

Bylaws of
NYCMA, INC

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BY-LAWS
OF
NYCMA, INC

ARTICLE I: NAME

Section 1.1: The name of this corporation shall be NYCMA, Inc. hereinafter referred to as Intergroup. In addition, NYCMA, Inc. may do business as New York Crystal Meth Anonymous, Inc. following d.b.a. filing and approval with the City of New York County Clerk's Office.

ARTICLE II: LOCATION OF PRINCIPAL OFFICE

Section 2.1: The office for the transaction of the activities and affairs of Intergroup shall be located in the city of New York, at such place as the Intergroup officers may from time to time determine.

ARTICLE III: PURPOSE

Section 3.1: The general purpose of Intergroup is to act as a New York nonprofit public benefit corporation, organized under section 501(c) (3) of the Internal Revenue Code or any future federal tax code. Intergroup is not organized for the private gain of any person. It is to serve the public good by providing a fellowship of support and education to people who are recovering or trying to recover from addiction to crystal meth and to their families and friends, and ultimately to the general public - all of whom suffer the consequences of this serious addiction.

Section 3.2: The specific purpose of Intergroup is to:

1. Follow the principals of The Twelve Steps, The Twelve Traditions and Concepts of Alcoholics Anonymous as adopted by Crystal Meth Anonymous, Inc. hereinafter referred to as CMA.
2. Establish and maintain a central CMA service office and telephone answering service to carry the message of CMA to those who suffer from crystal meth addiction.
3. Act as a central clearing house for providing information and literature to CMA groups and to the community, in accordance with The Twelve Traditions of CMA and guidelines issued by CMA World Services.
4. Promote unity through service among member groups, and to aid the groups in their common purpose of carrying the message to the crystal meth addict who still suffers.
5. Purchase and sell CMA and Intergroup approved literature to the individual CMA groups.
6. Publish and distribute a newsletter and directory of meeting places and times for area CMA groups.
7. Maintain by monthly updates the Intergroup website, nycma.org, ensuring the most current information is available to those in need of help.

Section 3.3: The limitations on the Intergroup are:

1. No part of the Intergroup shall consist of carrying on propaganda or otherwise attempting to influence legislation.
2. The Intergroup shall not participate in any political campaign, by any means, on behalf of any candidate for public office
3. The property of the Intergroup is irrevocably dedicated to public and educational purposes and no part of the net income or assets of the Intergroup shall ever inure to the benefit of any director or officer, or to the benefit of any private person.

ARTICLE IV: MEMBERSHIP

Section 4.1: Intergroup shall have no statutory voting members. No individual group member, donor, contributor or any other person will be referred to as a “member” in any Intergroup material and is not a statutory member as described by the New York Nonprofit Public Benefit law and has no voting rights in Intergroup.

Section 4.2: Membership in Intergroup shall be by groups. Any CMA group in New York City may become a member by filing with the Intergroup Secretary, the group’s name, meeting time, meeting location and identity of the group service representative, hereinafter referred to as the GSR. Member groups shall remain traditionally autonomous and in no way be governed by Intergroup. To be a member of Intergroup, the group must conform to the guidelines as set forth by CMA. There are no financial requirements for any group to become a member of Intergroup. Donation to Intergroup is voluntary and decided on by the individual group.

ARTICLE V: INTERGROUP OFFICERS AND COMMITTEE CHAIRS

Section 5.1: Intergroup’s elected executive body will consist of a Chairperson, Secretary and Treasurer. Intergroup will also elect a General Service Officer, a CMA Delegate, and a CMA Trustee to CMA World. In addition, Intergroup will consist of four (4) committees, Structure and Finance, Literature, Public Information and Hospitals and Institutions. A Chair and Co-Chair will be elected to oversee the Literature and Public Information committees. Structure and Finance and H&I will be overseen by an elected chair only.

Section 5.2: The Chairperson, Treasurer and committee members are elected to a term of one (1) year. Nominations and elections will take place at the monthly business meeting held in November. The term of service runs from January through December. The position of Secretary is also for a term of one (1) year, but nominations and elections will be held at the business meeting in January. The term of service runs from March through February

Section 5.3: All officer and committee positions require at least one year of continuous sobriety. This requirement may be waived by a majority of the voting members present.

Section 5.4: Responsibilities and duties of officers and elected committee members

1. Chairperson
 - Preside over each monthly Intergroup meeting following Robert’s Rules of Order, Revised.
 - Act as the ex-officio member without vote on all committees
 - Voting Member: Only to break a tie

2. Secretary
 - Take roll call at each Intergroup meeting and report as to whether a quorum exists.
 - Record minutes of each Intergroup meeting and maintain records of each meeting.
 - Tabulate votes on motions made at Intergroup meetings
 - Distribute (via e-mail) meeting notes to officers and GSRs after each Intergroup meeting
 - Deliver report on “old business” at each Intergroup meeting
 - Retrieve mail from Intergroup post office box
 - Voting Member: Yes
3. Structure and Finance Chairperson
 - Prepare special projects or analyses as requested by the group, related to overall structure and financial business of Intergroup.
 - Form committees as necessary to perform this responsibility.
 - Voting Member: Yes
4. Treasurer
 - Maintain Intergroup’s bank account.
 - Receive and deposit funds from individual CMA groups.
 - Distribute funds to pay approved expenses.
 - Prepare monthly Treasurer’s Report showing income, disbursements, balance and reserve fund.
 - Voting Member: Yes
5. Public Information Chairperson
 - Maintain Intergroup phone line and mailbox and field inquiries as appropriate.
 - Coordinate participation in community service events.
 - Attend or coordinate CMA and Intergroup participation at ad hoc special events.
 - Voting Member: Yes
6. Public Information Officer
 - Handle inquiries about CMA and Intergroup from media, directly or by referring other Intergroup members.
 - Voting Member: Yes
7. Hospitals and Institutions (H&I) Chairperson
 - Coordinate activities related to H&I meetings.
 - Contact institutions and maintain a list of available institution meetings needing service, training & other information and suggestions.
 - Prepare and maintain an H&I information packet to be provided to individual meetings.
 - Assist meeting-specific H&I chairpersons as needed.
 - Voting Member: Yes
8. Literature Chairperson
 - Coordinate activities related to publishing pamphlets, newsletters and other Intergroup literature.
 - Form committees as needed to achieve goals set by Intergroup.
 - Request articles from CMA members for publication in Crystal Clear.
 - Assist with maintaining information provided to the public on Intergroup’s website; nycma.org
 - Voting Member: Yes

9. Literature Coordinator
 - Assist individual CMA meeting GSRs and Literature chairpersons with acquiring literature for their respective meetings.
 - Assist individual CMA meeting GSRs and chip representatives with acquiring chips for their respective meetings.
 - Maintain up-to-date inventory of literature and chips on hand.
 - Voting Member: Yes
10. General Service Officer to CMA World
 - Assist with activities involving the interface of Intergroup and CMA World Services.
 - Prepare monthly GSO report to keep Intergroup informed of news at World Services.
 - Attend national and regional CMA meetings, and report back to Intergroup.
 - Voting Member: Yes
11. Group Service Representative Coordinator
 - Inform GSRs of monthly Intergroup meeting.
 - Make all meetings aware of Intergroup and encourage them to determine the group's conscience about participating by sending a GSR.
 - Support GSRs in reporting back to their groups.
 - Recognize GSRs from new meetings as formed.
 - Voting Member: Yes

ARTICLE VI: GROUP SERVICE REPRESENTATIVES

Section 6.1: Each CMA group should elect one primary representative and one alternative representative to serve in Intergroup. An alternate GSR shall vote at the monthly Intergroup business meeting only in the absence of the primary GSR. Both the GSR and alternate GSR must have at least six (6) months of continuous sobriety to vote at the monthly business meeting.

Section 6.2: No Intergroup officer or committee chair or member of the board of directors may serve as a GSR.

ARTICLE VII: MEETINGS

Section 7.1: Robert's Rules of Order, Revised are to be used as a guide. Intergroup business meetings shall be scheduled on the last Wednesday of every month at 7:45 at GMHC, 131 West 24th Street, New York, NY 10001. Representatives shall be notified by e-mail two weeks in advance of all meetings.

Section 7.2: Committee meetings shall be held a minimum of once per month within ten (10) days prior to the regularly scheduled Intergroup monthly business meeting.

Section 7.3: In order to conduct business, there must be a majority of voting members in attendance.

ARTICLE VIII: ATTENDANCE

Section 8.1: Any CMA member is invited and encouraged to attend any and all meetings of Intergroup as a non-participant. The chair may recognize non-participants. Non-participants should identify themselves as not being a GSR.

ARTICLE IX: BOARD OF DIRECTORS

Section 9.1: The Board of Directors shall oversee the business affairs of Intergroup, however this “Right of Decision” should never be made an excuse for failure to render proper reports of all significant actions taken. The Board of Directors role is to follow the lead of the Intergroup, but may make suggestions and pass non-binding resolutions for the improvement of Intergroup services and structure. All decisions of the Board of Directors shall be reflected in the minutes, which shall be presented at the next Intergroup monthly business meeting.

Section 9.2: The Board of Directors will meet on the first Wednesday in February of every year. Any board member may call for a special meeting by contacting the Chairman in writing explaining the purpose of the meeting. All board members must be contacted two weeks prior to a scheduled meeting with the time and location by the Secretary.

Section 9.3: The total number of directors to be elected, as decided by vote by Intergroup, will be 12. The number of directors shall be increased or decreased by amendment to this section of the by-laws. The number of directors to sit on the board shall never be less than 7 or greater than 15.

Section 9.4: Directors must be individuals dedicated to the purposes of this corporation. Participation on the Board of Directors of NYCMA, Inc, does in no way indicate that a board member is a recovering crystal meth addict. Directors have been invited to voluntarily sit on the board of NYCMA, Inc.

Section 9.5: No director shall receive any monetary or gratuity compensation for service on the board. Reimbursement of expenses necessary for the fulfillment of their duties will be made with proper documentation and approval by the Intergroup after submission.

Section 9.6: Each director shall serve a term of two (2) years and until a successor has been elected and seated. Terms will run from January to December. Nominations and elections shall take place at the October business meeting prior to the start of the new term in January. There is no limit on the number of consecutive terms a director may serve if he or she remains qualified and willing to serve.

Section 9.7: At the first meeting, beginning a new two-year term, the board will elect a Chairperson, Vice Chairperson, Secretary and Treasurer. All positions and board members have one (1) vote in all decisions, except for the Chairperson. The Chairperson does not have a vote, unless it becomes necessary to break a tie.

Section 9.8: Responsibilities and duties of Chairman, Secretary and Treasurer.

1. Chairperson

- Preside over each NYCMA, Inc meeting of the Board of Directors following Robert’s Rules of Order, Revised.

- Coordinate with the Intergroup chairperson on activities of the past year for presentation to the NYCMA, Inc. board.
 - The outgoing Chairperson will sit on the Board of Directors for one year in an advisory capacity only.
 - Voting Member: Only to break a tie
2. Vice Chairperson
- Preside over each NYCMA, Inc meeting of the Board of Directors in the absence of the Chairperson and perform the duties of the office of Chairperson. In the absence of the Chairperson and Vice Chairperson, the Secretary and Treasurer shall preside.
 - Coordinate with each Intergroup committee chairperson on activities of the past year for presentation to the NYCMA, Inc. board.
 - Voting Member: Yes, when not presiding over meeting as Chairperson
3. Secretary
- Take roll call at each NYCMA, Inc board meeting and report as to whether a quorum exists.
 - Record minutes of each NYCMA, Inc. board meeting and maintain records of each meeting.
 - Tabulate votes on motions made at NYCMA, Inc board meetings.
 - Distribute (via e-mail) meeting notes to members of the board and all Intergroup officer and committee chairs after each NYCMA, Inc board meeting.
 - Deliver report on “old business” at each NYCMA, Inc. board meeting.
 - Voting Member: Yes
4. Treasurer
- Coordinate with the Intergroup Treasurer regarding the financial activities of the past year for presentation to the NYCMA, Inc. board.
 - Prepare annual Treasurer’s Report showing income, disbursements, balance and reserve fund.
 - Voting Member: Yes

ARTICLE X: QUORUM

Section 10.1: The member groups in attendance at a properly noticed meeting constitute a quorum unless significant attendance is prevented at the scheduled meeting beyond anyone’s control (e.g. weather, transportation, etc.)

ARTICLE XI: REMOVAL AND STEPPING DOWN FROM OFFICE

Section 11.1: Any officer and/or member of any committee may be removed from office for cause upon a two-thirds (2/3) vote of those member present at a regularly scheduled meeting. However, before a vote for removal from office, a full disclosure of charges shall be conducted and the individual under discussion shall be granted the opportunity to be heard. In addition, any officer or individual holding an elected position on a committee, must step down immediately if he/she fails to maintain the required sobriety to hold said office. The individual shall contact the Intergroup Chair at the earliest possible time so the position opening and election may be announced. Any individual wishing to step aside for any other reason than those listed above, shall contact the Intergroup Chair with their intentions. Said individual must maintain the

requirements of his/her position until such time as a new officer or committee member can be elected and seated.

ARTICLE XII: FINANCES

Section 12.1: Funds required to operate Intergroup are generated from the CMA groups, individual CMA members and the sale of literature. Individual contributions shall not exceed two thousand dollars (\$2,000.00) per year, per person. An accountant shall be appointed to oversee the finances of Intergroup, make quarterly reports and a year-end report showing the net worth of Intergroup.

ARTICLE XIII: DISSOLUTION OR FINAL LIQUIDATION

Section 13.1: This Intergroup shall be dissolved and its affairs concluded by a two-thirds (2/3) vote of members eligible to vote. All property and assets of the Intergroup are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501 (c)(3) of the Code as amended. Upon dissolution, winding up or abandonment of Intergroup provision for payment of all debts and liabilities there remains any assets of Intergroup, such assets shall be distributed for use in furtherance of the purpose of Intergroup as set forth herein, or such assets be distributed to an organization being operated for charitable purpose which is similar to the purposes of Intergroup, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed, shall be disposed of by the Circuit Court of New York City, exclusively for such purposes or to such organizations as said court shall determine.

ARTICLE XIV: IRC 501 [C] [3] TAX EXEMPTION PROVISIONS

Section 14.1: No substantial part of the activities of the organization shall be for 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 publishing or distribution of statements), any political campaign on or 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 by a

- a) Corporation exempt from federal income tax under section 501[c] [3] of the Internal Revenue Code
- b) Corporation, contributions to which are deductible under section 170 [c] [2] of the Internal Revenue Code

Section 14.2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its 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 14.3 Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation to another non-profit organization. The non-profit organization to which such assets must go must be operated exclusively for charitable, educational, or scientific purposes and at the time qualify as an exempt organization under

Section 501 (c) (3) of the Internal Revenue Service Code of 1954 or of a future United States Internal Revenue Law. In no case shall a disposition be made which would not qualify as a charitable contribution of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

Section 14.4 In any taxable year in which the organization becomes a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation:

- Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code
- Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code
- Shall not retain any excess business holdings as defined in Section 4943 [c] of the Internal Revenue Code
- Shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code
- Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code

ARTICLE XV: CONFLICT OF INTEREST POLICY

Section 15.1 The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 15.2 Any director, principal officer, or member of a committee with governing board delegated powers with a direct or indirect financial interest, as defined below, is an interested person.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 15.3 In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 15.4 After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 15.5 Procedures for Addressing the Conflict of Interest include

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 15.6 If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

Section 15.7 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 15.8 The minutes of the governing board and all committees with board delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 15.9 Compensation provisions are as follows:

- A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 15.10 Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person has:

- Received a copy of the conflicts of interest policy,
- Read and understands the policy,
- Agreed to comply with the policy, and
- Understood the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 15.11 To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 15.12 When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XVI: AMENDMENTS TO BY-LAWS

Section 16.1: These By-Laws may be amended via a proposition to amend in writing signed by not less than three (3) voting members of Intergroup. The Secretary of Intergroup shall enter the proposition into the minutes for action by the voting members at the next monthly business meeting. At said meeting, the proposition will be introduced to all members under new business. Discussion, debate and voting will commence following Robert's Rules of Order, Revised.