

**BYLAWS OF
52nd DISTRICT INTERGROUP CENTRAL OFFICE**

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I

SECTION 1 PRINCIPAL OFFICE:

The principal office of the corporation for the transaction of its business is located in Santa Barbara County, California.

SECTION 2 CHANGE OF ADDRESS:

The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

SECTION 3 OTHER OFFICES:

52nd District Intergroup Central Office, Inc., also known as 52nd District Intergroup, may also have offices at such other places, within North Santa Barbara County State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE II

Purpose

SECTION 1

OBJECTIVES:

- A. To achieve the Objectives as depicted in Section 1 – A, the 52nd District Intergroup Central Office, Inc. Board of Directors shall procure and/or provide the necessary facilities and Staff to achieve the primary objectives of the corporation.
- B. The specific purposes of 52nd District Intergroup Central Office, Incorporated are to provide Intergroup Representatives a location to meet on a regular basis to report the activities, meeting updates, Status of Alcoholics Anonymous' Literature, scheduled events, and operations within the 52nd District's Alcoholics Anonymous Community.

52nd District Intergroup Central Office Shall Provide the Following:

1. A location to facilitate the following:
 - Restroom with sink and counter to accommodate a Coffee maker
 - Storage space to store supplies, books, maintenance tools, and other materials as required.
 - An area to accommodate working files, receipt books, other normal office supplies as required, a computer system with all the necessary software to facilitate the keeping of records, complete office accounting system, and the production of flyers/notices etc.
 - A complete phone system with an afterhours answering service
 - Set-up and maintain a Web Site containing the listing of all AA meetings in the 52nd District, Publish a news letter and distribute the same to all registered Groups.
2. Maintain an ample stock of AA approved literature, Pamphlets, Meeting Directories, Flyers and other AA items of interest to accommodate the needs and requirements of all the registered Groups.
3. Provide Central Location for a monthly meeting of Intergroup Representatives and other interested Members of Alcoholics Anonymous
4. Elect a Board of Directors from the Intergroup Representatives to oversee the operations of the 52nd District Intergroup Central Office.

SECTION 2

PURPOSES:

- A. 52nd District Intergroup Central Office, Inc., also known as 52nd Intergroup, is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

SECTION 3

LIMITATIONS:

52nd District Intergroup Central Office, Inc. is a nonprofit corporation and no part of the net earnings of the corporation shall go to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable expenses for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II; notwithstanding any purposes set forth in this Article II, and notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue Law.

ARTICLE III

Offices

SECTION 1

OFFICES:

The principal office of the corporation shall be located in North Santa Barbara County, California. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

ARTICLE IV

Compliance

SECTION 1

COMPLIANCE:

The Bylaws, as contained herein, shall be administered in accordance with the California Corporations Code Section 5151-5153, Section 5310-5342, Section 5510-5517, and Section 6320-6325. A copy of the above listed California Corporations Code shall be on file and attached to these Bylaws. Other Government Codes, Statutes and Laws, as deemed necessary by the Board of Directors, shall be on hand to facilitate and direct the proper conduct of the Board of Directors, its Officers and committees in performing the duties required in administering the corporation's business.

ARTICLE V

Directors

SECTION 1

BOARD OF DIRECTORS GENERAL POWERS:

The property and affairs of the corporation shall be managed and administered by the Board of Directors. All unusual events or circumstances concerning the property and affairs of the corporation shall be brought to the attention of the 52nd District Intergroup Representatives for resolution and/or mitigation. Such remedies and/or solutions shall be voted on by the 52nd District Intergroup Representatives in attendance.

SECTION 2

DIRECTORS:

The Board of Directors Shall is elected by the 52nd District Intergroup Representatives. The Board of Directors shall consist of at least five (5) members. One Half (1/2) of the initial Board of Directors shall serve a term of One (1) year and the other half shall serve a term of Two (2) years. At the beginning of

the third (2) year one half (1/2) of the current Board Members will be replaced by a like number of new Members elected to the Board of Directors. Thereafter an annual election on the same month each year will be held to elect new members to the Board of Directors to replace the out-going members who have completed their tenure. Henceforth, Directors shall hold office for a term of two (2) years or until the respective successors have been duly elected and qualified. Any and all vacancies on the Board of Directors shall be filled by a majority vote of the 52nd District Intergroup Representatives in attendance at the annual meeting.

The Sobriety Requirements for Four (4) Members of the Board of Directors shall be a minimum of Five (5) years of continuous sobriety. The Sobriety Requirement for the Secretary of the Board of Directors shall be a minimum of Two (2) years of continuous sobriety.

SECTION 3

QUORUM:

A quorum shall be comprised of one half (1/2) of the total current members of the Board of Directors.

SECTION 4

REGULAR MEETINGS:

The Board of Directors shall hold regular meetings: said meetings shall be scheduled for every other month beginning in January of the current year and ending with the last scheduled regular meeting in November of the current year. All Directors shall be given notice of such regular meetings upon determination of the schedule. No additional notice of regular meetings shall be required.

SECTION 5

SPECIAL MEETINGS, CALL AND NOTICE:

Special meetings of the Board of Directors shall be held whenever called by direction of the President or at the request of at least three (3) Directors. Written notice of special meetings shall be delivered into the hands of each Director at least three (3) day prior to the meeting. The notice shall state time, place and purpose of the meeting. Emergency meetings may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

d) A full report of such special meetings shall be made available to all 52nd District Intergroup Representatives at the next scheduled meeting, by mail or by phone communications.

SECTION 6

ANNUAL MEETINGS:

The Board of Directors shall hold an annual meeting in conformance with the current California Statutes and California Corporations Code. Said annual meeting may be held at the start of the new fiscal year. At its annual meeting, the Board of Directors shall elect a President, one or more Vice-presidents, a Secretary, and Treasurer as Executive Officers to manage the affairs of the corporation. The Board of Directors may, from time to time, appoint such other officers as are necessary or proper to carry out the business of 52nd District Intergroup Central Office. No Board appointed officer(s) need be a Director. Any one person, except as forbidden by law, may be elected too more than one office.

SECTION 7 MEETINGS

HELD BY CONSENT:

A Meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the Directors, or with the presence and participation of all of the Directors.

SECTION 8

COMMITTEES:

The Board of Directors may provide for an executive committee and for such other committees as may be necessary for the effective management of the business and affairs of the corporation and give such powers and duties as may seem proper (except those specifically prohibited by law). The Board of Directors may provide a meeting and reporting schedule for such committees, establish 52nd District Intergroup committee meetings shall be called, and designate at what times those meetings may be held.

ARTICLE VI

Officers

SECTION 1

EXECUTIVE OFFICERS:

The Executive Officers shall be elected from the current Board of Directors at its annual meeting and shall comprise the offices of President, Vice-president, Secretary, and Treasurer. Any officer duly elected shall hold office until a successor is elected and has accepted office.

SECTION 2

VACANIES:

The Intergroup Representatives shall fill any vacancy in any office by a Simple Majority vote of Intergroup Representatives in attendance of said meeting.

SECTION 3

TERMS OF OFFICE, REMOVAL:

All officers shall be subject to removal at the discretion of the Board of Directors and/or 52nd District Intergroup Representatives by a Two-thirds (2/3) Affirmative vote of a majority of those present.

SECTION 4

POWERS AND DUTIES OF THE PRESIDENT:

The President shall be the chief executive officer of the corporation, subject to the control of the Board of Directors, and shall have general charge of its business and supervision of its affairs. The President shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the corporation and make due reports to them. In addition to the powers and duties elsewhere provided in these Bylaws. The President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these Bylaws, or as may at any time be assigned by the Board of Directors and/or 52nd District Intergroup Representatives majority vote.

SECTION 5

POWERS AND DUTIES OF VICE-PRESIDENT:

The Vice-president shall familiarize him or her-self with the affairs of the corporation and, in the event of the disability or absence of the President from any place in which the business in hand is to be done, the Vice-president shall have all the powers and perform all the duties of the President. The Vice-president shall have such other powers and duties as May, at any time, as may be assigned to him/her by the Board of Directors. Unless acting as President, the Vice-president shall have voting rights on any and all items requiring a Board of Directors vote.

SECTION 6

POWERS AND DUTIES OF THE TREASURER:

The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision of the finances of the corporation. Duties of the Treasurer include the care of, and responsibility for, all moneys, securities, evidences of value and corporate instruments of the

corporation, and supervision of the officers and any other persons authorized to deposit, handle and disburse funds, ensuring retention of information as to whether all deposits have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, the transactions of the corporation, its accounts, assets, liabilities and financial condition, which at all times be open to the inspection of the Directors, and such statements and reports as are required by law. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these Bylaws, or as may at any time be assigned to the Treasurer by the Board. The Board of Directors may require the Treasurer to give a bond in such amount and with such sureties, as they shall determine.

SECTION 7

POWERS AND DUTIES OF THE SECRETARY:

The Secretary shall cause to be entered in the Corporation's Minute books the minutes of all meetings of all committees and of the Board of Directors. Secretary shall have charge of all books and papers pertaining to said office and shall be responsible for the giving of all notices and for the making of all statements and reports required of the corporation or of the Secretary by law. The Secretary shall attest by signature to all instruments duly authorized and requiring the same. The Secretary shall also perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these Bylaws, as may be at any time assigned by the Board of Directors and/or 52nd District Intergroup Representatives majority vote.

SECTION 8

DUTIES OF TREASURER AND SECRETARY MAY BE COMBINED:

The Board of Directors may combine the duties of the Treasurer and Secretary.

SECTION 9

OTHER OFFICERS:

The Board of Directors may establish and elect other officers as it may deem appropriately necessary and shall prescribe the powers and duties of any other officer of the corporation. Such "other officers" shall have approval by 52nd District Intergroup Representatives majority vote.

ARTICLE VII

Finance

SECTION

1 BANKING:

All funds and money of the corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person

performing said functions would account therefore to the Treasurer as and when the treasurer may require. All money, funds, bills, notes, checks and other negotiable instruments coming to the corporation shall be collected and promptly deposited in the name of the corporation in such depositories as the Board shall select.

SECTION 2

EXECUTION OF INSTRUMENTS:

The board of directors, except as otherwise provided in these bylaws, 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 3

CHECKS AND NOTES:

Except as otherwise specifically determined by resolution of the board of directors and/or 52nd District Intergroup Representatives majority vote, 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 and countersigned by the president of the corporation.

SECTION 4

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 5

GIFTS:

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation from any Member of Alcoholics Anonymous.

SECTION 6

FISCAL YEAR:

The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors.

SECTION 7

NONLIABILITY OF DIRECTORS:

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation

SECTION 8

INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS:

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 9

INSURANCE FOR CORPORATE AGENTS:

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 any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VIII

Conflict of Interest and Compensation Approval Policies

SECTION 1

PURPOSE OF CONFLICT OF INTEREST POLICY:

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2

DEFINITIONS:

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

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

- (1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3

CONFLICT OF INTEREST AVOIDANCE PROCEDURES:

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

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

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

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

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

SECTION 4

RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS:

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

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

SECTION 5

COMPENSATION APPROVAL POLICIES:

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) Prior to the first payment of compensation the board or compensation committee must approve the terms of compensation.
- (b) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. Is not the person who is the subject of compensation arrangement, or a family member of such person;
 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 3. Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 4. Has no material financial interest affected by the compensation arrangement; and
 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
 2. The availability of similar services in the geographic area of this organization
 3. Current compensation surveys compiled by independent firms
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. The terms of the compensation arrangement and the date it was approved
2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
3. The comparability data obtained and relied upon and 52nd District Intergroup the data was obtained.
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

ARTICLE IX

Corporate Records, Reports, and Seal

SECTION 1

MAINTENANCE OF CORPORATE RECORDS:

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, 52nd District Intergroup 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 bylaws as amended to date, which shall be open to inspection by the 52nd District Intergroup Representatives of the corporation at all reasonable times during office hours.

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, 52nd District Intergroup records and/or reports, shall not affect the validity of any such instrument.

SECTION 3

DIRECTORS' INSPECTION RIGHTS:

Every director and/or 52nd District Intergroup Representative 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.

ARTICLE X

SECTION 1

AMENDMENTS:

The Board of Directors may propose amendments to the Bylaws of the corporation from time to time at any meeting properly convened in accordance with these Bylaws, the governing California Corporations Code codes, and Government statutes. Such proposed amendments require approval of 52nd District Intergroup Representatives majority vote. No proposed amendment shall cause the carrying on of activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XI

SECTION 1

DETERMINATION OF MEMBERS:

The 52nd District Intergroup Central Office, Inc. Articles of Incorporation and these Corporate Bylaws makes no provisions for Members and declares that it is not the intent of this Corporation to solicit Memberships for this Organization. If in the future the corporation, by due process of amending the Articles of Incorporation and these Corporate Bylaws, decide to solicit and acquire Members then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the board of directors.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned 52nd District Intergroup Central Office, Inc., a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws as authorized by 52nd District Intergroup Representatives majority vote to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of fourteen (14) pages, as the bylaws of this corporation.

_____, Director
_____, Director
_____, Director
_____, Director
_____, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: _____ 2009

Charlene M. Lara

Secretary 52nd. District Central Office, Inc.