

FELLOWSHIP SERVICES ASSOCIATION

FSA

Amended October 11, 2008

**ARTICLE I
Membership**

The corporation shall be a non-membership corporation. Any person who is a member of Narcotics Anonymous, and who resides within the Washington Northern Idaho Regional boundaries, may participate in the affairs of the corporation.

**ARTICLE II
Fiscal Year**

The fiscal year of the corporation shall begin on the first day of January in any calendar year, and end the last day of December of the same calendar year.

**ARTICLE III
Meetings**

Section 1: There shall be an annual meeting of the corporation on the second Saturday in October in each year for the election of members of the Board of Directors and for receiving the annual reports of officers and directors, and for the transaction of other business to be brought before the corporation; or on such other date as shall be established by the Board of Directors. If the date designated for the corporation's annual meeting falls upon a legal holiday, the meeting shall be held on the next succeeding day not a holiday.

Section 2: Notice of meetings signed by the Secretary, shall be mailed to the last recorded address of each member of the Board of Directors at least ten (10) days before the time appointed for the meeting.

Section 3: Special meetings may be called by the Board of Directors, at its discretion.

Section 4: A quorum shall be necessary to conduct the business of the corporation.

Section 5: The order of business at the annual meeting, or of any special meeting, or of any meeting of the Board of Directors, shall be as follows: (A) calling of the roll; (B) proof of notice of meeting or waiver of notice; (C) reading of the minutes of the last meeting; (D) receiving of communications; (E) election of officers and new members (F) reports of officers (G) reports of committees; (H) unfinished business; and (I) new business.

ARTICLE IV Management

Section 1: The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2: At the annual meeting next held after the adoption of these Bylaws, there shall be an election by ballot for no less than fifteen (15) directors of the corporation.

Section 3: At each annual meeting thereafter, an election shall also be held for the Board of Directors of the Corporation, to elect new members.

Section 4: The Board of Directors shall be comprised of no more than thirty five (35) members to include: the Regional Service Committee (RSC) Chairperson, RSC Vice-Chairperson, RSC Secretary, RSC Auditor, RSC Treasurer, C&E Chairperson, the C&E Treasurer, active Recovery Event Treasurers and active Recovery Event Liaisons. Directors may be re-elected after the expiration of their terms.

Section 5: The Board of Directors shall (1) hold meetings at such times and places as it deems proper; (2) appoint committees on particular subjects from the members of the Board, or from others active in the affairs of the corporation; (3) audit bills and disburse the funds of the corporation; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in the affairs of the corporation; (6) employ agents; (7) sue and be sued in its own name; and (8) devise and carry into execution such other measures that it deems proper and expedient to promote the objects of the corporation and to best protect the interest and welfare of those active in the affairs of the corporation.

Section 6: Regular meetings of the Board of Directors shall be held annually. And, the Chairperson may, when he or she deems necessary, or the Secretary shall, at the written request of three (3) members of the Board, issue a call for a special meeting of the Board, and only five (5) days notice shall be required for such special meetings. Written notice of any meeting of the Board of Directors may be waived by the members of the Board present at the meeting.

Section 7: Should any member of the Board of Directors absent himself or herself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the Chairperson or Secretary stating his or her reason for so doing, and if his or her excuse should not be accepted by the members of the Board, his or her seat may be deemed vacant, and the Chairperson may forthwith proceed to fill the vacancy.

Section 8: Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting or until his or her successor shall have been chosen at a special meeting of the members.

Section 9: Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

ARTICLE V
Voting

Section 1: Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member in person and voting by proxy shall not be allowed. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business; see, RCW 24.03.110.

Section 2: All members of the Board of Directors are expected to cast their votes on each issue before the Board. Abstentions shall be regarded as affirmative votes.

ARTICLE VI
Duties of Officers

Section 1: The officers of the corporation shall be a Chairperson, one or more Vice Chairpersons, a Secretary, an Auditor, and a Treasurer and such other officers and assistant officers as may be deemed necessary. One person may hold more than one office in the corporation at any given time, except the offices of Chairperson and secretary; see, RCW 24.03.125. Any one or more officers of the corporation shall be ex-officio members of the board of directors.

Section 2: The Board of Directors shall elect all officers for a term of one (1) year, the Chairperson and Vice Chairperson being elected from the Board of Directors. A quorum shall be necessary to constitute an election.

Section 3: The duties and powers of the officers of the corporation shall be as follows:

Chairperson

The Chairperson shall preside at the meetings of the corporation and of the Board of Directors and shall be a member, ex officio, with the right to vote, of all committees except the Nominating Committee. The Chairperson shall also, at the annual meeting of the corporation and such other times as he or she deems proper, communicate to the corporation and to persons active in its affairs, or to the Board of Directors, such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and welfare and increase the usefulness of the corporation, and shall perform such other duties as are necessarily incident to the office of the Chairperson.

Section 1.01 Vice Chairperson

The Vice Chairperson shall act for the Chairperson in his or her absence and perform such other acts as the Chairperson may direct.

Section 1.02 Secretary

The secretary shall give notice of and attend all meetings of the corporation; keep a record of their proceedings; conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; notify the officers and members of the corporation of their election; notify members of their appointment on committees; prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the corporation, and generally, devote his or her best efforts to forwarding the business and advancing the interests of the corporation. In the case of the absence or disability of the Secretary, the Board of Directors may appoint a Secretary Pro Tem. The Secretary shall be the keeper of the corporation seal.

Section 1.03 Treasurer

The Treasurer shall receive and be accountable for all funds belonging to the corporation; pay all obligations incurred by the corporation when payment is authorized by the Board of Directors; maintain bank accounts in depositories designated by the Board of Directors; and render periodic financial reports.

The funds, and books in the Treasurer's hands shall at all times be under the supervision of the Board of Directors, and subject to its inspection and control. At the expiration of his or her term of office, the treasurer shall deliver over to his or her successor all books, moneys and other property, or in the absence of a Treasurer elect, to the Chairperson. In the case of the absence of the Treasurer, the Board of Directors may appoint a Treasurer Pro Tem. The Treasurer or any Treasurer shall serve without bond.

Section 1.04 Auditor

The Auditor shall attend entire RSC meeting quarterly; Coordinate and attend annual RSC and all Convention & Event Committee audits; Receive and review monthly RSC Bank Statements and all Convention and Event monthly Bank Statements each month; Bring all current (previous three months) bank statements for all RSC and Convention & Event bank accounts to each RSC meeting for review by any member who requests to review them; Prepare an auditors report for each quarterly meeting of RSC and the annual meeting of the FSA; Provide all necessary financial documents (including RSC income and expenses, Convention & Events Committee income and expenses) to tax preparer for preparation of annual FSA Tax Return; Insure compliance with all Federal and State corporate and tax laws; Prepare annual FSA corporate budget; Provide written reports as requested by RSC Admin or RSC Sub-Committee Chairpersons; Willing to serve as FSA Treasurer.

ARTICLE VII Recompense

The officers of the corporation shall receive such salary or compensation as the Board of Directors determines.

ARTICLE VIII The Corporate Seal

The seal of the corporation shall be as more particularly shown in the following impression:

SEAL

**ARTICLE IX
Amendments**

These By-laws may be amended, repealed, or altered in whole or in part at any annual meeting, or annual convention of the corporation, or at a Board of Directors meeting specified by the Chairperson of the corporation.

I hereby certify that this is an accurate copy of the Bylaws of the Fellowship Services Association.

Dated this _____ day of _____, 2005

Steve Zander
FSA Corporate Secretary

ARTICLES OF INCORPORATION
FELLOWSHIP SERVICES ASSOCIATION
A Non-profit Corporation
First Amended January 30, 1993
Second Amended July 24, 1999
Third Amended January 22, 2000
Fourth July 9, 2005

The undersigned, being natural persons of the age of eighteen years or more, acting as incorporators for the purpose of creating a non-profit corporation under Chapter 24.03 of the Revised Code of Washington, entitled "Washington Non-profit Corporation Act," do hereby set forth:

ARTICLE I

The name of the corporation is Fellowship Services Association.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are: to perpetuate recovery from the disease of addiction, to coordinate services, and to organize, promote and conduct celebrations of recovery and recovery events for Narcotics Anonymous within the States of Washington and Northern Idaho. This organization is organized and operated for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

The corporation will be a non-membership corporation.

ARTICLE V

Directors of the corporation shall be elected in the manner provided by in the By-Laws.

ARTICLE VI

The address of the initial registered agent of the corporation is as follows:

Duryea, Murphy, Davenport & Van Winkle
Attorneys at Law
711 Capitol Way
Olympia, Washington 98501

The name of the initial registered agent of the corporation at the above address is Malachy R. Murphy.

ARTICLE VII

The number of directors constituting the initial Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation, or until their successors are elected and qualified are:

J. Rocky L. Watts
409 North Frederick Street
Olympia, WA 98506

Andrew Andersen
10809 SE 230th
Kent, Washington 98031

Vandy Andersen
10809 SE 230th
Kent, Washington 98031

ARTICLE VIII

The names and addresses of all of the incorporators are:

J. Rocky L. Watts
409 North Frederick Street
Olympia, WA 98506

Andrew Andersen
10809 SE 230th
Kent, Washington 98031

Vandy Andersen
10809 SE 230th
Kent, Washington 98031

ARTICLE IX

The corporation shall have all of the powers granted non-profit corporations under the laws of the State of Washington. However, notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable organization exempt from federal income tax and section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a charitable organization contributions to which are deductible under section 170(c)(2) of the Internal revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X

On the dissolution or winding up of the corporation, its assets remaining after payment of or provision for payment of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue code.

IN WITNESS WHEREOF we have hereunto set of hands this 9th day of July, 2005.

I hereby certify that this is an accurate copy of the amended Articles of Incorporation of the Fellowship Services Association, signed this 9th day of July, 2005.

Nancy Frost Hansen
RCA, Corporate Secretary