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BYLAWS OF CoDA Intergroup Inc.

ARTICLE 1

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Middlesex County, State of Massachusetts.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

510 King Street, Littleton, MA 01460 Dated: 03/01/96

_____ Dated: _____, 19__

_____ Dated: _____, 19__

_____ Dated: _____, 19__

SECTION 3. OTHER OFFICES

the corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2

NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to assist, encourage and serve a fellowship of men and women dealing with codependency; to reinforce their efforts to understand themselves; and to foster their efforts in developing healthy and fulfilling relationships.

The corporation shall encourage unity of purpose and growth of CoDA Groups in Massachusetts, New Hampshire, and Rhode Island, and, to assist in the goal of providing a spiritual program of recovery based on the Twelve Steps and Twelve Traditions. CoDA Group Members gather together to support and share with each other their experience, strength and hope in an effort to solve their common problems and to help others do the same. Membership in a CoDA Group is open to all men and women who have a desire for healthy and fulfilling relationships.

The corporation is a service body, which assists the Groups by publishing and disseminating information and materials; by serving as a communication center for groups and for individuals seeking information; and by performing all other necessary services which the groups can not do independently, in furtherance of the foregoing purposes as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER AND ELECTION

The corporation shall have up to nine (9) directors and collectively they shall be known as the Board of Directors. At the initial meeting of the Board of Directors, the Board may by a majority vote, designate a Group Service Representative Assembly the power and authority to elect the Directors. The Group Service Representative Assembly shall meet prior to the annual meeting of the Board of Directors, each Assembly Meeting Representative committee member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board. At the annual meeting the Board, by majority vote, will vote on whether to adopt the election results of the Assembly committee.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Directors shall be qualified as below specified, except that the Assembly may, by majority vote, waive qualification (1) below: The director shall be an active CoDA member, familiar with the 12 Steps and 12 Traditions, serving or having previous experience as a Group Service Representative for a CoDA group. Other qualifications for directors of this corporation shall be as follows:

- (1) At least one two directors shall be a Massachusetts CoDA Group members.
- (2) At least one director shall be a New Hampshire CoDA Group member.
- (3) At least one director shall be a Rhode Island CoDA Group member.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Organization and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, who are but trusted servants.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Organization, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- (f) Provide such information or take action as needed to facilitate the corporation's business functions, as deemed necessary by the Board of Directors, including, but not limited to, the affixing of signature to such forms and documents required to Section 4 duties.

SECTION 5. TERM OF OFFICE

The initial directors shall be those persons named as directors in the Articles of Organization.

Four of the initial directors shall have an initial term of one year, and the remaining three directors shall have an initial term of two years. Thereafter, the directors shall be elected at the annual meeting, to hold office for a period of two years and until his or her successor is elected and qualifies.

Alternate board members shall be elected at the Assembly for a term of one year.

SECTION 6. POLICIES

When setting corporate policies, the Board of Directors shall reference and rely upon the CoDA Service Manual, the Twelve Traditions of CoDA, any motions passed at the National Service Conference, and relevant issues which may be voted on and approved by the CoDA Group Service Representatives.

SECTION 7. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

SECTION 8. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 9. ANNUAL MEETING

The annual meeting of the Board of Directors shall be held within six weeks months after the Spring Assembly (April) and no later than six months after the end of the fiscal year of the corporation on such date and at such hour and place as the directors shall determine.

SECTION 10. REGULAR AND SPECIAL MEETINGS

Regular meetings of Board of Directors shall be held monthly on the first Saturday of each the month, November through March, and May through September, at the principal office of the corporation. Meeting dates falling on legal holidays, cancelled or delayed meetings are rescheduled for the following Saturday unless otherwise determined by the board.unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next Saturday.

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Organization, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the Board of Directors held on scheduled dates and at the principal offices of the corporation.

(b) Annual and Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of the annual meeting and each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or

telephone call within twenty-four hours of the first facsimile transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Organization, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of three (3) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Organization, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson chosen by a majority of the directors present at the meeting. The Clerk of the corporation shall record and maintain records of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Clerk of the Meeting.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Clerk, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Organization, these Bylaws or provisions of law, vacancies on the board [shall may] be filled by an elected alternate, if alternate is available, elected by a majority vote of the Board of Directors at a duly called meeting. , or by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS AND OFFICER

The directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Organization, these Bylaws or provisions of law.

SECTION 19. ABSENCES

The term of an officer shall be terminated automatically upon the event of the following: three (3) consecutive or four (4) total absences from regularly scheduled meetings during any one year of term of office, May to April. On request of the affected officer, this article may be, by majority vote of the Board of Directors, waived for reason of illness, hardship or other cause deemed sufficient and acceptable. However, should waiver be granted, the absence record shall remain and waiver would need be requested and granted for each subsequent absence thereafter.

ARTICLE 4

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Treasurer, and a Clerk. The corporation may also have a Chairperson of the Board, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person serving as a director of CoDA Intergroup, Inc. may serve as President or Treasurer of the corporation.

Any person serving as a director of CoDA Intergroup, Inc., and a resident of Massachusetts, may serve as Clerk of the corporation.

Any person who is a member of a CoDA Group in Massachusetts, Rhode Island or New Hampshire may serve as an officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

At the annual meeting of the board, the Officers shall be elected from among the Board of Directors. annually by the Board of Directors, at the annual meeting, and each officer shall hold office until he or she resigns, or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed

at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation, subject to the control of the Board of Directors. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF CLERK

The Clerk shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Clerk and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5

COMMITTEES / ASSEMBLY

SECTION 1. GROUP SERVICE REPRESENTATIVE ASSEMBLY

The Group Service Representative Assembly shall have a regular meeting in April and October, and at other such times and at such places as the directors or the Assembly determine. Board of Directors shall designate a Group Service Representative Committee consisting of representatives from each CoDA Group in Massachusetts, New Hampshire and Rhode Island. This Assembly will have the power and authority of the board in the election of new board members, to the extent permitted, and except as may otherwise be provided, by provisions of law.

The Group Service Representative Assembly shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require. The Group Service Assembly shall have regular meetings at such times and at such places as the directors or the committee members determine.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees and the number for a quorum may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws and the 12 Steps and 12 Traditions of CoDA.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or by an authorized member of the Board of Directors

SECTION 3. 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.

ARTICLE 7

FINANCING

SECTION 1. FEES AND CONTRIBUTIONS

CoDA group members make voluntary contributions through meetings and activities which are in keeping with CoDA's Twelve Traditions. There are no membership dues or fees for membership in a CoDA group; all funds are voluntary contributions.

SECTION 2. AUTHORIZED SIGNATURES

All financial accounts will require an authorized signature. The authorized signers are the corporation's Treasurer or an authorized member of the Board of Directors.

ARTICLE 8

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Organization and Bylaws as amended to date, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. The seal shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within, or such other form as the directors may determine. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Organization, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 9

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 10

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 11

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter,

Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.