

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS, Inc.

PREAMBLE

In solemn affirmation of the letter and spirit of the Twelve Steps, Twelve Traditions, and Twelve Concepts for World Service, and placing all our activities under the guidance of a higher power as expressed in our group conscience, the various and several groups of Cocaine Anonymous (CA) in the State of Texas have met to form the South Central Texas Area of Cocaine Anonymous, Incorporated (AREA). These bylaws serve to fulfill our legal obligation as a Texas Non-Profit Corporation and, more importantly, as a guide for our successors.

ARTICLE I NAME

The name of this corporation shall be THE SOUTH CENTRAL TEXAS AREA OF COCAINE ANONYMOUS, INC.

ARTICLE II OFFICES

The principal office of the AREA shall be located in the City of Austin, Travis County, Texas. The AREA may have such other office, within the geographical boundaries of the AREA, as the members may from time to time designate or as the business of the AREA may require.

ARTICLE III. MANAGEMENT

Management of the affairs of the AREA is to be vested in the members of the AREA. All AREA Officers, Delegates and Standing Committee Chairpersons serve solely in a leadership, advisory, and service capacity; they do not govern.

ARTICLE IV ORGANIZATIONAL STRUCTURE

Section 1 The membership of the AREA shall consist of only the member groups of CA within the geographical boundaries registered with a Group Service Representative (GSR) and which follow the Twelve Traditions of CA as adapted with permission from Alcoholics Anonymous (AA).

Section 2 CA groups shall be eligible for membership in the AREA, provided such applying group shall submit in writing:

- (a) The names of its elected GSR, its alternate GSR, if any, and group officers;
- (b) A listing of the name of the group, date(s), time(s), classification(s) and location(s) of its meeting(s).

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS, Inc.

Section 3 There are no dues or fees for membership; the AREA is self-supporting through the receipt of voluntary contributions from its membership. Traditionally, each member group supports the AREA either by monthly pledges or by special contributions. However, financial support is not necessary in order for a group to remain or become a member.

Sub Section 1. GROUP REPRESENTATIVE

1.1 Each group comprising the membership of the AREA shall be represented by a GSR. Should a group so decide, they may also elect an alternate GSR, to take the place of the designated GSR if he/she is sick, absent, resigns during his/her term of office, or otherwise becomes unavailable to participate in AREA affairs.

1.2 Each group shall file the name, address, and telephone numbers of the elected GSR and alternate, if any, with the Secretary of the AREA.

1.3 Each GSR shall faithfully reflect the "conscience" of his/her group and shall act as a liaison between his/her group and the AREA.

Sub Section 2. OFFICERS

2.1 The AREA shall be served by duly elected individuals from the membership groups who shall be designated as the following officers:

CHAIRPERSON - Serves [2 years] TWO YEAR term.
(Elected on even years, beginning in the year 2004)

VICE-CHAIRPERSON - Serves (2 year) TWO YEAR term.
(Elected in 2004 and will serve a 1 year term, thereafter will be elected on odd years and will serve a 2 year term beginning in the year 2005)

TREASURER- Serves [1 year] ONE YEAR term. (Elected in 2004)

SECRETARY- Serves [2 years] TWO YEAR term.
(Elected on even years, beginning in the year 2004)

The above terms of each of the aforesaid offices is to be for the period of time set forth in the brackets preceding. The elections of said officers are to be held every January at the first fiscal meeting of the AREA, during the year in which the term of each such office becomes due for election.

2.2. Each officer shall hold office until his/her successor has been duly elected and qualified.

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS, Inc.

2.3. Chairperson the Chairperson is the officer also known as "President" in other organizations. The chairperson shall: (a) be the General Manager and principal Executive Officer of the AREA and, subject to the supervision and control of the members assembled in the business meetings, direct all of the business affairs of the AREA, with full power to execute all resolutions and orders; (b) when present, preside at all meetings of the members; (c) together with the Vice-Chairperson, have the shared responsibility for the management of the AREA in accordance with the "Twelve Traditions" of CA, as adapted with permission from AA; and (d) in general, the chairperson shall perform all duties incident to the office of Chairperson.

2.4. Vice-Chairperson the Vice-Chairperson is the officer also known as "Vice-President" in other organizations. In the absence of the Chairperson or in case of the Chairperson's death, inability, or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.

2.5. Treasurer the Treasurer shall: (a) have care, charge and custody of and be responsible for all funds and securities of the AREA; (b) receive and give receipts for moneys due and payable to the AREA from any source whatsoever; (c) deposit all such moneys in the name of the AREA.

2.6. Secretary The Secretary shall: (a) keep the minutes of all official proceedings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the AREA records.

Sub Section 3. Delegates

3.1. The AREA shall be served by duly elected individuals from the membership group who shall be designated as DELEGATES to the Cocaine Anonymous World Service Conference.

3.2. Because of the relatively long term of service for World Service Delegates and to preserve the spirit of rotation, which is a recognized concept of the AREA, the term of service of any elected Delegate is limited to one full term of [4 years] FOUR YEARS, with [1 year] ONE YEAR of that term serving as the alternate. This includes any prior term of service, which came about as a result of an Alternate Delegate succeeding to a Delegate position, fulfilling the remainder of a vacating Delegate's term. Such Delegate, who has served out the remaining term of his/her predecessor, may be a candidate for reelection to that position and may serve, if so elected, a full [4 years] FOUR YEAR term before having to retire from such position. Accordingly, no one individual may serve continuously as a Delegate for a period of [8 years] EIGHT YEARS.

3.4. Each Delegate shall faithfully reflect the "group conscience" of the AREA and shall act

BYLAWS

For The SOUTH CENTRALTEXAS AREA of COCAINE ANONYMOUS,

Inc. as a liaison between the AREA and Cocaine Anonymous World Service.

Sub Section 4. COMMITTEES

4.1. The AREA shall have such standing committees as may be designated by resolution of the members. The standing committees have designated election terms that will hereafter be effective as of January 2004 and July 2004 as to the corresponding committees.

4.2. Standing committees shall act in an advisory capacity only to the members and shall clearly be titled as "advisory" committees, however, each committee may determine which matters they will dispose of themselves and upon which matters they will report for further directives from the membership. Each committee has the operational responsibility to perform the tasks assigned to such committee.

4.3. Each Standing Committee Chairperson, aside from insuring the smooth operation of his/her Committee, shall act as a liaison between the AREA and his/her committee.

ARTICLE V DURATION

The period of duration of the AREA is perpetual.

ARTICLE VI PURPOSE

The objectives and purposes for which this AREA is formed are as follows:

- (a) To be the central clearinghouse or agency for all CA activities within the geographical boundaries of the AREA.
- (b) To carry the message to persons who suffer from the disease of addiction to Cocaine and any other mind-altering substance by offering the CA Twelve Step Program of Recovery as adapted with permission from AA to apply to cocaine addiction through the uniting and coordination of groups and individuals who follow the CA Recovery Program or who simply have the desire to stop using cocaine and all other mind-altering substances.
- (c) To serve and function as the communications center for member groups with respect to matters of local policy and interest
- (d) To implement such policies of attraction which serve to make known to any interested parties and persons our experience in learning to live without cocaine and all other mind-altering substances.

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS INC.

- (e) To publish and print literature for distribution to our member groups and/or other interested parties including, but not limited to, a schedule listing all regular meetings of CA members in the Area.
- (f) To conduct special events in accord with and in furtherance of these objectives.
- (g) To have and to hold such other and further powers and duties as are necessary and proper under our Articles of Incorporation, these bylaws and applicable federal and state laws and regulations to carry out and maintain the foregoing purposes which are consistent with the Twelve Steps, Twelve Traditions, and Twelve Concepts for World Service of Cocaine Anonymous, and the Texas Non-Profit Corporation.

ARTICLE VII Finances - GENERAL GUIDELINES

Section 1 Any contract entered in the name of and on behalf of the AREA must be executed by TWO (2) persons who shall include the Chairperson of the standing committee responsible for the activity involved in the applicable contract, and either the AREA Chairperson, Vice-Chairperson, or Treasurer.

Section 2 No loans shall be contracted on behalf of the AREA and no evidence of indebtedness shall be issued in the name unless specifically authorized by resolution of the members.

Section 3 All AREA checking accounts shall require two signatures. Checks should not be pre-signed. Each AREA bank shall maintain as a signatory thereon the following AREA persons: Chairperson, Vice-Chairperson, Treasurer, and Secretary.

Section 4 All funds of the AREA not otherwise employed shall be deposited from time to time to the credit of the AREA. All Funds received from any event or purpose shall be promptly deposited into any applicable bank account, which has been established for such purpose by the custodian of such funds on the same or the following business day after the receipt of the funds.

Section 5 Each standing committee which has any income or expenses shall turn in a dated financial report for each month which records all income and expenses at each regular AREA business meeting. A copy of every bank account monthly statement, including all committees and sub-committee accounts, along with an accounting of all expenditures, with receipts, will be forwarded to the Treasurer of the AREA at a minimum of quarterly intervals.

Section 7 Every check drawn on any AREA checking account for personal reimbursement of expenses shall only be written out when submitted with copies of receipt(s) or invoice(s) attached and with respect to any check drawn on the main AREA account, must bear the signature of the AREA Treasurer.

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS, Inc.

ARTICLE VIII BUSINESS MEETINGS, PARLIAMENTARY PROCEDURE AND ORGANIZATIOAL CHART

Section 1 All business meetings of the AREA shall be governed per Roberts Rules of Order.

Section 2 A quorum of the members must be present in order to conduct business. A quorum is constituted as 75% of eligible voting members.

Section 3 Regular business meetings of the AREA shall be held every odd month at a time, date and place set in advance at the prior business meeting, unless otherwise determined by a vote of the majority of those entitled to vote at a meeting of the AREA; a quorum of all eligible voters being present

Section 4 Written or verbal notice stating the place, day and hour of the business meeting shall be delivered for all such business meetings to all individuals entitled to cast a vote at said meeting not less than TEN (10) days before the scheduled date of said meeting.

Section 5 Each group, either by its GSR or through its alternate; and each officer except the Chairperson, who can only cast a *vote* in the event of a tie; Delegate; Alternate Delegate; and Standing Committee Chairpersons shall be entitled to cast one vote with respect to any issue which arises during the AREA's business meetings and with respect to elections.

Section 6 Business meetings shall be presided over by Chairperson of the AREA and, absent the Chairperson, by the Vice-Chairperson of the AREA, and, absent both, by the Treasurer of the AREA. The Secretary of the AREA shall act as secretary of every business meeting. When the secretary is absent, the Chairperson of the meeting may appoint a Secretary for such business meeting.

Section 7 The records of the AREA shall consist of all minutes of all business meetings and any financial reports, if presented at such meeting.

ARTICLE IX ELECTION PROCEDURES

Section 1 Nominations for *every* election to fill any AREA position shall be made and seconded by any members of the AREA present at the regularly scheduled business meeting of the AREA at the meeting immediately preceding the date of the election.

Section 2 It shall be the duty of all those individuals entitled to cast a vote at a business meeting of the AREA to elect and remove, and to fill any vacancies created, for all service positions

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS, inc.

Section 3 Each candidate for any of the above positions must be physically present at the time and place of said elections. Election in absentia may be allowed if the candidate was physically present for the nomination; with approval by the members. Any past or present Officers and/or Delegates of the AREA shall be eligible to run for a different elected position of the AREA, but he/she must also be physically present at the time of the elections.

Section 4 In the spirit of rotation, it is suggested that no individual run for the same elected position of the AREA for consecutive terms but in no event may any individual hold the same position of the AREA for more than TWO (2) consecutive terms

Section 5 Any or all Officers, Delegates, or Standing Committee Chairpersons may be removed for cause by a two-thirds majority vote at a business meeting of the AREA, as they may deem necessary; a quorum of all eligible voters being present.

Section 6 It shall be deemed automatic grounds for removal; without any further action of any Officer, Delegate, Alternate Delegate, Standing Committee Chairperson or any other agent or employee of the AREA if he/she uses cocaine or any other mind-altering substance during his/her term of office.

ARTICLE X ADOPTION, ALTERATIONS, AMENDMENT OR REPEAL OF BYLAWS

Section 1 These Bylaws shall be adopted according to the provisions in place of the heretofore existing Bylaws and further by the affirmative vote to ratify them of three quarters of all those GSRs, Officers, Delegates and Standing Committee Chairpersons represented and present and eligible to vote upon their ratification. The ratification of these Bylaws will make them effective upon such ratification and any and all prior Bylaws, resolutions or procedures to the contrary are hereby expressly rescinded and repealed.

Section 2 Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations and cooperative associations organized and existing pursuant to the laws of the State of Texas, all Bylaws of the AREA shall be subject to alteration, amendment or repeal, and new Bylaws may be created, but only subject to being ratified by a two-thirds majority vote of those members present; a quorum of all eligible voters being present.

Section 3 All past acts if the AREA's officers not in conflict with the AREA's Articles of Incorporation or these Bylaws or the "TWELVE TRADITIONS" of CA, as adapted with permission from AA, are hereby retroactively ratified.

BYLAWS

For The SOUTH CENTRAL TEXAS AREA of COCAINE ANONYMOUS, Inc.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 1 Except as herein above set forth to the contrary, the AREA shall keep 4 years of SCTA AREA complete and accurate records and books of account, and shall keep minutes of the proceedings no later than 2 weeks after SCTA quarterly meeting. These said such records, will be placed on SCTA web site which will be password protected. The password available upon request to anyone and all members.

Section 2 The fiscal year of the AREA shall run from January 01 through December 31st, subject to applicable law.

Section 3 The Officers of the AREA shall not be personally liable for the debts, liabilities, or other obligations of the AREA. There shall be no compensation other than reimbursement for expenditures approved by a majority vote of the membership for any services provided by the Officers, Delegates, or Standing Committee Chairpersons; all services are donated and voluntary.

Approved by three-quarters of members eligible, represented and present to vote at a business meeting of the corporation held on 9-10-05. *N,*

Nora Bryson (Signature)

SECRETARY OF THE CORPORATION

(DATE) 9-10-05

Rick Rowan (Signature)

VICE-CHAIR OF THE CORPORATION

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(DATE) 9-10-05

Robert W. Bird

(Signature)

R. W. Bird

CHAIR OF THE CORPORATION

(DATE) 9-10-05

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Level	Date	Description of revisions	Approval
AA	9-10-05	Initial Release	RWB