Approved July 19, 2026

BYLAWS

Of

UNITED WASATCH AREA OF NARCOTICS ANONYMOUS, INC.

(a Utah nonstock corporation)

ARTICLE I

NAME, PRINCIPAL OFFICE, AND REGISTERED AGENT

1. NAME OF CORPORATION. The name of the corporation shall be United Wasatch Area of Narcotics Anonymous, Inc. (the “Corporation”)

2. OFFICES. The principal office of the Corporation shall be located in such place, within or without the State of Utah, as the Board of Directors shall from time to time determine. The Corporation shall have such subsidiary offices within or without the State of Utah as the Board of Directors shall from time to time determine to be necessary or advisable.

3. RESIDENT AGENT. The resident agent of the Corporation shall be a resident of the State of Utah with an address in the State as determined from time to time by the Board of Directors.

ARTICLE II

PURPOSES

1. ENUMERATED PURPOSES. The purposes for which the Corporation is formed are as follows:

(a) to support and provide a legal framework for the United Wasatch Area Service Committee of Narcotics Anonymous (UWASCNA) to operate.

(b) to provide fiscal oversite and submit tax filings as required

(c) to provide educational and charitable services to the Narcotics Anonymous community within and around Salt Lake County and Tooele County Area (the “Area”) and to the larger public of the Area, within the letter and spirit of the Twelve Steps and Twelve Traditions of Narcotics Anonymous;

(d) to carry the message of recovery to the addict who still suffers;

2. TAX EXEMPT PURPOSES. The Corporation shall be organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

3. NO IMPERMISSIBLE INUREMENT. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, board members, 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 set forth in this Article II. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code 1986, as amended, or corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE III

MEMBERS

1. MEMBERSHIP. The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

1. FUNCTIONS AND DEFINITIONS. The Corporation shall be managed by a governing board, which is herein referred to as the “Board of Directors” or “BOD” or “directors.” The word “director” or “directors” likewise herein refers to a member or to members of the governing board. The Board of Directors shall have all the privileges and obligations enjoyed by or imposed upon the members of a nonstock corporation having members. The use of the phrase “entire board” herein refers to the total number of directors which the corporation would have if there were not vacancies.

2. COMPOSITION. The Directors shall consist of the following persons serving exofficio: President, Vice-President, Secretary, Treasurer.

2.1 The BOD President position will be filled by the UWASCNA Chairman. The UWASCNA Chairman election, qualifications, resignation, or removal are defined in the current GUIDELINES OF THE UNITED WASATCH AREA SERVICE COMMITTEE OF NARCOTICS ANONYMOUS, that are included in Appendix 1.

2.2 The BOD Vice-President position will be filled by the UWASCNA Regional Committee Member (RCM). The UWASCNA RCM election, qualifications, resignation, or removal are defined in the current GUIDELINES OF THE UNITED WASATCH AREA SERVICE COMMITTEE OF NARCOTICS ANONYMOUS, that are included in Appendix 1.

2.3 The BOD Secretary position will be filled by the UWASCNA Secretary. The UWASCNA Secretary election, qualifications, resignation, or removal are defined in the current GUIDELINES OF THE UNITED WASATCH AREA SERVICE COMMITTEE OF NARCOTICS ANONYMOUS, that are included in Appendix 1.

2.4 The BOD Treasurer position will be filled by the UWASCNA Treasurer. The UWASCNA Treasurer election, qualifications, resignation, or removal are defined in the current GUIDELINES OF THE UNITED WASATCH AREA SERVICE COMMITTEE OF NARCOTICS ANONYMOUS, that are included in Appendix 1.

3. <u>MEETINGS</u>.

3.1 <u>TIME</u>. Annual, regular, and special meetings of the Board of Directors shall be held at such time as the Board shall fix, except that the annual meeting shall take place in the month of April.

3.2 <u>PLACE</u>. Meetings shall be held at such place, within or without the State of Utah, as shall be fixed by the Board.

3.3 <u>CALL</u>. The President or Vice-President will call the annual or any regular meetings. Any board member may call a special meeting.

3.4 <u>NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER</u>. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place for special meeting shall be given to the directors on no less than seven (7) days' notice, unless the lapse of such time has been waived. The notice of any special meeting shall specify the purpose of the meeting. No less that five (5) days' notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them.

3.5 QUORUM AND ACTION. Except as hereinafter provided, a majority of the entire Board shall constitute a quorum (three of four directors). Whenever a vacancy or vacancies in the Board shall prevent a quorum from consisting of the entire Board, a quorum shall consist of at least; a) two of three directors, b) two of two directors, or c) one of one directors. A majority of the director's present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by statute of these Bylaws, the vote of a majority of the director's present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. The Board shall take no action contrary to the letter and spirit of the Twelve Steps and Twelve Traditions of Narcotics Anonymous.

3.6 VIRTUAL PARTICIPATION. Members of the Board of Directors may participate in a meeting of the Board of Directors either by their physical presence or virtually through conference call or other technology.

3.7 CHAIR OF A MEETING. The President, if present and acting, or , in the absence of the President . the Vice-President, if present and acting, shall preside at all meetings of the Board of Directors. Otherwise, any other director present at a meeting and chosen by a majority of the directors at the meeting shall preside.

4. COMPENSATION. Directors shall not be entitled to compensation for their services as directors, provided that the foregoing shall not prevent a director from receiving reimbursement for their expenses in serving the Corporation or from serving the Corporation in any other capacity.

5. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the BOD may be taken without a meeting if the members of the BOD consent in writing to the adoption of a resolution authorizing the action. Such consent requires full participation and must be unanimous. In the event of any such action without a meeting, the resolution and the written consent thereto by all of the members of the BOD shall be filed with the minutes of the proceedings of the BOD.

ARTICLE V

MISCELLANEOUS PROVISIONS

1. BOOKS AND RECORDS. The Corporation shall keep at the office of the Corporation within the State of Utah, correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors.

2. STATEMENT OF AFFAIRS . The BOD shall prepare annually a full and correct statement of the affairs of the Corporation (annual report), to include a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted

at the annual meeting and, within twenty (20) days after the meeting , placed on file at the Corporation's principal office in the State of Utah.

3. CORPORATE SEAL. The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

4. FISCAL YEAR. The fiscal year of the Corporation shall begin on January 1in every year.

5. CONTROL OVER BYLAWS. The directors shall have the exclusive authority to amend or repeal the Bylaws and to adopt new Bylaws, provided such amendment, repeal, or adoption is approved by a two-thirds majority (2/3) vote of the entire Board.

6. INDEMNIFICATION. Directors, employees, and agents of the Corporation shall be indemnified by the Corporation for their service to the Corporation to the fullest extent permitted by applicable law.

7. TRANSITION. These Corporation Bylaws shall take effect upon filing by the State of Utah.