held at any place within or outside the State of Wisconsin that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of Wisconsin that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5.07 (a), a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.
- (b) Annual Meeting. The Board shall hold at least one annual meeting within or without the State of Wisconsin for the purpose of organization, election of officers and transaction of other business. Notice of this meeting is not required.
- (c) Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.
- (d) Notice.
 - (i) Manner of giving. Notice of the time and place of regular meetings shall be given to each director by one of the following methods:
 - (a) by personal delivery or written notice;
 - (b) by first-class mail, postage paid;
 - (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or
 - (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation, or
 - (e) by facsimile, provided that the Director has consented to receipt of notice by facsimile, or
 - (f) by e-mail, provided that the Director has consented to receipt of notice by e-mail.
 - (ii) Time requirements. Notice sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meetings
 - (iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

5.07 SPECIAL MEETINGS

- (a) Authority to Call. The Chairperson of the Board or the President, or any Vice-President, the Secretary, or any four (4) Directors may call special meetings of the Board for any purpose at any time.
- (b) Notice.
 - (i) Manner of giving. Notice of the time and place of regular meetings shall be given to each Director by one of the following methods:
 - (a) by personal delivery or written notice;
 - (b) by first-class mail, postage paid;
 - (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or
 - (d) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation, or
 - (e) by facsimile, provided that the Director has consented to receipt of notice by facsimile, or
 - (f) by e-mail, provided that the Director has consented to receipt of notice by e-mail.
 - (ii) Time requirements. Notice sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meetings
 - (iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the Corporation.

5.08 QUORUM

- (a) Any fifty-one percent (51%) of the currently designated and elected directors shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the Wisconsin Non-Stock Corporation Law, including, without limitation, those provisions relating to:
 - (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest.
 - (ii) approval of certain transactions between corporations having common directorships.
 - (iii) creation of and appointments to committees of the Board, and
 - (iv) indemnification of directors.
- (b) A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.09 WAIVER OF NOTICE

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

5.10 ADJOURNMENT

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than twenty-four (24) hours notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

5.11 ACTION WITHOUT A MEETING

Any action that the board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested Director” as defined under the Laws of the State of Wisconsin shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

5.12 COMPENSATION AND REIMBURSEMENT OF EXPENSE

Directors shall serve without compensation for membership on the Board of Directors but may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted. Notwithstanding any other provision of this section, Directors may receive compensation for work performed as an employee or independent contractor of WSNAC, Inc., provided that their service on the Board of Directors shall remain uncompensated.

5.13 COMMITTEES

- (a) Committees of the Board. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committees, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
- (iv) Fill vacancies on the Board or on any committee that has the authority of the Board;
 - (v) Fix compensation of the Directors for serving on the Board or on any committee;
 - (vi) Amend or repeal Bylaws or adopt new Bylaws;
 - (vii) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able;
 - (viii) Create any other committees of the Board or appoint the members of committees of the Board;
 - (ix) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.
- (b) Meeting and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for special meetings of such committees and the calling of regular meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the

committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE 6. OFFICERS

6.01 OFFICERS OF THE CORPORATION.

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have, at the Board's discretion, a Chairperson and Vice-Chairperson of the Board, one or more Vice-President's, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 6.03 of these Bylaws. The same person may hold any number of offices, except that the Secretary may not serve concurrently as the President. Any person who qualifies under these Bylaws to sit as a Director of the corporation shall be qualified to be an officer.

6.02 ELECTION OF OFFICERS

The officers of the corporation, except those appointed under Section 6.03 of these Bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board. Officers of the corporation shall serve without compensation.

6.03 OTHER OFFICERS

The Board may appoint and may authorize the Chairperson of the Board, the President or other officer, to appoint any other offices that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined by the Board.

6.04 REMOVAL OF OFFICER

Any officer may be removed with or without cause by the board and also, if the officer was not chosen by the board, by any officer on whom the Board may confer that power of removal.

6.05 RESIGNATION OF OFFICERS

Any officer may resign at any time given written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

6.06 VACANCIES IN OFFICE

A vacancy in office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6.07 RESPONSIBILITIES OF OFFICERS

- (A) Chairperson of the Board. If a Chairperson of the Board is elected, he or she shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is not a President, the Chairperson of the Board shall also be the chief executive officer and shall have the powers and duties of the President of the corporation prescribed by these Bylaws.

- (B) President. Subject to such supervisory powers as the Board may give to the Chairperson of the Board, if any, and subject on the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs and officers. In the absence of the Chairperson of the Board, if there is none, the President shall preside at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe.
- (C) Vice-President. If the President is absent or disabled, the Vice-President, if any, in order of their rank as fixed by the board, or, if not ranked, a Vice-President designated by the board, shall perform all duties of the president. When so acting, a Vice-President shall have all powers of and be subject to all restrictions of the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- (D) Secretary.
- (i) Book of Minutes. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in Wisconsin, a copy of the *Articles of Incorporation*, and Bylaws as amended to date, Code of Ethics, Guidelines and Statement of Purpose.
- (ii) Notices, seal, and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal (if any) in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- (E) Treasurer
- (i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send, or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- (ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President/Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- (iii) Bond. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement or removal from office.

ARTICLE 7. OFFICERS AND DIRECTORS; LIABILITY AND INDEMNITY; TRANSACTIONS WITH CORPORATION

7.01 LIABILITY OF DIRECTORS AND OFFICERS

The liability of directors and officers of the Corporation shall be as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. The following language in this Section is a summary of Sections 181.287 and 181.297 of the Wisconsin Statutes as of the date of these Bylaws and shall not be construed as to modify those provisions of the Wisconsin Statutes. Generally, an officer or a director will not be liable to anyone for a breach of, or failure to perform a duty unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A wilful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer has a material conflict of interest;
- (b) A violation of criminal law, unless the director or officer has reasonable cause to believe his other conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- (c) A transaction from which the director or officer derived an improper personal profit; or
- (d) Wilful misconduct.

7.02 VOLUNTEERS

For purpose of Section 181.297 of the Wisconsin Statutes, all officers and directors of the Corporation, other than employees, are hereby deemed to be volunteers. A director may also be an employee.

7.03 INDEMNITY OF AND ALLOWANCE OF EXPENSES FOR DIRECTORS AND OFFICERS

All officers and directors of the Corporation, whether or not currently serving in such role(s) shall be indemnified and shall be entitled to allowance of expenses as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. This indemnification right shall inure to the benefit of the heirs and personal representatives of such persons.

The Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee, agent, former employee or agent, of the Corporation with respect to any action taken or not taken in his or her capability as such employee or agent. This indemnification right shall inure to the benefit of the heirs, and personal representatives of such persons.

7.04 DETERMINATION OF RIGHT TO INDEMNIFICATION

Pursuant to Section 181.043 of the Wisconsin Statutes, an officer, director, and, in addition, an employee or agent, seeking indemnification determined as follows:

Any person seeking a right to indemnification under these Bylaws shall request such indemnification in writing from the Board of Directors and the Board of Directors shall determine such right to indemnification by a majority vote of a quorum of the Board of Directors consisting of directors not parties to the same or related proceedings as those causing the pending request for indemnification (disinterested directors). If a quorum of disinterested directors cannot be obtained, then the right to indemnification shall be determined by a majority vote of a committee duly appointed by the Board of Directors and consisting of at least two (2) disinterested directors. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee called for herein. If a committee of disinterested directors cannot be formed, then the right to indemnification shall be determined by independent legal counsel selected by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

7.05 TRANSACTIONS WITH THE CORPORATION

Any contract or other transaction between the Corporation and one or more of its directors or members or employees or in which such directors or officers are interested, or between the Corporation and any other corporation or association of which one or more of the Corporation's directors or officers are shareholders, members, directors, officers, or employees of the other corporation or association, or in which such officers or directors are interested, shall not be per se invalid, notwithstanding the presence of such director(s) or officer(s) at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to such contract or transaction, and also notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed. The Board of Directors of the Corporation shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, and in authorizing, approving or ratifying such a contract or transaction, such interested director or directors will be counted in determining whether a quorum is present, but will not be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 8: RECORDS AND REPORTS

8.01 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account; and
 - (b) Minutes in written form of the proceedings of its Board and committees of the Board.
- All such records shall be kept at the corporation's principal executive officer, or if it's principal executive office is not in the State of Wisconsin, at its principal business office in this state.

8.02 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of Wisconsin, at its principal business office in this state, the original or a copy of the *Articles of Incorporation* and Bylaws as amended to date, which shall be open to inspection by the officers and directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of Wisconsin and the corporation has no principal business office in this state, the secretary shall, on the written request of any officer or Director, furnish to that person a copy of the *Articles of Incorporation* and Bylaws as amended to date.

8.03 INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. A Director, an agent, or an attorney may make this inspection in person and the right of inspection includes the right to copy and make extracts of documents.

8.04 ANNUAL REPORT

The Board shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.

(d) The expenses of disbursement of the corporation for both general and restricted purposes.

(e) Any information required by Section 8.05 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's book and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Director's who request it in writing.

8.05 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the corporation, its parent or its subsidiary was a party, and in which any director or officer of the corporation, its parent or subsidiary had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation pursuant to Article 7 hereof.

ARTICLE 9: PROHIBITION AGAINST SHARING PROFITS OR ASSETS

No Director, officer, employee or other person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the corporation affecting of its purposes as shall be fixed by resolution of the Board.

ARTICLE 10: AFFILIATION WITH OTHER ORGANIZATIONS

10.01 This corporation is a service entity, which serves a function within the society of an organization known as Narcotics Anonymous. In so doing, it endorses the aims, goals and purposes of that organization, and in fact, by special endorsement per Section 10.02 hereinafter, operates under the guidelines of the Twelve Traditions of Narcotics Anonymous, as espoused by the Narcotics Anonymous Fellowship.

10.02 All Directors and officers of this corporation shall be, and are, subject to, and will abide by, the principles of the Twelve Traditions of Narcotics Anonymous of the Fellowship of Narcotics Anonymous, set forth in the pamphlet identified and entitled as Narcotics Anonymous and shall abide by motions adopted at each WSNAC, Inc. Board of Directors meeting, implement decisions reached by the Board as they pertain to operation of this corporation and abide by the Twelve Concepts as set forth in the publication "The Twelve Concepts of Narcotics Anonymous. WSNAC, Inc. shall further abide by motions adopted at the Wisconsin Regional Service Conference, Incorporated (WRSC, Inc.) and implement decisions made by WRSC, Inc. as they pertain to the operation of this corporation. It is herein specifically acknowledged that this corporation acts as a fiduciary in its dealings with the Fellowship of Narcotics Anonymous. Furthermore, this corporation shall be subject to the decisions and actions of the Board of Directors of WSNAC, Inc. For purposes of these bylaws, the Fellowship of Narcotics Anonymous expressly refers to the group conscience as expressed through the existing service structure or any subsequent service structure.

ARTICLE 11: CONSTRUCTION AND DEFINITION

11.01 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Wisconsin Non-Stock Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term "Person" includes both the corporation and a natural person.

ARTICLE 12: AMENDMENTS

12.01 The Board may adopt, amend, or repeal bylaws at any regular or special meeting.

CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of WSNAC, Inc., a Wisconsin Non-Stock Corporation, and the above Bylaws, consisting of twelve pages, are the Amended Bylaws of this corporation as adopted at a meeting of the Board of Directors held on March 2, 2003 and that they have not been amended or modified since that date.

Dated: March 2, 2003


Becky L. Strey, Secretary