BY-LAWS
OF

GAANA, INC.

ARTICLE I. OFFICES

The principal place of business of the corporation in the State of New Mexico shall be located at 6901 San Antonio Dr NE, Albuquerque, New Mexico 87109. The corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of New Mexico a registered agent whose office is identical with such registered office, as required by the New Mexico Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.

The main purpose and intent of the Corporation shall be to support and unify the Narcotics Anonymous Groups in the Greater Albuquerque Area of Narcotics Anonymous and be responsive to the Greater Albuquerque Area Service Committee of Narcotics Anonymous as it describes its needs and concerns.

ARTICLE II. MEMBER

SECTION 1. **Classes of Members.** The corporation shall have one member, which shall be the Greater Albuquerque Area Service Committee of Narcotics Anonymous (GAASCNA). The Member shall vote and elect Directors annually at a regular meeting of the GAASCNA as determined by the GAASCNA.
SECTION 2. **Voting Rights.** The Member shall exercise its vote in the manner it chooses through its normal decision-making process, which may change from time to time.
SECTION 3. **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

SECTION 4. **Reporting.** The corporation shall provide a report of its activities, budget, financial condition and financial accounts status as directed by GAASCNA.

SECTION 5. **Removal of Directors.** The Member may remove any member of the Board of Directors or officer of the corporation at any time with or without cause and based on any procedure chosen by GAASCNA through its normal decision-making process, which may change from time to time.

ARTICLE III. MEETINGS OF MEMBER

SECTION 1. **Annual Meeting.** An annual meeting of the member shall be held by the GAASCNA as it determines and shall elect Directors of GAANA and for the transaction of such other business as it determines. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the election may be held at a special meeting of the GAASCNA as soon thereafter as convenient may be and at the sole discretion of the Member through its normal decision making process, which may change from time to time.

SECTION 2. **Special Meetings.** Special meetings of the Member may be called by the Member through its normal decision-making process, which may change from time to time.

SECTION 3. **Place of Meeting.** The GAASCNA may designate any place, either within or without the State of New Mexico, or by any means as the place of meeting for the annual meeting or for any special meeting of the Member. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the normal meeting location of GAASCNA; but if the GAASCNA shall meet at any time and place, either within or without the State of New Mexico, or by any other means and consent to the holding of a meeting, through its normal decision making process, which may change from time to time, such meeting shall be valid without call or notice, and at such meeting any action regarding the corporation may be taken.

SECTION 4. **Notice of Meeting.** Written notice stating the place, day and hour of any meeting of Member shall be distributed to the GAASCNA as it sees fit through its normal decision making process, which may change from time to time.

SECTION 5. **Informal Action by Member.** Any action required by law to be taken at a meeting of the Member, or any action which may be taken at a meeting of the member, may be taken without a meeting if a consent to proceed in this matter is approved through the GAASCNA's normal decision making process, which may change from time to time.

SECTION 6. **Quorum.** The quorum requirements of the GAASCNA as determined through its normal decision making process, which may change from time to time, shall suffice to determine where there is a quorum for the Member to vote at any meeting.

SECTION 7. **Proxies.** Proxy vote of the member is not permitted.

SECTION 8. **Manner of Acting.** The Member shall vote as determined by the GAASCNA through its normal decision making process, which may change from time to time.

SECTION 9. **Voting by Mail.** Voting by mail is not permitted.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of New Mexico or members of the corporation

SECTION 2. **Number, Tenure and Qualifications.** The number of directors shall be no less than three nor more than nine. Each Director shall hold office for a one year term and may serve for two consecutive terms and until his successor shall have been elected and qualified.

SECTION 3. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as or by such other means as determined by the Board of Directors, the annual election meeting of the members. The Board of Directors may provide by resolution the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board called by them.

SECTION 5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personal or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed the notice of a meeting shall be deemed to be delivered when deposited in the United States and addressed to the member at his address as it appears on the records of the corporation, with the postage thereon prepaid, or when sent by email to the email address as it appears in the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, either in person, by teleconference or by proxy, a majority of Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by these by-laws.

SECTION 8. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by a vote of the Member as discussed in Article III. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses or attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, or other event; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 10. **Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

SECTION 11. **Telephonic/Virtual Platform Meetings.** Directors may participate in a meeting through use of a conference telephone, online platform or similar communications equipment, so long as all Directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

ARTICLE V. OFFICERS

SECTION 1. **Officers.** The officers of the corporation shall be a President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Vice Presidents or Assistant Secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Directors. Any two or more offices may not be held by the same person.

SECTION 2. **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the first meeting held after the annual GAASCNA election of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Member whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

SECTION 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. **President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. **Vice President.** If so elected, in the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President of the Board of Directors.

SECTION 7. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation is such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. **Assistant Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Member.

SECTION 9. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation, if applicable; keep a register of the address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 10. **Assistant Secretary.** The Assistant Secretary, in general, shall perform such duties as shall be assigned to them by the Secretary or the Member.

ARTICLE VI. COMMITTEES

SECTION 1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

SECTION 3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or

unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.
SECTION 4. **Chairmen.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
SECTION 5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
SECTION 6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
SECTION 7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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.
SECTION 2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President or Director of the corporation.
SECTION 3. **Deposits.** All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors and the GAASCNA may select.
SECTION 4. **Gifts.** The Board of Directors may accept on behalf of the corporation any member contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. CERTIFICATES OF MEMBERSHIP

SECTION 1. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board.

ARTICLE IX. CONSTRUCTION AND TERMS

SECTION 1. **Construction and Terms.** Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to the articles of incorporation shall be to the founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

ARTICLE X. ADOPTION OF BYLAWS

We, the undersigned, directors of this corporation, consent to, and hereby do, adopt the foregoing bylaws as the bylaws of this corporation, GAANA, Inc.

Dated: 9/10/22

Director and President

Director and Treasurer