

BYLAWS OF CENTRAL ATLANTIC REGIONAL CONVENTION CORPORATION, INC.
A VIRGINIA NONSTOCK CORPORATION

Updated: 09/20/2026

Central Atlantic Regional Convention Corporation, Inc., (the Corporation), a nonstock corporation duly formed under the provisions of the [Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia](#) (the Code), hereby adopts the following Bylaws of the Corporation which shall govern the management and operation of the Corporation's business and the regulation of its affairs, to the extent consistent with the Corporation's Restated Articles of Incorporation and applicable law, and in accordance with [§ 13.1-823 of the Code](#).

ARTICLE ONE

DEFINITION OF TERMS

Unless otherwise stated in these Bylaws, all the terms used in these Bylaws which are defined in [§ 13.1-803 of the Code](#) shall be deemed to have the meaning set forth in such Section of the Code.

ARTICLE TWO

OFFICES

2.01. Principal Office. The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located at 713 Spruce Street, Bedford, VA, 24523, USA (James Hunter, CARCC Chairperson). The Board of Directors ("Board") may change the principal office from one location to another. Any changes to this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

2.02. Other offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE THREE

OBJECTIVES AND PURPOSES

As set forth in the Restated Articles of Incorporation, the objective of this Corporation shall be to provide administrative services for, and oversight of celebrations of recovery from addiction, for the Central Atlantic Region of Narcotics Anonymous. The purpose is to help

make available the program of recovery from addiction that has been developed by the Fellowship of Narcotics Anonymous, all within the purview of [Section 501\(c\)\(3\) of the Internal Revenue Code of 1986 \(IRC\)](#), as amended, and Regulations issued there under. The Corporation shall have all powers and authorities now or hereafter conferred upon nonstock, not-for-profit corporations organized under the laws of the Commonwealth of Virginia.

ARTICLE FOUR

CORPORATE POWERS AND NONPARTISAN ACTIVITIES

Unless the Corporation's Articles of Incorporation provide otherwise, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including, without limitation, those powers enumerated in [§ 13.1-826 of the Code](#). This Corporation shall be not-for-profit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE FIVE

DEDICATION OF ASSETS

The properties and assets of this not-for-profit Corporation are irrevocably dedicated to the promotion of social welfare. No part of the net earnings, properties, or assets of this Corporation on dissolution or otherwise, shall ensure to the benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the promotion of social welfare, provided that the organization continues to be dedicated to the exempt purposes as specified in [IRC § 501\(c\)\(3\)](#).

ARTICLE SIX

NONSTOCK CORPORATION

In accordance with [§ 13.1-814 of the Code](#), the Corporation shall not issue shares of stock. No dividend shall be paid and no part of the income of the Corporation shall be distributed

to its directors or officers. The Corporation may pay compensation in a reasonable amount to its directors or officers for services rendered, including pensions, and may make distributions as permitted by applicable law upon dissolution or final liquidation and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE SEVEN

PROHIBITION OF MEMBERS

7.01. Members Prohibited. The Corporation shall not have any members.

7.02. Effect of Prohibition. Any action which would otherwise require approval by the majority (51%) of all members or approval by the members shall require only approval by the Board. All rights which otherwise vest under the Nonstock Corporation Law in the members shall vest in the Board.

ARTICLE EIGHT

DIRECTORS

8.01. Powers.

A. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board, with input as requested by the Board by nonvoting representatives. The nonvoting representatives shall have no authority except as provided by the Board.

B. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- 1.** Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
- 2.** Change the principal executive office or the principal business office in the State of Virginia from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Virginia for the holding of any meeting or meetings, including annual meetings.
- 3.** Adopt, make and use a corporate seal.

4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, ledges, hypothecations, and other evidence of debt and securities.

8.02. Number and Qualifications of Directors.

A. Number. The Corporation shall have one (1) director and one (1) alternate duly elected by each Area of the Central Atlantic Regional Service Committee (CARSC). The alternate shall act as director only if that director is temporarily unable to serve. Authorized directors (or alternates) shall have full voting rights. Collectively they shall be known as the "Board of Directors." The number of directors shall be changed only by amendment of these Bylaws.

B. Qualifications.

1. Any person who qualifies for Regular Membership in Narcotics Anonymous and is elected by an Area recognized by the Central Atlantic Region Service Committee, although actual membership is not a requirement, is eligible to be elected a director hereof.
2. A suggested minimum of three (3) years of recovery in the Fellowship of Narcotics Anonymous and total abstinence from any mind- or mood-altering substance, as the same is defined by the Fellowship of Narcotics Anonymous.
3. Present membership in good standing in the Fellowship of Narcotics Anonymous.
4. A person who is an Officer of the Corporation is not eligible to be elected a director hereof.

8.03. Election/Designation of Directors and Nonvoting Representatives.

A. The directors of the Corporation shall consist of one (1) director from each Area of the Central Atlantic Region.

B. Each of the respective Areas that have responsibility and authority to appoint or elect a director or nonvoting representative to the Board shall separately establish such procedures for accomplishing these tasks. Each Area shall make provision for the replacement of the individual or individuals they elect or appoint when their appointed or elected vacates the position prior to the term for which they were selected.

C. Said directors or nonvoting representatives shall continue to serve in the capacity of designated directors or nonvoting representatives until their replacement is selected and seated unless he is removed, refuses to serve or fails to serve in such capacity, in which case his seat may be filled by compliance with those other provisions.

D. Nothing herein shall be construed as limiting the Areas to reappoint any director or nonvoting representative to serve consecutive or additional terms, provided each such director or nonvoting representative shall continue to qualify under [§ 8.02](#) hereof.

8.04. Interested Persons. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is:

A. Any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable reimbursement paid to a director as a director; and,

B. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

8.05. Vacancies.

A. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

- 1.** The death, resignation, or removal for cause (as provided in [§ 8.06](#), paragraph A) of any director;
- 2.** The declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony while serving on the Board, or has been found by final order of judgment of any court to have breached a duty under sections and following of the Virginia Nonstock Corporation Law; or
- 3.** The increase of the authorized number of directors.

B. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

C. Except on notice to the Attorney General of Virginia, no director may resign if the corporation would be left without a duly elected director or directors.

D. Vacancies on the Board shall be filled by the respective Areas that designate directors as provided in [§ 8.03.A](#); provided, however, that any vacancies not filled by the designated

Areas may be filled by a majority (51%) of the directors then in office, whether or not less than a quorum, or by a sole remaining director, for a term not to exceed thirty (30) days.

E. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term expires.

8.06. Removal of Directors.

A. The Board may declare vacant the office of any incumbent director who has been:

- 1.** Declared of unsound mind by a final order of a court; or
- 2.** Found by a final order of judgment of any court to have breached statutory duties relating to a director's standard of conduct; or
- 3.** Found, after investigation by the Board, that he has been using a mind or mood-altering substance (other than prescribed by a physician) of any of the types as defined by Narcotics Anonymous; or
- 4.** Found by the Board to have failed to attend or participate in any other matter as provided for herein, two (2) or more consecutive meetings of their pursuant term of the Board. Upon absence of any director of two (2) or more consecutive meetings, said director shall be dropped from the quorum as a voting director. Said director shall be readmitted to the quorum upon attendance at the following Board meeting.
- 5.** That any of the designated directors heretofore described shall be removed pursuant to this section only after an opportunity has been given to the individual or the Area that they represent to show cause at a hearing of the Board that he should not be removed.

B. No director may be removed without cause.

C. The vote necessary to initiate removal of any director on any of the foregoing causes shall be held to be a majority (51%) of the other directors present at a duly held meeting at which quorum is present or in the alternative such removal may be initiated by the unanimous written consent of the other directors without a meeting.

D. An action challenging the validity of any removal of a director must commence '**within six (6) months after the removal**'. After the six (6) month period, the removal is conclusively presumed valid, in the absence of fraud.

8.07. Director's Meeting.

A. Regular meetings of the Board may be held at any place within or outside the State of Virginia that have been designated from time to time by resolution of the Board. In the

absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of Virginia that has been designated in the notice of the meeting or, if not stated, in the notice, or if there is no notice, at the principal office of the Corporation.

B. Notwithstanding the above provisions of [§ 8.07.A](#), a regular or special meeting of the Board may be held at any place consented to by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by video conferencing (VTC) as specified by [§ 13.1-844.2 of the Code](#), and all such directors shall be deemed to be present in person at such meeting.

C. The Board shall hold an annual meeting at the designated meeting place of the Corporation within sixty (60) days following the conclusion of the Central Atlantic Convention of Narcotics Anonymous (CARCNA), for the purpose of organization, election of Officers as specified and transaction of other business. Notice of this meeting is not required.

D. Other regular meetings of the Board may be held with notice at such times and place as the Board may fix from time to time.

8.08. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board or the Vice Chairperson, the Secretary, the Treasurer, or any two (2) directors.

A. Notice of the time and place of the special meeting shall be given to each director by one (1) or more of the following methods:

1. by personal delivery or written notice;
2. by first-class mail, postage-paid;
3. by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or,
4. by electronic transmission if consented to by the recipient. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

B. Notice sent by first-class mail shall be deposited into a United States mailbox at least five (5) days before the time set for the meeting. Notices given by personal delivery,

telephone, or electronic communication shall be delivered, telephoned, or sent to each recipient at least forty-eight (48) hours before the time set for the meeting.

C. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal office of the Corporation.

8.09. Quorum. A quorum for the transaction of business shall consist of no fewer than three (3) directors and, in any event, not less than one-third (1/3) of the directors who attended the two (2) previous meetings, whichever number is greater. Every action taken or decision made by a simple majority (51%) of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the Virginia Nonstock Corporation Law, including, without limitation, those provisions relating to:

A. approval of contracts or transactions in which a director has a direct or indirect material financial interest,

B. approval of certain transactions between corporations having common directorships,

C. creation of and appointments to committees of the Board, and

D. indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of directors, if any action taken or decision made is approved by at least a simple majority (51%) of the required quorum for that meeting.

8.10. Adjournment.

A majority (51%) of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

8.11. Action without a Meeting.

Any action that the Board is required or permitted to take may be taken without a meeting if all of the Board of Directors consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in [§ 8.04](#) of these

Bylaws shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

8.12. Compensation and Reimbursement of Expenses.

Directors shall serve without compensation but may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

8.13. Committee.

A. The Board, by resolution adopted by a majority (51%) of the directors then in office, may create one (1) or more committees, each consisting of two (2) or more directors and persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority (51%) vote of the directors then in office. The Board may appoint one (1) or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

1. Fill vacancies on the Board or on any committee that has the authority of the Board;
2. Fix compensation of the directors for serving on the Board or on any committee;
3. Amend or repeal Bylaws or adopt new Bylaws;
4. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repayable;
5. Create any other committees of the Board or appoint the members of the committees of the Board;
6. Approve any contract or transaction to which the Corporation is a party and in which one (1) or more of its directors has a material financial interest, except as special approval is provided for in [§ 13.1-871 of the Code](#).

B. Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent

with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE NINE

OFFICERS

9.01. Officers of the Corporation.

The officers of the Corporation shall be the Chairperson, Vice Chairperson, Secretary, Treasurer, Vice Treasurer, Policy Chair and Information Technology (IT) Chair. No person who is a director of this Corporation shall be an officer. The Corporation may also have, at the Board's discretion, one (1) or more assistant secretaries, one (1) or more assistant treasurers, one (1) or more IT staff, and other such officers as may be appointed in accordance with [§ 9.03](#) of these Bylaws. Any number of offices may be held by the same person, except the Chairperson and the Secretary. Any person who qualifies under these Bylaws to sit as a director of the Corporation shall be qualified to be an officer.

9.02. Election of Officers.

The officers of the Corporation shall be chosen biennially for a two-year term by the Board and shall serve at the pleasure of the Board. Officers of the Corporation shall serve without compensation.

9.03. Other Officers.

The Board may appoint and may authorize the Chairperson of the Board to appoint any other officers that the Corporation may require. Each officer appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

9.04. Removal of Officers. Any officer may be removed with or without cause by the Board and, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

9.05. Resignation of Officers. Any officer may resign at any time by giving written notice to the Chairman of the Board, or the Secretary of the Board. The resignation shall take effect as of the date the notice is received or at any later time.

9.06. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

9.07. Responsibility of Officers.

A. Chairperson of the Board. The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chairperson of the Board shall also be the chief executive officer and shall have the powers and duties of the Corporation prescribed by these Bylaws. Subject to such supervisory powers as the Board may give, if any, and subject on the control of the Board, the Chairperson shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. Further, the Chairperson shall act as the sole communication liaison between the Corporation and the Central Atlantic Region Service Committee.

B. Vice Chairperson. If the Chairperson is absent or disabled, the Vice Chairperson shall perform all duties of the Chairperson. When so acting, the Vice Chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice Chairperson shall have other powers and perform other such duties as the Board or the Bylaws may prescribe.

C. Secretary.

- 1. Book of Minutes.** The Secretary shall keep or cause to be kept at the Corporation's principal office or such place as the Board may direct a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The Secretary shall keep or cause to be kept at the principal office in Virginia, a copy of the Articles of Incorporation and Bylaws, as amended to date.

D. Treasurer.

- 1. Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may order, shall render to the Chairperson of the Board, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.
- 2. Bond.** If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of

its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

E. Vice Treasurer.

The Vice Treasurer works as an "understudy" to the Treasurer and acts on the Treasurer's behalf in the event of the Treasurer's absence. In the event of the Treasurer's absence, removal or resignation, the Vice Treasurer shall perform all duties of the Treasurer. When so acting, the Vice Treasurer shall have all powers and responsibilities of the Treasurer.

F. Policy Chair.

The Policy Chair is responsible for maintaining and being familiar with an archive of minutes, Bylaws, Robert's Rules of Order, and other guidance documents developed and/or used by the CARCC. The minutes of the corporation and the Bylaws are the basis of the corporation's policy manual and will be used to update the manual at least every five years.

G. Information Technology Chair.

The Information Technology Chair (IT Chair) oversees the corporation's website and essential technology services to ensure accurate, accessible, and responsive communication within the Corporation and with the NA fellowship. The IT Chair is responsible for developing, maintaining, and supporting websites; managing website hosting and related digital platforms; overseeing productivity and collaboration tools; supporting digital engagement, event management, online registration, point-of-sale systems, technology assets, digital media sales, and technology-related professional services.

9.08. Indemnification of Officers. Any officer of the Corporation who acts in good faith and acts within the authority granted by the Board shall be indemnified by the Board.

ARTICLE TEN

RECORDS AND REPORTS

10.01. Maintenance of Corporation Records. The Corporation shall keep:

- A.** Adequate and correct books and records of account; and,
- B.** Minutes in written form of the proceeding of its Board and committees of the Board. All such records shall be kept at the Corporation's principal office, or if its principal business office is not in the State of Virginia, or at its principal business office in this State.

10.02. Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, or if its principal office is not in the State of Virginia, at its principal business office in this State, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the officers and directors at all reasonable times during office hours. If the principal office of the Corporation is outside the State of Virginia and the Corporation has no principal business office in this State, the Secretary shall, on the written request of any officer or director, furnish a copy of the Articles and Bylaws as amended to date.

10.03. Effective Date of the Bylaws. These Bylaws shall become effective upon their adoption. Amendments hereto shall become effective immediately on their adoption unless the Board of Directors in adopting them as hereinafter provided, provide that they are to become effective at some other date.

10.04. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

10.05. Annual Report. The Board shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

B. The principal changes in assets and liabilities, including trust funds.

C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

D. The expenses or disbursements of the Corporation for both general and restricted purposes.

E. Any information required by [§ 9.07](#) of these Bylaws. The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records. This requirement of an annual report shall not apply if the Corporation receives less than Twenty-Five Thousand Dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the

information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

10.06. Annual Statement of Certain Transactions and Indemnifications. No later than one hundred twenty (120) days after the closing of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

A. Any transaction(s) in which the Corporation or its subsidiary was a party, and in which any director or officer of the Corporation or its subsidiary had a direct or indirect financial interest.

B. Any indemnifications or advances.

ARTICLE ELEVEN

PROHIBITION AGAINST SHARING PROFITS OR ASSETS

No director, officer, employee or other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered or expenses incurred to or for the Corporation affecting its purposes as shall be fixed by resolution of the Board.

ARTICLE TWELVE

AFFILIATION WITH OTHER ORGANIZATIONS

12.01. This Corporation is a service entity which serves a function within the society of an organization known as Narcotics Anonymous. In doing so, it endorses the aims, goals and purposes of that organization, and in fact, by special endorsement per [§ 12.02](#) hereinafter, it operates under the guidelines of the "Twelve Traditions" as espoused by the Narcotics Anonymous society.

12.02. All directors and officers of this Corporation shall act as a fiduciary under the principles of the "Twelve Traditions" of Narcotics Anonymous society as set forth in the pamphlet identified and entitled as "[IP #1, Who, What, How, and Why](#)". It is herein specifically acknowledged that this Corporation acts as a fiduciary in its dealings with the Central Atlantic Region and the Fellowship of Narcotics Anonymous.

ARTICLE THIRTEEN

AMENDMENTS

Subject to any provisions of law applicable to amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted as follows:

- A.** By vote of the majority (51%) of directors present, provided a quorum is present and provided that written notice of such meetings and of the intention to change the Bylaws thereat is delivered to each director at least twenty (20) days prior to the date of such meeting as provided hereinbefore relevant to regular or special meetings.
 - B.** With the written consent of all directors without a meeting as provided in [§§ 8.07-8.08](#) hereinbefore, provided that a Bylaw fixing or changing the number of directors may not be adopted, amended or repealed except as provided in the succeeding paragraph hereof.
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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of the Central Atlantic Regional Convention Corporation, Inc., a Virginia Nonstock Corporation, and the above Bylaws consisting of fifteen (15) pages are the Bylaws of this Corporation, were adopted at a meeting of the Board of Directors held on September 20, 2026, and that they have not been amended or modified since that date.

Dated: _____

Signed: _____

Version History – NOT part of the official Bylaws

Version	Date	Author	Rationale/Action
0.1	6/16/2026	Ann Vyce, Webservant	Reformatted in MS Word 2026, Version 2605: (<i>Build 20026.20182</i>), basic style with automatic paragraph numbering created in the style of the current Bylaws.
0.21	6/16/2026	Ann Vyce, Webservant	Bring document current with corporate situation. • Changed Virginia Regional to Central Atlantic Regional pending change of corporation name. • Made various minor grammar and spelling corrections. • Added URLs and updated cross references. • Updated telegraph to electronic communication. • Reworded <u>§ 8.09 Quorum</u> for clarity.
0.22	7/29/2026	Ann Vyce, IT Chair	Replaced Website Chair with Information Technology Chair (IT Chair) per Motion 7-6-26 [8-0-0] 7/19/2026. Added “one (1) or more IT staff,” to section 9.01.
0.3	08/14/2026	Ann Vyce, IT Chair	Name change to Central Atlantic Regional Convention Corporation, Inc. (CARCC) effective date is August 14, 2026. Sent for final review by all stakeholders.
0.41	09/12/2026	Ann Vyce, IT Chair	Project team comments incorporated. 12.1 Pamphlet title changed to IP #1, Who, What, How, and Why. Final version for review at Policy meeting. 9/20/2026 Approved by Board of Directors.
1.0	MM/DD/YYYY	Author	Issued
1.1	MM/DD/YYYY	Author	