

**BYLAWS OF
COCAINE ANONYMOUS NEW YORK, INC.
*A New York Not-for-Profit Corporation***

PREAMBLE

IN SOLEMN AFFIRMATION of the letter and spirit of the Twelve Steps and Twelve Traditions 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 (hereinafter “CA”) in the “New York Area” have met to form an Association. These Bylaws and Constitution serve to fulfill our legal obligation as a NOT-FOR-PROFIT CORPORATION and, more importantly, as a guide for our successors.

ARTICLE I. NAME

The name of this Corporation shall be: COCAINE ANONYMOUS, NEW YORK, INC.

ARTICLE II. OFFICES

The principal office of the Corporation shall be located in the **City of New York, County of New York and State of New York.**

ARTICLE III. PURPOSES

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

- (a) To maintain a central business office as a clearinghouse for CA activities in the New York Area.
- (b) To aid persons who suffer from cocaine abuse and addiction by offering the CA Twelve Step Program of Recovery, as adapted with permission from Alcoholics Anonymous (hereinafter “AA”) to apply to cocaine abuse and addiction, through the uniting and coordination of Groups and individuals who follow the CA Program.
- (c) To serve and function as the communications center for Member Groups and individuals with respect to matters of local policy and interest.
- (d) The implementation of such policies of attraction, which serve to make, known to any interested parties and persons our experience in learning to live without cocaine and other mind-altering substances.
- (e) To publish and print literature for distribution to the Member Groups and/or other interested parties.
- (f) To conduct special events in accord with and in furtherance of these objectives.
- (g) To participate in the Cocaine Anonymous World Service (hereinafter “CAWS”) Conference and its proceedings in such ways as may from time to time be deemed appropriate.

ARTICLE IV. MEMBERSHIP

Section 1. The membership of the Corporation shall consist of the present member groups registered with a representative and alternate representative in accordance with

the procedure hereinafter outlined.

Section 2. Groups which shall have been in existence for at least three months shall be eligible for membership in the Corporation, provided such applying group shall submit in writing: (a) the names of its elected representative, alternate representative and group officers; and (b) a listing of the days, times, classification (e.g., Step, Beginner, Closed, etc.) and locations of its meetings.

Section 3. There are no dues or fees for membership; the Corporation is self-supporting through the receipt of voluntary contributions from its membership and individual members of the Fellowship of CA. Traditionally, each Member Group supports the Corporation either by monthly pledges or by special contributions. However, financial support is not necessary in order that a Group become or remains a Member.

ARTICLE V. GROUP SERVICE REPRESENTATIVES

Section 1. Each Group comprising the membership of the Corporation shall be represented by a Group Service Representative (hereinafter "GSR") or alternate representative at meetings of the Corporation.

Section 2. Each GSR shall faithfully reflect the "group conscience" and shall act as a liaison between his or her Group and the Corporation in the following manner:

- (a) He or she shall be a member of the Group he or she represents.
- (b) He or she shall attend all meetings of the Corporation.
- (c) He or she communicates to his or her Group the activities, general business, growth and current problems of the Corporation.
- (d) Normally, he or she is expected to vote and act for his or her Group at each Corporation meeting without consulting the Group on every issue. However, when it is necessary for him or her to know the feelings of his or her Group on particular issues, he or she shall ask his or her Group chairperson to call a business meeting of the Group in order to discuss the issue which is pending.
- (e) He or she can expect to perform any other services of this nature which relate to his or her office.

Section 3. Everything covered in this Article relates, as well, to the alternate GSR, whose duty is to perform in the place and stead of the GSR in his or her absence.

Section 4. Each Group, by its GSR or alternate, shall be entitled to cast one vote with respect to any issue which arises during the Corporation's business meetings and with respect to any elections of corporate officers, directors or other positions for which elections are held by the Corporation. However, in order to cast such a vote either the GSR or alternate must be physically present at the time of said business meeting or when elections are held. No proxies, either written or otherwise, will be recognized.

Section 5. All Group Service Representatives will identify themselves by name and Group to the Chairperson and Secretary at the start of the Business Meeting. Any conflict of representation shall be resolved by the Chairperson.

ARTICLE VI. OFFICERS

Section 1. The Corporation shall be served by duly elected individuals from the Member Groups who shall be designated as the following officers:

PRESIDENT [TWO YEARS]
VICE-PRESIDENT [ONE YEAR]
TREASURER [TWO YEARS]
ASSISTANT TREASURER [TWO YEARS]
SECRETARY [ONE YEAR]

The above offices may only be filled by individuals who have abstained from the use of cocaine and all other mind-altering substances for the continuous periods noted above in brackets, immediately prior to their respective terms. The terms of each of the aforesaid officers is to be a period of one year. The election of said officers is to be held at the Annual Business Meeting of the Corporation, except as hereinafter stated to the contrary. Any two or more offices may be held by the same person except the offices of President and Secretary. The President and Vice-President shall also be known, and hereinafter referred to, as the CHAIRPERSON and VICE-CHAIRPERSON, respectively.

Section 2. Each officer shall hold office until the Annual Meeting and until his or her successor has been duly elected and qualifies. Any or all officers of the Corporation may be removed for cause by a two-thirds vote of those individuals entitled to vote at a business meeting of the Corporation. It shall be deemed automatic grounds for the removal of an officer of the Corporation, if he or she uses cocaine or any other mind-altering substance during his or her term of office.

Section 3. Except for the Chairperson, who shall vote only to break a tie, each duly elected officer of the Corporation shall be entitled to cast one vote with respect to any issue which arises during the Corporation's business meetings and with respect to any elections of corporate officers, directors or other positions for which elections are held by the Corporation.

Section 4. The **CHAIRPERSON**, or in his or her absence, the **VICE-CHAIRPERSON**, shall preside at all meetings, general, special or annual, of the Corporation and shall perform such other duties as may be incidental to his or her office. Further, the **CHAIRPERSON**, together with the **VICE-CHAIRPERSON**, shall be the chief executive officers of the Corporation and shall have the shared responsibility for the management of the Corporation in accordance with the "TWELVE TRADITIONS" of CA, as adapted with permission from AA. To qualify as candidates for office, both the **CHAIRPERSON** and **VICE-CHAIRPERSON** must be members of a CA group in the New York Area and should be elected on the basis of capability, past service experience, leadership and organizational abilities.

Section 5. The **VICE-CHAIRPERSON** shall also serve as liaison between the Corporation and its Standing Committees. In addition, the Vice-Chairperson shall coordinate general Committee activities.

Section 6. The TREASURER and the ASSISTANT TREASURER shall have the care and custody of all of the funds of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The TREASURER and/or ASSISTANT TREASURER shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by either the CHAIRPERSON and/or the VICE-CHAIRPERSON. The TREASURER and/or ASSISTANT TREASURER may also prepare checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors. Both the TREASURER and ASSISTANT TREASURER, to qualify as candidates for office, must be members of a CA group in the New York Area, be gainfully employed and or financially stable, and should be elected on the basis of capability and experience in financial matters. Both the TREASURER and ASSISTANT TREASURER must be gainfully employed and or financially stable throughout their tenures in those positions or else they shall be deemed to have resigned from their respective offices.

Section 7. In addition, the ASSISTANT TREASURER shall serve as the Treasurer of the Special Events Committee.

Section 8. The SECRETARY shall record and keep the minutes of the Board of Directors and the minutes of the Members. The SECRETARY shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. The SECRETARY shall serve all notices for the Corporation, which shall have been authorized by the Board of Directors. The SECRETARY shall have charge of all books and records of the Corporation with the exception of the financial records, which shall always remain in the exclusive care and custody of either the TREASURER or the ASSISTANT TREASURER. The SECRETARY, in order to qualify as a candidate for office, must be a member of a CA group in the New York Area and should be elected on the basis of capability and experience for this particular office.

ARTICLE VII. DIRECTORS

Section 1. The Corporation shall be guided by a Board of Directors in accordance with the TWELVE TRADITIONS OF CA, as adapted with permission from AA. The initial Board of Directors shall consist of three (3) persons. Thereafter, the number of Directors constituting the entire Board of Directors shall be no less than three. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the members at a business meeting of the Corporation.

Section 2. The first Board of Directors shall consist of those persons named as the initial Board of Directors in the Certificate of Incorporation, and they shall hold office until the first Annual Meeting of the Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of the Members, the membership shall elect Directors to hold office until the next Annual Meeting. Each Director shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her prior resignation or

removal as hereinafter provided.

Section 3. Any or all of the members of the Board of Directors may be removed for cause by a two-thirds majority vote of the members of the Corporation. It shall be deemed automatic grounds for the removal of a Director of the Corporation, if he or she uses cocaine or any other mind-altering substance during his or her term of office. A Director may resign at any time by giving written or verbal notice to the Board of Directors, to an officer of the Corporation and/or to the membership at a business meeting of the Corporation. Unless otherwise specified in the notice, said resignation shall take effect immediately. Acceptance of such resignation shall not be necessary to make it effective.

Section 4. The Directors of the Corporation shall also function to the extent permitted by law as the Chairperson, Vice-Chairperson and Treasurer of the Corporation. Thus, those candidates who are elected to the foregoing offices of the Corporation at the Annual Meeting of the membership shall automatically be deemed, as well, the Directors of the Corporation. Thus the Directors, as is the case with the foregoing officers of the Corporation, shall be elected by a simple majority of votes cast by the members present at the Annual Meeting. Newly created directorships or vacancies in the Board of Directors may only be filled by a simple majority of votes cast by the members present at a business meeting of the Corporation called for that purpose, unless otherwise provided in the Certificate of Incorporation of the Corporation. A Director elected to fill a vacancy caused by resignation; death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

Section 5. A regular Annual Meeting of the newly elected Board of Directors and the outgoing Board of Directors shall be held immediately following the Annual Meeting of Members. All other Board meetings shall be held at such time and place as shall be fixed by the Board of Directors. No notice shall be required for meetings of the Board of Directors.

Section 6. Except to the extent herein or in the Certificate of Incorporation to the contrary, a majority of the entire members of the Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman, or in his or her absence, any other Director chosen by the Board shall preside.

ARTICLE VIII. DELEGATES

Section 1. The Corporation is currently entitled to three (3) votes at the CAWS Conference, which number is subject to change based upon amendment to the Cocaine Anonymous World Service Manual.

Section 2. (a) Cocaine Anonymous and the Corporation shall be served by duly elected individuals from the Member Groups who shall be denominated as DELEGATES and ALTERNATE DELEGATE(S). The number of DELEGATES shall equal the number of votes the Corporation is entitled to exercise at the World Service Conference and there shall be one (1) ALTERNATE DELEGATE.

(b) The above positions may only be filled by individuals who have abstained from the use of cocaine and all other mind-altering substances for a continuous period of FIVE (5) years immediately prior to his or her respective term. DELEGATES shall have working knowledge of the Twelve Steps, the Twelve Traditions, the Twelve Concepts of Service and The CAWS Conference Charter.

(c) The election of said DELEGATES and ALTERNATE DELEGATE is to be held at the Annual Business Meeting of the Corporation, except as hereinafter stated to the contrary, by simple majority vote.

(d) The term of DELEGATES and ALTERNATE DELEGATE shall be for a period of four (4) years (four (4) CAWS Conferences) and each shall hold office until such time as his or her successor has been duly elected and qualified. Any DELEGATE or ALTERNATE DELEGATE may be removed for cause by a two-thirds majority vote of those individuals entitled to vote at a business meeting of the Corporation. It shall be deemed automatic grounds for the removal of a DELEGATE or ALTERNATE DELEGATE of the Corporation if he or she uses cocaine or any other mind-altering substance during his or her term in this position.

(e) To the extent possible the terms of DELEGATES shall overlap such that no more than one DELEGATES' terms shall expire in the same year. In the event that a DELEGATE is unable to complete his or her term, by reason of resignation, removal or otherwise, the ALTERNATE DELEGATE shall complete the remaining portion of the term. Any further vacancies shall be filled at the discretion of the Corporation at a regular business meeting

Section 3. Each duly elected DELEGATE and ALTERNATE DELEGATE of the Corporation shall be entitled to cast one vote with respect to any issue which arises during the Corporation's business meetings and with respect to any elections of corporate officers, directors or other positions for which elections are held by the Corporation.

Section 4. (a) It shall be the function of a DELEGATE to attend all CAWS and Regional functions and to report back to the Corporation all activities and issues, which take, place and/or are voted upon at said CAWS functions.

(b) In addition, DELEGATES shall have the duties and responsibilities established by

Cocaine Anonymous World Services as same may from time to time be set forth in the Cocaine Anonymous World Service Manual.

Section 5. Each DELEGATE shall faithfully reflect the “group conscience” of the Corporation and shall act as a liaison between the Corporation and CAWS in the following manner:

- (a) He or she shall attend all business meetings of the Corporation.
- (b) He or she shall attend all CAWS and Regional functions.
- (c) He or she communicates to the Corporation the activities, growth and current problems of CAWS.
- (d) Normally, he or she is expected to vote and act for the Corporation at each CAWS function without consulting the Corporation on every issue. However, when it is necessary for him or her to know the feelings of the Corporation on particular issues, he or she shall ask the Board of Directors to call a business meeting of the Corporation in order to discuss the issue, which is pending.
- (e) He or she can expect to perform any other services of this nature which relate to his or her position.

ARTICLE IX. STEERING COMMITTEE

Section 1. The Steering Committee is a body of individual members of the Corporation, THREE (3) of whom are elected to the Steering Committee at the Annual Meeting of the Corporation and the remainder of whom consist of the following past and present corporate officers and/or directors: CHAIRPERSON, VICE-CHAIRPERSON and TREASURER as well as past and present DELEGATES.

Section 2. The THREE (3) elected MEMBERS OF THE STEERING COMMITTEE shall serve on the Committee for a one-year period which term shall commence and run concurrently with the term of office of the incumbent Board of Directors. In no event shall any committee member serve on the Committee for more than five years in a row.

Section 3. Each MEMBER OF THE STEERING COMMITTEE shall have abstained from the use of cocaine and all other mind-altering substances for a continuous period of at least one year immediately prior to his or her respective term of service in this position.

Section 4. An individual serving as a MEMBER OF THE STEERING COMMITTEE may resign his or her office at any time without notice or may be removed for cause at any meeting of the Corporation by a two-thirds majority vote of the members present at such a meeting. It shall be deemed automatic grounds for the removal of a MEMBER OF THE STEERING COMMITTEE if he or she uses cocaine or any other mind-altering substance during his or her term of office. Should a past Director, Officer or Delegate of the Corporation resign and/or be removed from the Steering Committee, said vacancy shall not be filled at the Annual Meeting or otherwise. Any vacancies of an elected MEMBER OF THE STEERING COMMITTEE shall not be filled until the next ensuing Annual Meeting.

Section 5. The Steering Committee can be called to convene by a majority vote of the

incumbent Board of Directors as often as, and at times that, they deem advisable. The Steering Committee can, as well, be requested to convene by simple majority vote of those members of the Corporation present at a business meeting.

Section 6. The MEMBERS OF THE STEERING COMMITTEE shall render advice to the incumbent Board of Directors and to the Corporation concerning issues relevant to the Directors and to the Corporation and to give their opinions, as a body, on how the TWELVE TRADITIONS OF CA, as adapted with permission from AA, relate to any given management policy decision or issue.

ARTICLE X. COMMITTEES

Section 1. The Corporation shall have such Standing Committees as may from time to time be designated by resolution of the Members. At present the following Standing Committees are authorized by appropriate resolution adopted by the Corporation:

LITERATURE
HOSPITALS & INSTITUTIONS
PUBLIC INFORMATION
UNITY
SPECIAL EVENTS
CORPORATE AFFAIRS
HELPLINE
INFORMATION TECHNOLOGY

Section 2.

(a) The above Committees and those hereinafter organized by appropriate resolution from the membership shall act in an advisory capacity only to the Members and shall clearly be titled as “advisory” Committees. An INTERIM CHAIRPERSON of any new committee shall be elected by the Corporation at any business meeting and thereafter the Committee shall, at its first meeting, elect a COMMITTEE CHAIR or COMMITTEE CO-CHAIRS and record such election on a registration form provided by the Corporation. The positions of COMMITTEE CHAIR and COMMITTEE CO-CHAIR may only be filled by individuals who have abstained from the use of cocaine and all other mind-altering substances for a continuous period of one (1) year immediately prior to his or her respective term. It shall be deemed automatic grounds for the removal of a COMMITTEE CHAIR or COMMITTEE CO-CHAIR if he or she uses cocaine or any other mind-altering substance during his or her term of office.

(b) Further, said Committees shall adopt their own internal procedure with respect to furtherance of their stated purposes and their own governance within the guidelines of the TWELVE TRADITIONS OF CA and TWELVE CONCEPTS OF SERVICE, as adapted with permission from AA.

Section 3. Each duly elected COMMITTEE CHAIR of a Committee shall be entitled to cast

one vote with respect to any issue which arises during the Corporation's business meetings and with respect to any elections of corporate officers, directors or other positions for which elections are held by the Corporation. However, in the event an authorized Committee has more than one COMMITTEE CHAIR, this fact shall not entitle said Committee to have more than one vote at any business meeting of the Corporation.

Section 4. Each COMMITTEE CHAIR, in addition to insuring the smooth running of his or her Committee shall, as well, act as a liaison between the Corporation and his or her Committee in the following manner:

- (a) Chairperson will schedule and announce meetings of the Committee at least once per calendar quarter, open to all members of the fellowship. The date, time and location Committee meetings shall be posted on the CANY website at least (ONE OR TWO) weeks prior to scheduled date, and be communicated to the fellowship by all available means on a timely basis.
- (b) Chairperson shall attend all meetings of his or her Committee.
- (c) Chairperson shall attend all business meetings of the Corporation.
- (d) Chairperson reports to the Corporation the activities and operations of the Committee.
- (e) Normally, the Chairperson is expected to vote and act for their Committee at each business meeting of the Corporation without consulting said Committee on every issue. However, when it is necessary for the Chairperson to know the feelings of the Committee on particular issues, they shall ask the Committee to convene to discuss the issue which is pending.
- (f) The chairperson can expect to perform any other services of this nature which relate to his or her position.

Section 5. Any COMMITTEE CHAIR or CO-CHAIR may be removed from their office for cause by a simple majority vote of those individuals entitled to vote at a business meeting of the Corporation.

ARTICLE XI. BUSINESS MEETINGS, PARLIAMENTARY PROCEDURE AND ORGANIZATIONAL RULES

Section 1. The Annual Meeting of the Members of the Corporation shall, insofar as possible, be held during the month of January in each fiscal year on such date or date(s) in said month as shall be fixed from time to time by the Board of Directors of the Corporation; however, said Annual Meeting shall in no event be held later than March 1 of each such year.

Section 2. Regular business meetings of the Corporation shall be held on a monthly basis on a set day and time at the general business office of the Corporation, unless otherwise determined by a vote of the majority of those entitled to cast a vote at a meeting of the Corporation. At present, the Corporation's monthly business meetings are held on the second WEDNESDAY of every month at the general business office of the Corporation.

Section 3. All other business meetings (Annual or special) shall be held at a time to be

determined initially by the Board of Directors and/or at a time endorsed by the majority of the membership at a business meeting where such an issue is called to a vote, at the general business office of the Corporation, or at such other location as may be determined by a vote of the majority of those entitled to cast a vote at a meeting of the Corporation.

Section 4. Written or verbal notice stating the place, day and hour of the business meeting (Annual, special or regular) shall be given for all such business meetings to all individuals entitled to cast a vote at said meeting(s) within a reasonable period of time before the scheduled date of said meeting.

- (a) Notice for an Annual Meeting shall state that the meeting is being called for the election of Directors and for the transaction of such other business as may properly come before the meeting.
- (b) Notices of special meetings shall state the purpose or purposes for which the meeting is called. At any special meetings, only the business stated in the Notice of Meeting may be transacted thereat.
- (c) Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided.
- (d) Any notices of special meetings to members relating to the amendment, adoption or other alteration of the By-Laws of the Corporation, shall set forth such proposed changes to the By-Laws of the Corporation suggested by the Board of Directors, together with a concise statement of the proposed changes.

Section 5. At any meeting of the Corporation (Annual, special or regular) and subject to other provisions contained in these By-Laws, the following shall be entitled to vote:

- (a) Each of the Officers of the Corporation except the Chairperson (who shall vote only to break a tie);
- (b) Group Service Representatives or their Alternates;
- (c) The Chairperson or one Co-Chairperson of each Standing Committee of the Corporation; and
- (d) World Service Delegates and Alternate Delegate.

Section 6. After due Notice of any business meeting (Annual, special or regular) is promulgated as set forth above, any issue may be voted on and resolved by a simple majority of those individuals entitled to cast a vote who are in attendance unless the requirements of law provide that more than a simple majority is required and/or except as stated to the contrary in these By-Laws.

Section 7. The records of the Corporation shall consist of all minutes of all business meetings (Annual, special or regular) and any financial reports, if presented at such meetings.

Section 8. Business meetings shall be presided over by the Chairperson of the Corporation and, absent the Chairperson, by the Vice–Chairperson of the Corporation and, absent both the Chairperson and Vice–Chairperson, by the Treasurer of the Corporation. The Secretary of the Corporation shall act as secretary of every business meeting. When the Secretary is absent, the Chairperson of the meeting may appoint a secretary of such business meeting.

Section 9. There shall be no voting by proxy at any business meeting of the Corporation. Every individual entitled to cast a vote at a business meeting of the Corporation must be physically present in order to do so. No individual entitled to vote at a business meeting shall be able to cast more than one vote, notwithstanding the fact that he or she may be “wearing two hats,” i.e., an officer of the Corporation is also a Committee Chair or a Committee Chair is also a Group Representative.

Section 10. The order of business at all regularly scheduled meetings of the Corporation shall be as follows:

1. Serenity Prayer;
2. Reading of the 12 Traditions;
3. Reading the Minutes of the Preceding Meeting(s);
4. President’s Statement, if any;
5. Treasurer's Report;
6. Old Business;
7. Report of Committees, if any;
8. New Business; and
9. Serenity Prayer

In addition, the Seventh Tradition shall also be observed during the course of all meetings of the Corporation.

Section 11. Any affirmative motion made, seconded and passed at a business meeting of the Corporation will remain in full force and effect for a continuous period of at least six (6) months from the date of said motion's passage, unless it appears that the same runs counter to the requirements of law either when made or while in full force and effect or unless such motion provides for its automatic expiration. At the end of said six (6) month period said affirmative motion shall continue to remain in full force and effect until such time as it may be duly repealed. Any defeated motion shall not be brought up for a period of at least six (6) months.

Section 12. Whenever a motion shall have been made and duly seconded, ample discussion both pro and con shall be had with respect to the merits of the same before the Chair will entertain a motion to Call the Question. Thereafter and should a motion to Call the Question be entertained and duly seconded, a vote shall be taken on the collateral issue of Calling the Question. If the motion to Call the Question does not receive unanimous approval when voted upon, then further discussion shall be had on the merits of the underlying motion before a vote can be taken, but only from those members

who voted against Calling The Question.

Section 13. Any motion made and duly seconded may be tabled by a simple majority vote; however, no such Motion to Table shall be entertained if the tabled motion has not been voted upon after being raised in two consecutive regularly scheduled business meetings of the Corporation.

Section 14. At any time the Chair may speak its objection to the consideration of any motion made and duly seconded on procedural grounds.

Section 15. No member of the Corporation present at any business meeting shall be recognized more than twice with respect to a discussion had in connection with any pending motion. Notwithstanding the foregoing, the author of any pending motion shall have the right to speak both first and last, with respect to a discussion had in connection with his or her motion. Moreover, at no time shall a member of the Corporation be permitted to voice his or her opinion on any pending motion for a period of time in excess of three minutes in duration.

Section 16. All motions made in any business meeting of the Corporation must be duly seconded before further discussion and voting can be held with respect to the same. Continuing, if any member present at said business meeting seeks to amend a pending motion, said amendment will not be entertained unless approved by the author of the pending motion and the member who seconded the same.

Section 17. At any time the Chair shall interrupt the flow of a business meeting of the Corporation to entertain a Point of Information or Point of Order from the floor and, thereafter, a discussion of said Point of Information or Point of Order, if any, shall be given priority.

ARTICLE XII. ELECTION PROCEDURES

Section 1. All Directors, Officers, Members of the Steering Committee, Delegates and Alternate Delegates of the Corporation shall be elected by simple majority vote of the those individuals entitled to vote and who are physically present at any elections held by the Corporation. In determining what constitutes a simple majority, as required pursuant to the foregoing election procedure or with respect to any pending motion called to a vote at a business meeting of the Corporation, any member who abstains from casting his or her vote shall not be counted.

Section 2. It shall be the duty of all those individuals entitled to cast a vote at a business meeting of the Corporation to elect and remove, and to fill any vacancies created in the following positions: Corporate Officers and Directors, Delegates, Alternate Delegates and, where applicable, Members of the Steering Committee. The Board of Directors at its discretion shall have the power to call a special business meeting of the Corporation for purposes of removing from office an existing elected official of the Corporation or for purposes of filling a vacancy created in any of the above positions, provided that due

notice is first given as hereinabove provided to the membership and those other individuals entitled to vote at a business meeting of the Corporation.

Section 3. The elections of all Directors, Officers, Delegates, Alternate Delegates and, where applicable, Members of the Steering Committee shall take place at the Annual Meeting of the Corporation. In order to qualify as a candidate to run for the foregoing offices, each candidate must have the “sobriety requirement” hereinabove set forth. At the time of the Annual Meeting each Member Group is entitled to have one candidate placed on the ballot for any of the above positions. Each candidate for any of the above positions must be physically present at the time and place of said elections. Moreover, any past or present Directors, Officers and/or Delegates of the Corporation shall be eligible to run for a different elected position of the Corporation but he or she must also be physically present at the time of the elections.

Section 4. In the event that there is more than one candidate for any elected position of the Corporation, the individual who has garnered the least amount of votes after initial and successive balloting has taken place will be dropped from the list of potential candidates until a simple majority vote has been obtained. In the event that after the above procedure is observed only one-candidate remains who fails to gain a simple majority, the elections for that position shall be deemed closed and a special business meeting shall be scheduled for further elections pursuant to the procedures hereinabove outlined.

Section 5. An opposed candidate, or his or her designee, shall be afforded the opportunity to make a statement as to his or her qualification for the office. Said statements shall not exceed two (2) minutes in length.

Section 6. In the spirit of rotation, it is suggested that no individual run for the same elected position of the Corporation for consecutive terms.

ARTICLE XIII. MEMBERSHIP REGISTRATION

Section 1. As set forth more particularly in Article IV above, any Group shall be eligible for membership in the Corporation provided they have fulfilled the requirements contained in Section 2 of Article IV.

Notwithstanding the foregoing, the Corporation recognizes all CA GROUPS named in the most recently published CANY meeting list.

ARTICLE XIV. MISCELLANEOUS

Section 1. Except, as hereinabove set forth to the contrary, the Corporation shall keep at the general business office of the Corporation complete and correct records and books of account, and shall keep minutes of the proceedings of the Members, the Board of Directors, the Steering Committee or any other Committee appointed by either the Members or the Board of Directors.

Section 2. The corporate seal shall be in such form, as the Board of Directors shall from time to time prescribe.

Section 3. The fiscal year of the Corporation shall run from January 1st through December 31st, subject to applicable law.

Section 4. Subject to any provision of law applicable to the amendment of by-laws of not-for-profit corporations organized and existing pursuant to the laws of the State of New York, all By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be created, but only by a two-thirds majority vote of the members present at a Special Meeting of the members called for such purpose.

Section 5. All past acts of the Corporation's Officers and Directors, including resolutions adopted and motions passed in furtherance of the purposes of the Corporation as hereinabove stated, are hereby retroactively ratified and approved by the membership, regardless of their procedural conformity to these or any previous By-Laws of the Corporation, except to the extent that they conflict with either the Certificate of Incorporation or provisions of applicable law.

Section 6. The Directors and Officers of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation. There shall be no compensation for any services provided by Officers, Directors, Members of the Steering Committee, Delegates or Alternate Delegates of the Corporation; all services are donated and are voluntary.

Adopted December 8, 2010