

BYLAWS APPROVED -- December, 1994  
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BYLAWS FOR INTERGROUP / CENTRAL OFFICE

**ARTICLE I: NAME**

Intergroup/Central Office

**Article II: MEETINGS**

A. Regular

1. Place: Whitehouse or such other place as shall be agreed upon by two-thirds (2/3) of the voting members of Intergroup in attendance.
2. Time 1:00 P.M.
3. Regularity: 2nd Sunday of each month.

B. Special

1. Called by quorum of board members with one (1) week notice. Quorum is defined as seven (7) board members.
2. Called by 60% of the voting members of Intergroup.
3. No business shall be transacted at such special meeting other than the specific issues for which the special meeting was called.

C. Conduct - The chairperson shall conduct all meetings according to the latest issue of Robert's Rules of Order.

D. Quorum A quorum is needed to hold all meetings. This consists of fifteen (15) voting members plus seven (7) board members.

E. Attendance

1. Roll call of Board members shall be taken at the beginning of the meeting.
2. Attendance sheet shall be passed for all present to sign.

**ARTICLE III: MEMBERSHIP**

A. Any member of A.A. or their guest may attend

B. Voting

1. Intergroup Representatives
2. Alternate Intergroup Representative if Intergroup representative is not present.
3. Only one vote per group
4. No proxy vote.

C. Non-voting - Members who are not Intergroup Representative, i.e. board members who are not Intergroup Representative.

## **ARTICLE IV: BOARD MEMBERS**

- A. Eligibility - Member of A.A. with five (5) years of continuous sobriety.
- B. Election and Term
  - 1. Chairperson will be elected by voting membership at large and will serve for two (2) years. Election to coincide with state area elections.
  - 2. Six (6) board members will be elected at the November election by the voting membership at large
  - 3. Every year new board members will be elected to a two (2) year term, replacing those whose terms have expired; maintaining an eleven (11) member elected board.
- C. Balloting
  - 1. Chairperson, Vice-Chairperson, Secretary, Treasurer and Intergroup Liaison shall be elected by majority vote of voting membership.
  - 2. Treasurer, Secretary and three board members will be elected in November of odd year beginning 1995.
  - 3. Chairperson, Vice-chairperson, Intergroup Liaison and three board members will be elected in November of even year beginning 1996.
- D. Board members may not serve two (2) consecutive full two-year terms. They may serve a partial term prior to being elected to a full two-year term. There must be one (1) absence of two (2) years between full two-year terms.
- E. Vacancies occurring shall be filled by the voting membership during regular or special meeting.
- F. Board members shall be responsible for:
  - 1. Safeguarding the Articles of Consolidation and By-Laws.
  - 2. To over see Central Office between Intergroup meetings.
  - 3. Safeguarding the 12 Traditions of Alcoholics Anonymous.
- G. Nomination of new board members shall come from Steering Committee and the floor.

## **ARTICLE V: OFFICERS**

- A. Chairperson
  - 1. Shall be presiding officer at the Intergroup meetings, Board meetings, and Executive committee meetings.
  - 2. May appoint a parliamentarian.
  - 3. Co-sign all checks with the Central Office Manager in the absence of the Treasurer.
- B. Vice-Chairperson
  - 1. Assume duties of Chairperson in their absence.
  - 2. Coordinate Committees
- C. Treasurer
  - 1. Balance all books.
  - 2. Co-sign all checks with Central Office manager.
  - 3. Provide complete accounting to Intergroup of all income and expenditures, etc.
- D. Secretary - Records minutes of Board Meetings, Executive Committee, Steering Committee and Intergroup and provides appropriate minutes to each group.
- E. Intergroup Liaison reports between Central Office/Intergroup and District business meetings.

## **ARTICLE VI: COMMITTEES**

- A. Executive Committee
  - 1. Shall consist of Chairperson, Vice-Chairperson, Treasurer, Secretary and Intergroup Liaison.
  - 2. Shall have responsibility for the supervision of the affairs of Central Office/Intergroup between meetings.
  - 3. Shall be subject to the orders of the Board and Intergroup.
  - 4. Shall be responsible for the hiring and firing of the Office Manager.
    - a. Establish wages and benefits.
    - b. Establish qualifications for Office Manager.
  
- B. Steering Committee
  - 1. Shall consist of all Board Members not on the Executive Committee and the Central Office Manager. They shall select their own Chairperson.
  - 2. Shall be responsible:
    - a. Auditing books at year's end in January and whenever there is a change in the Central Service Office manager.
    - b. Nominations of new board members.
    - c. Termination of board members as follows:
      - 1. Use of Alcohol
      - 2. Not fulfilling duties
    - d. Setting hours and duties for the Office Manager.
    - e. Setting duties and qualifications of the Central Office volunteers.
    - f. Review all proposed amendments to the By-laws to insure that such changes do not conflict with the Articles of Consolidation of Intergroup/Central Office, or the 12 Traditions of Alcoholics Anonymous.

## **ARTICLE VII: MANAGEMENT OF CENTRAL OFFICE**

- A. Manager
  - 1. Voting member of the Steering Committee.
  - 2. Able to call Steering Committee meetings.
  - 3. Follow guide lines as laid out by Steering Committee
  - 4. Make monthly reports to Intergroup.
  
- B. Volunteers - Follow instructions of Office Manager.

## **ARTICLE VIII: FISCAL YEAR**

- A. January 1st - December 31st.

## **ARTICLE IX: AMENDMENTS**

- A. Any proposed amendments to these By-laws shall be submitted to the Steering Committee for review. The Steering Committee shall then read said proposals at two (2) consecutive regular meetings, and voting on the proposed amendments at the third (3) regular meeting.
- B. A two-thirds (2/3) majority of those voting members in attendance will be necessary for approval of any amendments.
- C. Intergroup Party Line Editor and Liaison will be an elected for a two- (2) year term. 2 years continuous sobriety required for these positions.
- D. See Board Job Description for further information.

# CENTRAL OFFICE / INTERGROUP

## Conflict of Interest Policy

### Article I

#### Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's Central Office/InterGroup'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 Organization or might result in a possible excess benefit transaction. 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.

### Article II

#### Definitions

##### 1. Interested Person

Any employee, independent contractors, director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### 2. Financial Interest

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

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 Article III, Section 2, 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.

### Article III

#### Procedures

##### 1. 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.

##### 2. 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.

##### 3. Procedures for Addressing the Conflict of Interest

a. 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.

**b.** 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.

**c.** After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

**d.** 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 Organization'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.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** 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.

**b.** 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.

#### **Article IV**

##### **Records of Proceedings**

The minutes 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.

#### **Article V**

##### **Compensation**

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

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

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

information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its taxexempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Article IX**

### **Disqualified Person**

Is defined as any person who is in a position to exercise substantial influence over the affairs of the applicable tax exempt organization at any time during the look back period. It is not necessary that the person actually exercise substantial influence, only that the person be in a position to do so.

## **Article X**

### **Look Back Period**

Is defined as the 5 year period before an excess benefit transaction occurred.