

BYLAWS OF  
BRANA CAMPOUT INC.  
A VIRGINIA NON-STOCK CORPORATION



BYLAWS REVISED 1/2012  
SUPERSEDES: 5/2011

SCC REF ID: 0645886 - 3  
DCN: 10-05-18-1113

BRANA Campout Incorporated Bylaws are not intended to contradict the Twelve Traditions of Narcotics Anonymous.

## TABLE OF CONTENTS

FORWARD....	(THE CORPORATION) & LOGO (REGISTERED TRADEMARK)....	pg 3,4,5
ARTICLE 1....	DEFINITION OF TERMS.....	pg 6
ARTICLE 2....	OFFICES.....	pg 6
ARTICLE 3....	OBJECTIVE AND PURPOSE OF BRANA CAMPOUT INC.....	pg 7
ARTICLE 4....	CORPORATE POWERS AND NON-PARTISAN ACTIVITIES.....	pg 7
ARTICLE 5....	REVENUE AND SALES	
	Section 1 Dedication of Assets.....	pg 8
	Section 2 Tax Exemption.....	pg 8
ARTICLE 6....	A NON-STOCK CORPORATION.....	pg 8
ARTICLE 7....	PROHIBITION OF MEMBERS.....	pg 8
ARTICLE 8....	THE BOARD MEMBERS	
	Section 1 Definition and Seats.....	pg 9
	Section 2 The Earliest Members, New Election and Terms.....	pg 9,10
	Section 3 Removal, Resignation and Vacancy.....	pg 11
ARTICLE 9....	BOARD MEMBER RESPONSIBILITIES AND QUALIFICATIONS	
	Section 1 Chairperson.....	pg 12
	Section 2 Vice-Chairperson.....	pg 13
	Section 3 Secretary.....	pg 14
	Section 4 Treasurer.....	pg 15
	Section 5 Vice-Treasurer.....	pg 16
	Section 6 Policy Chair.....	pg 17
ARTICLE 10...	INDEMNIFICATION.....	pg 17
ARTICLE 11...	THE PLANNING COMMITTEE	
	Section 1 Definition and Seats.....	pg 18
	Section 2 Election of The Earliest Members .....	pg 19
	Section 3 Terms, Resignation and Vacancy.....	pg 19
	Section 4 Removal .....	pg 19
	Section 5 The Planning Committee Subcommittees.....	pg 19
ARTICLE 12...	RECORDS AND REPORTS, INSPECTION AND AUDITS.....	pg 20
ARTICLE 13...	PROHIBITION AGAINST SHARING PROFITS OR ASSETS.....	pg 21
ARTICLE 14...	AFFILIATION WITH OTHER ORGANIZATIONS.....	pg 21
ARTICLE 15...	AMENDMENTS.....	pg 22
ARTICLE 16...	PARLIAMENTARY AUTHORITY.....	pg 22
CERTIFICATE OF SECRETARY.....		pg 22
STRUCTURE TREE .....		pg 23

**FORWARD  
(THE CORPORATION)**

BRANA CAMPOUT INCORPORATED (the Corporation), a non-stock corporation duly formed under the provisions of the Virginia Non-Stock 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 Articles of Incorporation and applicable law, and in accordance with Section 13.1-823 of the Code.

**LOGO**



**(REGISTERED TRADEMARK)**

In accordance with the Trademark Act of 1946, as Amended (PUBLIC LAW 79-489, CHAPTER 540, APPROVED JULY 5, 1946; 60 STAT. 427)- currently contained in Chapter 22 of Title 15 of the United States Code (USC); the major body of U.S. law that governs federal registration of trademarks, the BRANA Campout Incorporated Logo shall be used exclusively by and for the Corporation in compliance with these Bylaws and with an understanding of federal registration of trademarks involving the establishment of rights in a mark based on legitimate use of the mark.

Pending federal registration concurrence regarding the Logo, the Corporation recognized the privilege, in accordance with the Trademark Act, and provided notice to the public of the registrant's claim of ownership of the mark through the use of the mark in connection with the services as set forth in these Bylaws and having been adopted during the 2006 year.

# United States of America

United States Patent and Trademark Office



**Reg. No. 3,947,384**

**Registered Apr. 19, 2011**

**Int. Cl.: 35**

**SERVICE MARK**

**PRINCIPAL REGISTER**

BRANA CAMPOUT INCORPORATED (VIRGINIA CORPORATION)  
P.O. BOX 623  
HARRISONBURG, VA 22803

FOR: PROMOTING PUBLIC AWARENESS IN THE FIELD OF SOCIAL WELFARE, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 7-15-2005; IN COMMERCE 7-15-2005.

THE MARK CONSISTS OF AN OUTER CIRCLE WITH AN INNER SQUARE. THE OUTER CIRCLE AND THE INNER SQUARE ARE PLACED IN THE BACKGROUND OF A SMOKELESS FIRE, RISING FROM FIVE LOGS. THE TWO-PART LITERAL ELEMENT IS LOCATED WITHIN THE OUTLINE OF THE FIRE. THE TOP PORTION OF THE LITERAL ELEMENT (THE WORD "BRANA") IS ALL CAPITALIZED, AND THE LOWER PORTION OF THE LITERAL ELEMENT (THE WORD "CAMPOUT") IS SPELLED BEGINNING WITH AN UPPER-CASE "C" FOLLOWED BY THE REMAINDER OF THAT WORD IN LOWER-CASE AS "AMPOUT".

SER. NO. 85-106,835, FILED 8-13-2010.

LOURDES AYALA, EXAMINING ATTORNEY



*David J. Kappas*

Director of the United States Patent and Trademark Office

Y P O C

**REQUIREMENTS TO MAINTAIN YOUR FEDERAL  
TRADEMARK REGISTRATION**

**WARNING: YOUR REGISTRATION WILL BE CANCELLED IF YOU DO NOT FILE THE  
DOCUMENTS BELOW DURING THE SPECIFIED TIME PERIODS.**

**Requirements in the First Ten Years\***

**What and When to File:**

- **First Filing Deadline:** You must file a Declaration of Use (or Excusable Nonuse) between the 5th and 6th years after the registration date. *See* 15 U.S.C. §§1058, 1141k. If the declaration is accepted, the registration will continue in force for the remainder of the ten-year period, calculated from the registration date, unless cancelled by an order of the Commissioner for Trademarks or a federal court.
- **Second Filing Deadline:** You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between the 9th and 10th years after the registration date.\* *See* 15 U.S.C. §1059.

**Requirements in Successive Ten-Year Periods\***

**What and When to File:**

- You must file a Declaration of Use (or Excusable Nonuse) **and** an Application for Renewal between every 9th and 10th-year period, calculated from the registration date.\*

**Grace Period Filings\***

The above documents will be accepted as timely if filed within six months after the deadlines listed above with the payment of an additional fee.

**The United States Patent and Trademark Office (USPTO) will NOT send you any future notice or reminder of these filing requirements.**

**\*ATTENTION MADRID PROTOCOL REGISTRANTS:** The holder of an international registration with an extension of protection to the United States under the Madrid Protocol must timely file the Declarations of Use (or Excusable Nonuse) referenced above directly with the USPTO. The time periods for filing are based on the U.S. registration date (not the international registration date). The deadlines and grace periods for the Declarations of Use (or Excusable Nonuse) are identical to those for nationally issued registrations. *See* 15 U.S.C. §§1058, 1141k. However, owners of international registrations do not file renewal applications at the USPTO. Instead, the holder must file a renewal of the underlying international registration at the International Bureau of the World Intellectual Property Organization, under Article 7 of the Madrid Protocol, before the expiration of each ten-year term of protection, calculated from the date of the international registration. *See* 15 U.S.C. §1141j. For more information and renewal forms for the international registration, see <http://www.wipo.int/madrid/en/>.

**NOTE: Fees and requirements for maintaining registrations are subject to change. Please check the USPTO website for further information. With the exception of renewal applications for registered extensions of protection, you can file the registration maintenance documents referenced above online at <http://www.uspto.gov>.**

## **ARTICLE 1 DEFINITION OF TERMS**

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

## **ARTICLE 2 OFFICES**

### **Section 1: PRINCIPLE OFFICE**

The principle office for the transaction of the activities and affairs of the Corporation ("principle office") is located at 1410 Crawford Avenue Harrisonburg, VA 22801. In order to comply with the Virginia Non-Stock Corporation Act, the "registered agent", residing in the State of Virginia and aware of the responsibility as "director" for the Corporation, is Robert Wallace. The administrative members ("Board") may change the principle office from one location to another. Any changes of 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.

### **Section 2: 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 3 OBJECTIVE AND PURPOSE**

#### **DEFINITION OF BRANA CAMPOUT INC.**

BRANA Campout Inc. is a service organization of Narcotics Anonymous. This organization serves recovering addicts in the worldwide fellowship known as Narcotics Anonymous. The objective of this organization is to provide administrative services for, and oversight of, the annual event known as the BRANA Campout. The purpose of this event is to carry the message of recovery from addiction as developed by Narcotics Anonymous in a recreational setting that welcomes recovering addicts from the Blue Ridge Area and beyond. BRANA Campout Inc. endorses the aims of NA and operates under the guidelines of the Twelve Traditions of Narcotics Anonymous. All trusted servants of BRANA Campout Inc. shall carry out their responsibilities within the principles of NA's Twelve Traditions. Chartered as a non-stock corporation by the State Corporation Commission of Virginia, BRANA Campout Inc. operates as both an autonomous NA service committee and a business. The corporation stages an annual event with NA meetings, workshops and the fellowship that accompanies any gathering of recovering addicts. Organizers should seek to maintain an atmosphere that nurtures recovery throughout the event. Through paid registrations and sales of merchandise, the corporation is also responsible for generating sufficient revenue to continue the campout as an ongoing enterprise. BRANA Campout Inc. is a separate and distinct entity from the Blue Ridge Area Service Committee; however, the two organizations maintain a cooperative relationship and share some resources. Neither the Blue Ridge Area Service Committee nor any other service body of NA should be held responsible for debts or lawsuits against BRANA Campout Inc. As a legal entity within the Commonwealth of Virginia, BRANA Campout Inc. provides protection to the fellowship of Narcotics Anonymous in case of legal liability and/or public recrimination in case of problems at the campout. BRANA Campout Inc. shall have all the authorities and privileges as well as the responsibilities conferred upon non-stock, not-for-profit corporations under the laws of the Commonwealth of Virginia.

### **ARTICLE 4 CORPORATE POWERS AND NON-PARTISAN 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 Section 13.1-826 of the Code. This Corporation shall be not-for-profit and non-partisan. 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 nor 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 in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described herewithin.

## **ARTICLE 5 REVENUE AND SALES**

### **Section 1: 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 inure to the benefit of any private person or individual, or any member 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 recovery from the disease of addiction, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 (c) (3).

### **Section 2: TAX EXEMPTION**

BRANA Campout Incorporated may pursue tax-exemption under section 501(c)(3) of the Internal Revenue Code. The Corporation will not be organized or operate for the benefit of private interests, it will not attempt to influence legislation, it will not participate in any campaign activity for or against political candidates, and no part of the Corporation's net earnings may inure to the benefit of any private shareholder or individual.

## **ARTICLE 6 A NON-STOCK CORPORATION**

In accordance with Section 13.1-814 of the Code, the Corporation will not issue shares of stock. No dividend will be paid and no part of the income of the Corporation will be distributed to its members. The Corporation may pay compensation in a reasonable amount to its members for services rendered, including non-wage 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 7 PROHIBITION OF MEMBERS**

### **Section 1: MEMBERS PROHIBITED**

The Corporation shall not have any members.

### **Section 2: EFFECT OF PROHIBITION**

Any action which would otherwise require approval by a majority of all members or approval by the member shall require only approval by the Board. All rights which otherwise vest under the Non-Stock Corporation Law in the members shall vest in the Board.

## ARTICLE EIGHT THE BOARD MEMBERS

### Section 1: DEFINITION AND SEATS

#### A. Definition of Board Member

Any and all terminologies such as, in reference to, interpreted as, but not limited to “board advisors”, “board advisory group”, “the board”, “board members”, “board of directors”, “council”, “council members”, “directors”, “executives”, “executive members”, “officers”, “panel”, “trusted servants”, “trustees”, etc., shall be known as references to all participatory and elected members vested with the management of the business of the Corporation irrespective of the name by which such group is designated and used whenever necessary and at the discretion of members as described within these Bylaws in order to communicate primarily with, but not limited to, any associates and/or affiliates as the members understand to be necessary under the provisions of the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia.

#### B. Member-Seats

Members of the Board should be **Chairperson, Vice-Chairperson, Secretary, Treasurer, Vice-Treasurer, and Policy Chair**. If any member-seats are not individually filled, the remaining member or members of the Board shall perform management of the business of the Corporation as the Board understands to be appropriate until member-seat vacancies are populated.

#### C. Other Board Members

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

### Section 2: THE EARLIEST MEMBERS, NEW ELECTION AND TERMS

#### A. The Earliest Members

1. In addition to the provisions of the Virginia Non-Stock Corporation Act and as described in ARTICLE ONE (1) of these Bylaws, the original founders of the corporation may be referred to as the “elected” BRANA Campout Incorporated Board Members. The corporation’s founders and any future members will be referred to as Board Members at any time it is understood to be required by the State of Virginia in order to remain in compliance with any codes and/or regulations as set forth by the State of Virginia in order to conduct the management of the business of the corporation.
2. Founders of the corporation are simply the earliest members inherently appointed in accordance with the Virginia Non-Stock Corporation Act, and have been designated as such to be members vested with the management of the business of the corporation.

## **B. New Election of Board Members**

1. Nominations to a Board-Member-Seat shall be legibly proposed, on paper and hand-delivered in person to the Chairperson and shall include but not be limited to the following:
  - a) Name of the individual introducing the nominee
  - b) Date of notice of the nomination (month, day, year)
  - c) Valid and reliable introducer's personal contact information (phone, e-mail, etc.)
  - d) Full (first, middle initial, and last) name of the nominee
  - e) Valid and reliable nominee's personal contact information (phone, e-mail, etc.)
  - f) Position to which the candidate has accepted the nomination
  - g) A detailed statement, from the introducer, expressing how the nominee is qualified
  - h) Nominee's experience of the Twelve Steps of Narcotics Anonymous
  - i) Nominee's experience of the Twelve Traditions of Narcotics Anonymous
  - j) Nominee's clean-time
  
2. The Board Chairperson shall, at least:
  - a) Notify or cause to be public notice, within the Corporation's Board Member population and the Planning Committee Member population, the required nominee information, as described hereinbefore, with intent to cause notice to a Board Meeting which shall declare the nomination and initiate a voting procedure.
  - b) Execute, or cause to have executed, the arrangement, coordination and distribution of an agenda and a Board Meeting, as prescribed within these Bylaws, for the nomination and election process purpose or if additional business is to be handled during this meeting, to include a nomination and election section for the procedure to vote on the nominee as described hereinbefore.
  - c) Ensure the election process is fair and thorough and expedient for all persons involved and the Corporation, and implement the Parliamentary Authority of choice, as prescribed within these Bylaws (per ARTICLE 16), immediately upon apparent necessity.

## **C. Terms**

The Members of the Board shall be chosen bi-annually for a five-year term as prescribed within these Bylaws and shall serve at the pleasure of the Corporation. Members of the Board will serve without compensation. There will be the option to serve multiple terms, but there must be an effort to seek replacement-members.

### **Section 3: REMOVAL, RESIGNATION AND VACANCY OF BOARD MEMBERS**

#### **A. Removal of Board Members**

Any member may be removed with or without cause by the Board and also, if the member was not chosen by the Board. Any member may be removed if the member was not chosen by-way-of the election process as defined in these Bylaws, by any Board Member to whom the Board may confer that power of removal, non-compliance, inadequate service necessary to fulfill responsibilities, less than effective leadership, deficient accountability, lack of participation, lack of communication, carelessness, theft, dishonesty or relapse.

#### **B. Resignation of Board Members**

Any member 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.

#### **C. Board Member-Seat Vacancy**

1. A vacancy in any member-seat because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular or temporary appointments to that seat.
2. A maximum allowable number of vacant member-seats will be not less than one (1).
3. In any scenario of member-seat vacancies totaling less than the maximum allowable number of Board Members, as prescribed in these By-Laws or desirable in order to expedite the management for the Corporation, for either an indefinite or definite duration, the remaining member or members shall inherit all responsibilities of the Corporation.
4. Any Board Member-Seat vacancy situation, provided the total is not less than one (1), as defined hereinbefore, shall not impede nor relieve corporate powers and non-partisan activities, as outlined in these Bylaws.

**ARTICLE NINE  
BOARD MEMBER RESPONSIBILITIES  
AND QUALIFICATIONS**

**SECTION 1:  
CHAIRPERSON**

**A. Chairperson Responsibilities**

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 to 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 primary communication link between the Corporation and the Planning Committee for the Blue Ridge Area of Narcotics Anonymous. Also, the Chairperson must:

1. Cooperate with and learn, as obligatory, all Planning Committee guidelines and procedures
2. Communicate by way of a personal e-mail account
3. Communicate by way of a personal telephone
4. Provide, or have provided personal transportation to fulfill duties
5. Coordinate and attend meetings with this Corporation, any and all administrative personnel in association with the BRANA Campout and Planning Committee members, as needed
6. Distribute, or cause to be distributed, an agenda for all meetings unless unanimously deemed unnecessary by all Board Members and Planning Committee Members, and will have, or cause to have the agenda distributed no less than Fourteen (14) days prior to the date of the meeting to which it refers
7. Commit to a five-year term
8. Commit to the primary purpose of the BRANA Campout as prescribed in these Bylaws

**B. Chairperson Qualifications**

1. Clean-Time Requirement is Five (5) Years, or more
2. Must have the willingness and desire to fulfill the Corporation's Objective and Purpose
3. Must commit personal time and resources necessary to fulfill the duties of Chairperson
4. Must have a working knowledge of the Twelve Steps of Narcotics Anonymous
5. Should have a working knowledge of the Twelve Traditions of Narcotics Anonymous
6. Must have the willingness to apply, as obligatory, the Twelve Traditions of Narcotics Anonymous
7. Must have willingness to refer to, and apply the principles found within the Twelve Concepts for Narcotics Anonymous Service
8. Must have the willingness to refer to and learn, as obligatory, the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia
9. Must have the willingness to refer to and learn, as obligatory, the Trademark Act of 1946, as Amended (PUBLIC LAW 79-489, CHAPTER 540, APPROVED JULY 5, 1946; 60 STAT. 427)- currently contained in Chapter 22 of Title 15 of the United States Code (USC)
10. Must purchase, at his or her own expense, *Robert's Rules of Order Newly Revised*

## **SECTION 2:**

### **VICE-CHAIRPERSON**

#### **A. Vice-Chairperson Responsibilities**

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 these Bylaws may prescribe. Also, the Vice-Chairperson must:

1. Cooperate with and learn, as obligatory, all Planning Committee guidelines and procedures
2. Communicate by way of a personal e-mail account
3. Communicate by way of a personal telephone
4. Provide, or have provided personal transportation to fulfill duties
5. Act as primary Board Meeting *Parliamentarian*, as defined in ARTICLE SIXTEEN (16) of these Bylaws, if and when there is any request or requisition to assist with and/or maintain rules of decorum and discipline, by virtue of these By-Laws and *Robert's Rules of Order Newly Revised*

#### **B. Vice-Chairperson Qualifications**

1. Clean-Time Requirement is Five (5) Years, or more
2. Must have the willingness and desire to fulfill the Corporation's Objective and Purpose
3. Must commit personal time necessary to fulfill the duties of Vice-Chairperson
4. Must have a working knowledge of the Twelve Steps of Narcotics Anonymous
5. Should have a working knowledge of the Twelve Traditions of Narcotics Anonymous
6. Must have the willingness to apply, as obligatory, the Twelve Traditions of Narcotics Anonymous
7. Must have willingness to refer to, and apply the principles found within the Twelve Concepts for Narcotics Anonymous Service
8. Must have the willingness to refer to and learn, as obligatory, the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia
9. Must have the willingness to refer to and learn, as obligatory, the Trademark Act of 1946, as Amended (PUBLIC LAW 79-489, CHAPTER 540, APPROVED JULY 5, 1946; 60 STAT. 427)- currently contained in Chapter 22 of Title 15 of the United States Code (USC)
10. Must purchase, at his or her own expense, *Robert's Rules of Order Newly Revised*

**SECTION 3:**  
**SECRETARY**

**A. Secretary Responsibilities**

Book of Minutes. The Secretary shall keep or cause to be kept, at the Corporation's principle 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 principle office or such place as the Board may direct, in Virginia, a copy of the Articles of Incorporation and Bylaws, as amended to date. Also, the Secretary must:

1. Cooperate with and learn, as obligatory, all Planning Committee guidelines and procedures
2. Communicate by way of a personal e-mail account
3. Communicate by way of a personal telephone
4. Provide, or have provided personal transportation to fulfill duties
5. Keep, or cause to be kept, an electronic library, by way of personal resources, all e-mail correspondence and any minutes of all meetings as directed by the Board in addition to the responsibilities described hereinbefore
6. Keep, or cause to be kept, an updated database, to include but not be limited to name, title, phone number, e-mail address and physical or postal mailing address of every contact person, company, corporation, and/or facility that the Board may determine desirable
7. Commit to a five-year term
8. Commit to the primary purpose of the BRANA Campout as prescribed in these Bylaws

**B. Secretary Qualifications**

1. Clean-Time Requirement is Two (2) Years, or more
2. Must have the willingness and desire to fulfill the Corporation's Objective and Purpose
3. Must commit personal time necessary to fulfill the duties of Secretary
4. Must have a working knowledge of the Twelve Steps of Narcotics Anonymous
5. Should have a working knowledge of the Twelve Traditions of Narcotics Anonymous
6. Must have the willingness to apply, as obligatory, the Twelve Traditions of Narcotics Anonymous
7. Must have willingness to refer to, and apply the principles found within the Twelve Concepts for Narcotics Anonymous Service
8. Must have the willingness to refer to and learn, as obligatory, the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia

## **SECTION 4:**

### **TREASURER**

#### **A. Treasurer Responsibilities**

##### **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 of and to the credit to 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. Also, the Treasurer must:

- a) Cooperate with and learn, as obligatory, all Planning Committee guidelines and procedures
- b) Communicate by way of a personal e-mail account
- c) Communicate by way of a personal telephone
- d) Provide, or have provided personal transportation to fulfill duties
- e) Receive no money nor other valuables in the name of or to the credit of the Corporation
- f) Maintain an accurate and legible record of all checks and balances
- g) Provide to anyone, any and all of the Corporation's financial information with transparency
- h) Commit to a five-year term
- i) Commit to the primary purpose of the BRANA Campout as prescribed in these Bylaws

##### **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.

#### **B. Treasurer Qualifications**

- 1) Clean-Time Requirement is Seven (7) Years, or more
- 2) Must have the willingness and desire to fulfill the Corporation's Objective and Purpose
- 3) Must commit personal time necessary to fulfill the duties of Treasurer
- 4) Must have a working knowledge of the Twelve Steps of Narcotics Anonymous
- 5) Should have a working knowledge of the Twelve Traditions of Narcotics Anonymous
- 6) Must have the willingness to apply, as obligatory, the Twelve Traditions of Narcotics Anonymous
- 7) Must have willingness to refer to, and apply the principles found within the Twelve Concepts for Narcotics Anonymous Service
- 8) Must have the willingness to refer to and learn, as obligatory, the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia

**SECTION 5:**  
VICE-TREASURER

**A. Vice-Treasurer Responsibilities**

The Vice-Treasurer works as an “under-study” 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. Also, the Vice-Treasurer must:

- 1) Cooperate with and learn, as obligatory, all Planning Committee guidelines and procedures
- 2) Communicate by way of a personal e-mail account
- 3) Communicate by way of a personal telephone
- 4) Provide, or have provided personal transportation to fulfill duties
- 5) Receive no money nor other valuables in the name of or to the credit of the Corporation
- 6) Maintain an accurate and legible record of all checks and balances
- 7) Provide to anyone, any and all of the Corporation’s financial information with transparency

**B. Vice-Treasurer Qualifications**

- 1) Clean-Time Requirement is Five (5) Years, or more
- 2) Must have the willingness and desire to fulfill the Corporation’s Objective and Purpose
- 3) Must commit personal time necessary to fulfill the duties of Vice-Treasurer
- 4) Must have a working knowledge of the Twelve Steps of Narcotics Anonymous
- 5) Should have a working knowledge of the Twelve Traditions of Narcotics Anonymous
- 6) Must have the willingness to apply, as obligatory, the Twelve Traditions of Narcotics Anonymous
- 7) Must have willingness to refer to, and apply the principles found within the Twelve Concepts for Narcotics Anonymous Service
- 8) Must have the willingness to refer to and learn, as obligatory, the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia

**SECTION 6:**  
**POLICY CHAIR**

**A. Policy Chair Responsibilities**

The Policy Chair is responsible for maintaining and being familiar with an archive of minutes, the Corporation's Bylaws, and other guiding documents developed by and/or used by BRANA Campout Incorporated. The minutes of the Corporation and the Bylaws are the basis of the Corporation's pending policy manual and will be used to update the manual when and if necessary. Also, the Policy Chair must:

- 1) Cooperate with and learn, as obligatory, all Planning Committee guidelines and procedures
- 2) Communicate by way of a personal e-mail account
- 3) Communicate by way of a personal telephone
- 4) Provide, or have provided personal transportation to fulfill duties
- 5) Keep, or cause to be kept, by way of personal resources, an accurately updated copy of the Corporation's Bylaws as directed by the Board in both paper form and in pdf file form
- 6) Act as secondary Board Meeting *Parliamentarian*, as defined in ARTICLE SIXTEEN (16) of these Bylaws, or as primary Board Meeting *Parliamentarian* in the absence or vacancy of Vice-Chairperson and if or when there is necessity to assist with and/or maintain rules of decorum and discipline, by virtue of these Bylaws and *Robert's Rules of Order Newly Revised*
- 7) Appease, in a timely manner, any request made to distribute or have distributed, a copy of these Bylaws or necessary sections of these Bylaws to anyone

**B. Policy Chair Qualifications**

- 1) Clean-Time Requirement is Three (3) Years, or more
- 2) Must have the willingness and desire to fulfill the Corporation's Objective and Purpose
- 3) Must commit personal time necessary to fulfill the duties of Policy Chair
- 4) Must have a working knowledge of the Twelve Steps of Narcotics Anonymous
- 5) Should have a working knowledge of the Twelve Traditions of Narcotics Anonymous
- 6) Must have the willingness to apply, as obligatory, the Twelve Traditions of Narcotics Anonymous
- 7) Must have willingness to refer to, and apply the principles found within the Twelve Concepts for Narcotics Anonymous Service
- 8) Must have the willingness to refer to and learn, as obligatory, the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia
- 9) Must have the willingness to refer to and learn, as obligatory, the Trademark Act of 1946, as Amended (PUBLIC LAW 79-489, CHAPTER 540, APPROVED JULY 5, 1946; 60 STAT. 427)- currently contained in Chapter 22 of Title 15 of the United States Code (USC)
- 10) Must purchase, at his or her own expense, *Robert's Rules of Order Newly Revised*

**ARTICLE TEN**

**INDEMNIFICATION OF BOARD MEMBERS**

Any Board Member who acts in good faith and within the authority granted by the Board shall be indemnified by the Board.

## **ARTICLE ELEVEN THE PLANNING COMMITTEE**

### **Section 1: DEFINITION AND SEATS**

#### **A. Definition of Planning Committee**

Any and all terminologies such as, in reference to, interpreted as, but not limited to “committee members” or , “planning committee”, “planning committee advisors”, “planning committee advisory group”, etc., shall be known as the BRANA Campout Incorporated *Planning Committee* of and in reference to all participatory and elected members vested with the purpose of the BRANA Campout Corporation as compelled in accordance with BRANA CAMPOUT INCORPORATED (the Corporation), a non-stock corporation duly formed under the provisions of the Virginia Non-Stock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia (the Code). The Planning Committee must serve in concurrent efforts and in accordance with the Virginia Non-Stock Corporation Act, within all Bylaws established for the Corporation, within the Twelve Traditions of Narcotics Anonymous, and within the Committee’s autonomy and such Committee’s guidelines and procedures, respectively. All Planning Committee Member’s will be drug-free Blue Ridge Area Narcotics Anonymous Members serving the objective and purpose in accordance with these Bylaws and the Twelve Traditions of Narcotics Anonymous.

#### **B. Member-Seats**

Members of the Planning Committee shall be Board Chairperson, Board Treasurer, a Secretary, a Registration Chair, and a Programming Chair. If any member-seats are not individually populated, the remaining members of the Board will perform management of the business for the Planning Committee regardless of number of vacant committee member-seats and as the Board understands to be appropriate until member-seat vacancies are populated. Two Board Members serving with the remaining majority-Planning-Committee-Members is warranted by virtue of indispensable correlation between The Planning Committee and the Corporation.

#### **C. Other Planning Committee Members**

The Board may appoint, cause to be appointed, or authorize the Planning Committee to appoint any other Planning Committee Members that the Committee may require. Each Planning Committee Member so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws established for the Corporation, within the Twelve Traditions of Narcotics Anonymous, and within the Committee’s guidelines and procedures, respectively. The Planning Committee may also have, at the Board’s discretion and the Planning Committee’s discretion, respectively, one or more assistant treasurers, one or more assistant secretaries, and other such servants as may be appointed in accordance with these Bylaws then as recognized within The Planning Committee protocol.

## **Section 2: ELECTION OF THE EARLIEST MEMBERS OF THE PLANNING COMMITTEE**

### **A. ELECTION (The Earliest Members of The Planning Committee)**

1. Inherently, by way of, and in accordance with provisions of the Virginia Non-Stock Corporation Act [as described in Article 8, Section 2A of these Bylaws], the original BRANA Campout Incorporated Planning Committee Members shall be referred to as “elected” BRANA Campout, Incorporated Planning Committee Members. In order to nurture the birth of The Planning Committee, the term “elected” is warranted and may be understood as, referred to as, used to clearly define, but shall not be limited in use for any reason, especially when used to communicate authenticity. Similar and compatible terminologies such as “appointed”, “assigned”, “chosen”, “commissioned”, “designated”, “directed”, “installed”, “named”, “ordained”, “selected”, etc., shall be equally warranted.
2. The earliest members of the Planning Committee are not referred to as founders of the corporation nor will any future committee member(s) be referred to as founder(s) of the corporation. Planning Committee Members should recognize the privilege and responsibility of understanding the presence of requirements by the State of Virginia in order to remain in compliance with any codes and/or regulations as set forth by the State of Virginia in order to conduct the management of the business of the Corporation in concurrence with the primary purpose of the BRANA Campout, as prescribed in ARTICLE THREE (3) hereinbefore.

## **Section 3: TERMS, RESIGNATION AND VACANCY**

See *Planning Committee Guidelines and Procedures*

## **Section 4: REMOVAL**

Any member may be removed with or without cause by the Board, if the member was not chosen by-way-of the election process, by any Board Member to whom the Board may confer that power of removal, non-compliance, inadequate service necessary to fulfill responsibilities, less than effective leadership, deficient accountability, lack of participation, lack of communication, carelessness, theft, dishonesty or relapse.

## **Section 5: THE PLANNING COMMITTEE SUBCOMMITTEES**

### **A. Sub-Committees are:**

- 1) Programming Sub-Committee
- 2) Registration Sub-Committee
- 3) Merchandise Sub-Committee
- 4) Coffee Sub-Committee
- 5) Clean-Up Sub-Committee

**B.** With exception to Sub-Committee Chairpersons; said Sub-Committees shall nominate and elect trusted servants within each Sub-Committee.

**C.** See *Planning Committee Guidelines and Procedures*

## **ARTICLE TWELVE RECORDS AND REPORTS, INSPECTION AND AUDITS**

### **Section 1: 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 principle office.

### **Section 2: INSPECTION OF ARTICLES AND BYLAWS**

The Corporation shall keep at its principle office, branch or subordinate offices where the Corporation is qualified to conduct its activities, the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Planning Committee Members at all reasonable times during office hours. The Secretary shall, on the written request of any Planning Committee Member, furnish to that person a copy of the Articles and Bylaws as amended to date.

### **Section 3: 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 Members, in adopting them as hereinafter provided, provide that they are to become effective at some other date.

### **Section 4: INSPECTION AND AUDITS BY PLANNING COMMITTEE MEMBERS**

Every Planning Committee Member 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, if any. This inspection by a Planning Committee Member 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.

### **Section 5: ANNUAL REPORT AND FISCAL YEAR**

The Board shall cause, at least, an annual report to be sent to the Blue Ridge Area Service Committee of Narcotics Anonymous within ninety (90) days after the end of the Corporation's fiscal year. The Corporation's fiscal year shall be one (1) full twelve (12)-month year from the first day of September through that year, every day, then through the following year, every day until the last day of August. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

- A.** The assets and liabilities including money management funds of the Corporation as of the end of the fiscal year.
- B.** The principle changes in assets and liabilities including money management 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 ARTICLE NINE (9) and ARTICLE TEN (10) of these By-Laws.

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 Fifteen-Thousand Dollars (\$15,000) in gross receipts during the fiscal year being reported provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Planning Committee Members who request it in writing.

**Section 6: ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS**

If requested, no later than ninety (90) days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each Planning Committee Member 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 Board Member of the Corporation or its subsidiary had a direct or indirect financial interest.
- B.** Any indemnifications or advances.

**ARTICLE THIRTEEN  
PROHIBITION AGAINST SHARING PROFITS OR ASSETS**

No Board Member, Planning Committee Member, Sub-Committee Member, 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 earnings 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 FOURTEEN  
AFFILIATION WITH OTHER ORGANIZATIONS**

**Section 1:** 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 ARTICLE FOURTEEN (14), Section 2 hereinafter, it operates under the guidelines of the "Twelve Traditions" as espoused by the Narcotics Anonymous society.

**Section 2:** The Board Members of this Corporation shall act as a fiduciary as required in Article Five, Section One of these By-laws and under the principles of the "Twelve Traditions" of Narcotics Anonymous as a society as set forth in the pamphlet identified and entitled as "Narcotics Anonymous".

It is herein specifically acknowledged that this Corporation (BRANA Campout Incorporated) acts as a fiduciary in its dealings with the annual BRANA Campout for the Fellowship of Narcotics Anonymous.

**ARTICLE FIFTEEN  
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 a vote of a majority of Planning Committee Members present, provided a quorum is present and provided that written notice of such meeting and of the intention to change the Bylaws there at is delivered to each Planning Committee Member at least fourteen (14) days prior to the date of such meeting as provided hereinbefore relevant to regular or special meetings;

**B.** By written consent of all Planning Committee Members without a meeting provided that a Bylaw fixing or changing the number of Planning Committee Members may not be adopted, amended or repealed except as provided in the succeeding paragraph hereof.

**ARTICLE SIXTEEN  
PARLIAMENTARY AUTHORITY**

**Section 1: ROBERT'S RULES OF ORDER NEWLY REVISED**

BRANA CAMPOUT INCORPORATED (the Corporation) hereby adopts *Robert's Rules of Order Newly Revised* as the Parliamentary Authority of choice. Meetings may be conducted according to these rules of order, and the procedures suggested within these rules will be utilized at the discretion of the Board to the extent consistent with the Corporation's Articles of Incorporation and applicable law, and in accordance with Section 13.1-823 of the Code of Virginia (the Code).

**Section 2: PARLIAMENTARIAN**

BRANA CAMPOUT INCORPORATED (the Corporation) hereby adopts *Parliamentarian* as the reference to and a clarification of duties of any member serving the role, as such, and having the responsibility and apparent interest and competence to guide, refer to and enforce the rules of decorum and discipline, by virtue of these Bylaws and *Robert's Rules of Order Newly Revised*, respectively.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the duly elected and acting Secretary of BRANA CAMPOUT INCORPORATED, a Virginia Non-Stock Corporation, and the above Bylaws consisting of twenty-two (22) pages are the Bylaws of this Corporation as adopted at a meeting of the Planning Committee held on May 21, 2011 and that they have not been amended or modified since that date.

Date: 6/12/2011

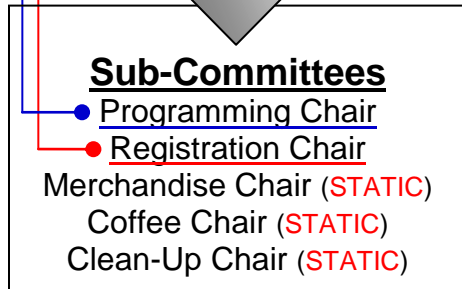
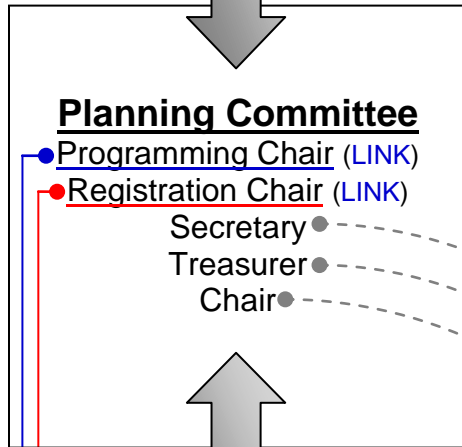
Secretary (name printed): Catherine D. Taylor

Secretary (signature): Catherine D. Taylor

Capacity (member-seat, printed): Secretary

# BRANA Campout

## Structure Tree



Virginia Non-Stock Corporation Act  
Chapter 10, Title 13.1 of the Code of Virginia  
**BRANA Campout, Incorporated**  
(a Corporation)

