

APPROVED FINAL DRAFT COPY

BY-LAWS OF CAOSA, Inc.

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Article I

Name and Principal Office

Section 1. Name

The name of the corporation shall henceforth be known as Cocaine Anonymous Online Service Area, Inc. (CAOSA, Inc.) ("the Corporation") This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2. Principal Office

This information has been removed from the website version of this document in compliance with the Traditions of Cocaine Anonymous. For information on how to contact the Corporate Agent of CAOSA, Inc. please send an email to: corporateagent@ca-online.org. Thank you.

Section 3. Change of Address

The Board of Directors is hereby granted full power and authority to change the Principal Office from one location to another both within and without said State.

Section 4. Other Offices

The Corporation may also have offices at such other places, within or without the State, 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 II

Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

The Corporation is organized and shall be operated as a non-stock, nonprofit corporation 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 Mission of CAOSA, Inc. is to provide access to recovery data and to provide Information, communications and services to aid agencies, public charities, educational institutions and academia, government organizations, Non Governmental Organizations (NGO's), and the general public via the internet, electronic media, and other means. The CAOSA, Inc. provides a place (www.ca-online.org) where people can find our CA meetings and communicate with the other Areas of Cocaine Anonymous as a whole.

Additionally, the OSA maintains communication with the Cocaine Anonymous World Service Office (CAWSO).

The primary function of CAOSA, Inc. is to serve the common needs of its District(s) and Group(s) and to facilitate unification of the Fellowship. We participate directly with the Fellowship of Cocaine Anonymous through our World Service Delegates.

CAOSA, Inc. also serves the Fellowship of Cocaine Anonymous by distributing chips and literature, handling financial contributions of the Fellowship for that Area, and communicating with the C.A. World Service Office. The CAOSA, Inc. is an Area of CA that exists virtually on the World Wide Web. The CA Online Service Area exists to serve the needs of the meetings in the online Area and to foster the unity of Cocaine Anonymous within and beyond the internet. The CAOSA, Inc. provides a place (www.ca-online.org) where addicts as well as the general public and the professional community can find our CA meetings, relevant information and communicate virtually and directly with the other Areas of Cocaine Anonymous as a whole. Additionally, the CAOSA, Inc. maintains communication with the Cocaine Anonymous World Service Office (CAWSO).

Cocaine Anonymous is a fellowship of men and women who share their experience, strength and hope with each other that they may solve their common problem, and help others to recover from their addiction. The only requirement for membership is a desire to stop using cocaine and all other mind-altering substances. There are no dues or fees for membership; we are fully self-supporting through our own contributions. We are not allied with any sect, denomination, politics, organization or institution. We do not wish to engage in any controversy and we neither endorse nor oppose any causes. Our primary purpose is to stay free from cocaine and all other mind-altering substances and to help others achieve the same freedom*. We use the Twelve Steps of Recovery because it has already been proven that the Twelve Step recovery program works.

*[Reprinted and adapted with permission of AA Grapevine, Inc.]

The functions of CAOSA, Inc. are:

1. to provide and maintain access to information related to CA, CA Online and the online email-based meetings,
2. to perform other related efforts in, and implementation and dissemination of, 12 Step recovery in the public interest,
3. to engage in educational activities related to the Corporation's activities,
4. to cooperate with other entities engaged in activities of a similar or complementary nature, and
5. to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with this chapter of the General Laws of the State of California.

Article III

Board of Directors, Officers, Trusted Servants and Committees

Section 1. Number of Directors

The Corporation shall have four (4) Directors and collectively they shall be known as the Board of Directors ("the Board").

Section 2. Qualifications for Directors

Directors shall be of the age of majority in the State. Other qualifications for Directors of this Corporation shall be as follows:

- a. be an Officer of the Corporation as described in Section 4, following, of these By -laws.

Section 3. 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 By-laws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these By-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation, except in the case of compensation where such action would affect a Director in which case said Director shall not participate in any discussions or votes about said action; supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- c. Meet at such times and places as required by these By -laws;
- d. Register their addresses, telephone number, facsimile number, and electronic mail address with the Secretary of the Corporation, and the registered agent for the corporation, and notices of meetings mailed, telegraphed, telephoned, or transmitted via facsimile or electronic mail to them at such addresses shall be valid notices thereof.

Section 4. Description

The CA Online Service Area will have the following officers: Chair, Vice Chair, Secretary and Treasurer, which comprise the Board of Directors . Qualifications include a minimum requirement of continuous sobriety. It is suggested that candidates have been members of an online group for at least six months, have been of service at the District, Area or World level within CA, and are currently subscribed to an online meeting. CAOSA Officers shall not be Delegates or Alternate Delegates of another existing Area.

Other CAOSA, Inc. Trusted Servants include World Service Delegates (3), Alternate Delegate, Standing Committee Chairs and Web Servant. Either a Delegate or Alternate Delegate shall reside in the geographic region of the Pacific South, within the Southern California Area, in order to attend required Regional Meetings.

Section 5. Voting Eligibility

Members of the CAOSA, Inc. who hold a vote unconditionally include, and are limited to: Vice-Chair, Treasurer, Secretary, Conference Delegates, Conference Alternate Delegate and Group Service Representatives (or, in their absence, their Alternate GSRs). Each Group currently is entitled to two Group Service Representatives (GSRs). One of the GSR votes may be temporarily proxied to the Group's Alternate GSR upon

notification to the CAOSA Chair. The CAOSA may change the GSR/Group ratio in the future, by simple majority vote, so long as the total number of GSR voting positions constitutes at least 60% of all CAOSA voting positions. The CAOSA Chair votes only in the event of a tie. Regardless of position[s] held, no member may cast more than one vote. No votes may be proxies other than as stated above.

ELECTION PROCEDURE:

Following nominations, all nominees stand for election; outcome is determined by a simple majority vote. All prospective nominees can be from either the CAOSA or from our Area Groups. In the case of vacancies, where there is both an unfinished term and an "alternate" or "vice" position for the vacant position, the alternate assumes the vacant position for the balance of the term. If there is more than one alternate, the senior alternate fills the vacancy. If there is no alternate, or if there is no fixed term, a new election is held to fill the vacancy.

ELECTION TERMS:

World Service Delegates (Four-year commitment)

CHAIRPERSON (Two-year commitment)

VICE-CHAIRPERSON (Two-year commitment)

SECRETARY (Two-year commitment)

TREASURER (Two-year commitment)

WEB SERVANT (Two-year commitment)

Section 6. AREA STANDING COMMITTEES

Standing committees may be formed by the OSA to serve the needs of the Area and the groups they serve. These committees are established by 2/3 majority vote of the CAOSA.

Standing committees include:

Public Information (PI)

Fundraising (FR)

Structure & Bylaws (SB)

Helpline (HL)

Committees are ADVISORY and have no power in and of themselves. The authority is described within the Twelve Concepts of CAWS. Committees offer advice to the CA Online Service Area, which must vote to approve/authorize any action. All the standing committees are to be fully accountable to the CAOSA and the groups they serve and will follow these general guidelines: Annual terms for committee structure (chair, vice chair, secretary) will be determined by a vote within the committee - by committee members. Each committee will develop and maintain a statement of purpose and committee guidelines. All committee guidelines must be submitted to CAOSA for final approval. Each committee will maintain regular minutes of their respective meetings to be available to the CAOSA and group members upon request. Monthly committee reports will be given to CAOSA by the committee chair during the 1st. week of every month. Standing committees will not maintain any bank account as the CAOSA, Inc. but will utilize the CAOSA treasury through the CAOSA budget process to determine the annual budget allotment. Once the annual budget is determined, the standing committee may implement the program year's efforts and access the available funds as approved. Any budget

changes that divert from the approved spending plan must be brought before the CAOSA for approval by simple majority vote.

Section 7. AREA AD HOC COMMITTEES

Ad hoc committees perform an advisory role, with a clear goal in mind. They can be formed at the discretion of the Area if there is a need to do additional work on an issue that the standing committees cannot come to a mutual agreement for further clarification. Their duration may be determined at the outset. If there is a need for a committee to continue its work, then the issue must be brought back to the Area.

Section 8. Compensation

Directors shall serve without compensation except that a reasonable per diem may be paid to Delegates for attending the World Service Conference. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 9. Place Of Meetings

Meetings will occur online via a list circulation software host. General members of the CA Online Service Area can attend through “read only” subscriptions and each CA Online meeting can receive a digest subscription to the Area Service Committee meeting. The CAOSA, Inc. is “always open, 24/7” via the internet. This is a virtual meeting location without a physical address. Attendance is by subscription only. Participation is by email exchange.

Section 10. Quorum for Meetings

A quorum shall consist of a majority of the voting members of the CAOSA, except that the required quorum may be reduced by appropriate motion and approval by simple majority. Except as otherwise provided under the Articles of Incorporation, these By-laws or provisions of law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to reduce the required quorum.

Section 11. Majority Action As Board Action

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

Section 12. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairman of the Corporation or, in his or her absence, by the Vice Chairman of the Corporation, if any, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by such procedures as may be decided from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of

Incorporation, these By-laws or with provisions of law. All conduct is considered within the Twelve Traditions and Twelve Concepts of Cocaine Anonymous.

Section 13. 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 by delivering his written resignation to the Corporation at its General meeting email address. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event. 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 Secretary of State or other appropriate agency of the State. Any Trusted Servant who is not also an Officer of the Corporation may be removed from the Board, with or without cause, by a two-thirds affirmative vote of the voting membership. A Trusted Servant who is also an Officer of the Corporation may be removed from the Board with or without cause by a two-thirds affirmative vote of the voting membership. 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 14. Nonliability of Directors

No Director shall be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 16. 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 applicable law.

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 Incorporation, these By-laws or provisions of law.

Section 19. Telephone Conference Meetings

Members of the CAOSA, Inc. or any committee designated thereby may participate in the meeting of such Area or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. This also includes virtual communications links such as web conferencing by instant message or by video, chat rooms and message boards.

Article IV

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these By-laws, 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 of the Corporation.

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.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

Article V

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its Principal Office:

- a. Minutes of all Area meetings 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 Incorporation and By-laws as amended to date, which shall be open to inspection as defined by the State law.

Section 2. Corporate Seal

The Board of Directors may adopt, use and at will alter, a corporate seal. 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. Members' Inspection Rights

Every Member 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 Incorporation, other provisions of these By-laws 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 the State, to be so prepared and delivered within the time limits set by law.

Article VI

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 By-laws, 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, its Directors, 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 the State of California.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is considered to be 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 VII Amendment of By-laws

Section 1. Amendment

Except as may otherwise be specified under provisions of law, these By-laws, or any of them, may be altered, amended or repealed and new By -laws adopted by approval of a majority of the voting members of the CAOSA, Inc .

Article VIII Construction and Terms

Section 1. Conflict of documents

If there is any conflict between the provisions of these By -laws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Section 2. Severability

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

Section 3. Reference to Internal Revenue Code

All references in these By-laws 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.