

# **BYLAWS OF THE INTERCOUNTY FELLOWSHIP OF ALCOHOLICS ANONYMOUS**

These Amended and Restated Bylaws of the Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation, (“Bylaws”) govern the organization and operation of the Intercounty Fellowship pursuant to its Articles of Incorporation, as from time to time amended, and consistent with California Nonprofit Public Benefit Corporation Law.

**PURPOSE** The primary purpose of the Intercounty Fellowship of Alcoholics Anonymous (“Intergroup” or “the Corporation”) is to assist Member Groups meeting in San Francisco and Marin counties in carrying the message of Alcoholics Anonymous (“A.A.”) to those who suffer from alcoholism. Intergroup has been organized by and is responsible to its Member Groups for coordinating services which individual Groups cannot provide and derives its authority therefrom. In all its activities, policies, and proceedings, Intergroup shall observe the intent and spirit of A.A.'s Twelve Traditions and Twelve Concepts for World Service, as well as A.A.'s Three Legacies of Recovery, Unity, and Service.

## **ARTICLE I. INTERGROUP MEMBERSHIP**

### **Section 1.1 Membership in Intergroup.**

A Member Group (“Group”) is any A.A. group holding regularly scheduled meetings in the counties of San Francisco or Marin and listed in the meeting schedule published from time to time in print or electronic media by Intergroup (formerly, “Intercounty Fellowship Board” or “IFB”) or its Central Office, which has elected to become affiliated with Intergroup in accordance with the procedures established by Intergroup. Any A.A. Group wishing to become affiliated with Intergroup shall register with the Central Office by notifying the Central Office Manager of its intent to register and providing such contact information as may reasonably be required from time to time by the Central Office Manager.

### **Section 1.2 Confidentiality.**

The names and addresses of all individual A.A. members submitted to and on file with Intergroup shall be kept confidential in accordance with A.A.'s principle of anonymity and as allowed by applicable law.

## **ARTICLE II. INTERGROUP REPRESENTATION AND REPRESENTATIVE VOTING**

### **Section 2.1 Representative Selection.**

Each Member Group may select from its membership, in such manner as it may choose, an Intergroup Representative (“IGR”) and one Alternative Intergroup Representative (“AIGR”). It is suggested that each Intergroup Representative and Alternate have at least one (1) year of continuous sobriety at the time of selection. The Representative shall represent the Group in all Intergroup affairs. In the absence of the Intergroup Representative, a properly registered Alternate Intergroup Representative shall be entitled to represent the Group. No person may represent more than one (1) Group at any Intergroup meeting.

### **Section 2.2 Intergroup Representative Term.**

An Intergroup Representative term shall be for two (2) years, commencing July 1. It is suggested that A.A.’s spirit of rotation be observed, although a Member Group may choose to have its AIGR serve one (1) or more successive term, as deemed appropriate by the Member Group.

### **Section 2.3 Intergroup Representative Registration.**

Registration of an IGR or AIGR shall be effected by providing such contact information as may reasonably be required from time to time by the Central Office Manager or the Intergroup Secretary.

### **Section 2.4 Voting Rights.**

A Member Group shall have one (1) vote at all annual, regular, and special Intergroup meetings, on the election of Directors, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, all Member Groups shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Votes are exercisable through a Member Group’s duly selected and registered IGR or AIGR present at the time of voting.

Intergroup Representatives are granted voting rights upon completion of both registration and such orientation session (“Orientation”) as the Board may reasonably require, and after attending one (1) regularly scheduled Intergroup meeting. Alternates are granted voting rights upon completion of registration and may vote for three consecutive meetings without attending an Orientation. Following the third meeting, the registered IGR is considered inactive and the AIGR must then attend an Orientation to continue voting privileges. Following Orientation, the AIGR shall be considered the Group’s IGR. Individual A.A. members, as such, shall not be eligible to vote in Intergroup meetings.

### **Section 2.5 Record Date.**

Any Member Group registered by the Central Office Manager or the Secretary of Intergroup, pursuant to these Bylaws, at the close of business on of third (3rd) business day, prior to any annual, regular, or special meeting of Intergroup (“Record Date”), shall be a member of record for purposes of establishing the total number of Member Groups, as well as the Member Groups

entitled to receive notice of any subsequent meeting and to vote at any meeting. The Board may from time to time at its discretion authorize the Secretary to suspend this requirement for good cause.

**Section 2.6 Suspension of Voting Privileges.**

In the event a Member Group is not represented by its registered IGR or AIGR at three (3) consecutive regular or special Intergroup meetings, the Member Group's voting rights shall be suspended, and for purposes of determining a quorum or the calculation of votes necessary to pass any measure submitted for vote, the Group shall not be counted as among those Groups entitled to vote at any Intergroup meeting until such time as the Group re-registers with the Central Office Manager or the Intergroup Secretary.

**Section 2.7 Non-voting Members.**

Notwithstanding anything to the contrary in these Bylaws, Intergroup and/or its Board may invite individual A.A. member(s) or individuals who are not A.A. members ("Non-voting Members") to attend annual, regular and/or special meetings of Intergroup or any regular and/or special meetings of the Board, or any of their subcommittees, without such individual(s) having the right to vote on matters considered at any such meeting.

**ARTICLE III. INTERGROUP MEETINGS, NOTICE, QUORUM**

**Section 3.1 Regular Meetings.**

Regular meetings of Intergroup shall be held at least monthly each year with the dates, times, and places determined at the annual meeting by vote of the majority of Intergroup Representatives present and entitled to vote.

**Section 3.2 Annual Meeting.**

The regular meeting held in the month of June shall be the annual meeting of Intergroup. Election of Directors to the Board of Directors of Intergroup ("Intergroup Board" or "Board") shall be held at the annual meeting or such later meeting as may be determined by vote of the majority of Intergroup Representatives present and entitled to vote.

**Section 3.3 Special Meetings.**

Call of Special Meetings: Special meetings of Intergroup may be called by any of the following means: (a) resolution adopted at any regular Intergroup meeting, (b) upon written notice to all Intergroup Representatives from the Chair of the Board, or (c) upon written notice from twenty-five percent (25%) of Board. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting

Notice of Special Meetings: Notice of the time and place of any special meeting shall be given to each Group by any of the following means: (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Group's

Intergroup Representative or to a person at the Intergroup Representative's office or residence who would reasonably be expected to communicate that notice promptly to the Intergroup Representative; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Intergroup Representative's address, e-mail address, telephone number or other contact information, as registered on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice shall specify the purpose of the meeting.

### **Section 3.4 Quorum.**

(a) A majority of the total number of registered Groups entitled to vote at an annual, regular or special Intergroup meeting, as of the Record Date for such meeting, shall constitute a quorum at such meeting.

(b) If a quorum is present at any meeting, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of Intergroup, unless the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporations Code requires a greater approval percentage. Abstentions shall not be counted in determining the number of votes cast for or against a measure.

(c) If any meeting of Intergroup is attended by less than a quorum of registered Member Groups, the Member Groups present may conduct a meeting for informational purposes only, and any matters which may be acted on at such meeting shall not be the act of Intergroup unless ratified at a subsequent Intergroup meeting at which proper notice under these Bylaws has been given and a quorum is present.

### **Section 3.5 Meeting Procedure.**

The Board Chair shall preside at Intergroup meetings and the Board Secretary shall take minutes of the meeting.

### **Section 3.6 Intergroup Committees**

The Intergroup may act by and through such committees as may be specified in resolutions adopted by a majority vote of the Intergroup Representatives. Each such committee shall have such duties and responsibilities as are granted to it from time to time by Intergroup. Each committee is composed of Representatives and any other individual A.A. member who is willing to contribute time to Intergroup activities in the furtherance of the principles, purposes, and objectives of Alcoholics Anonymous. Committee chairs must be approved by a majority vote of Intergroup Representatives and a majority vote of the Board.

## **ARTICLE IV. INTERGROUP BOARD OF DIRECTORS**

### **Section 4.1 Purpose, Elections, Number, Terms, Qualifications, Service Limitations.**

(a) Purpose. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the Membership, Intergroup's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board which is empowered to act on business and administrative affairs.

(b) Elections. Intergroup shall elect Director(s) for vacant Director positions at the annual meeting pursuant to the Third Legacy procedure as set forth in the A.A. Service Manual.

(c) Number. There shall be eleven (11) Directors consisting of nine (9) elected Directors, an elected Treasurer and the Central Office Manager.

(d) Terms. The nine (9) elected Directors shall be elected by Intergroup Representatives at the annual meeting of Intergroup. Three (3) Directors shall be elected each year to serve three (3) year terms, such that one-third (1/3) of the Board shall be retired and replaced annually.

(e) Qualifications. Each individual nominated for election to the Board ("Candidate" or "Nominee") shall meet with and shall certify to a nominating committee ("Nominating Committee") established by Intergroup that the Candidate is a sober member of Alcoholics Anonymous, actively engaged in an A.A. recovery program, and has a minimum of two (2) years of continuous sobriety. Any Candidate shall also be an Intergroup Representative at the time of nomination to the Board and should commit to maintaining active participation as an IGR in Intergroup.

(f) Service Limitations. No individual shall serve as a Director for more than six (6) consecutive years, nor for more than six (6) years out of any ten (10) year period, provided, however, that service of not more than six (6) months as a Director to complete any partial term vacated for any reason shall not be calculated in determining service limits.

(g) At the first annual meeting following adoption of these Bylaws, the Intergroup Representatives shall elect three (3) Directors each to serve a three (3) year term, three (3) Directors each to serve a two (2) year term, and three (3) Directors each to serve a one year term; provided, however, that before any vote to elect new Directors, any Representative then currently serving an unexpired term as a member of the Central Office Committee shall be assigned by lot to a one (1) year or two (2) year term as Director, and the annual meeting of Intergroup shall then proceed to elect Directors to serve in any remaining unfilled positions in the manner described above.

### **Section 4.2 Director Nominations.**

Prior to the regular Intergroup meeting for the month of April, the Secretary shall inform the Chair of the number of vacancies on the Board of Directors anticipated at the time of the annual meeting. A call for Candidates (nominations) shall be made at the April meeting and the Chair shall notify the Representatives that statements of interest and qualifications will be accepted by

Intergroup from Candidates (“Candidate Statements”) interested in serving in any anticipated vacant Director positions. The Chair shall strive to ensure that there are at least twice as many Candidates as there are Director positions available at the time of election.

The Nominating Committee shall accept Candidate Statements until the adjournment of the Intergroup meeting next prior to the annual meeting. Candidates shall submit an A.A Candidate’s Statement to the Central Office Manager or the Nominating Committee no fewer than twenty (20) business days before the annual meeting. The Nominating Committee shall meet with each Candidate prior to the Annual Meeting to discuss the responsibilities of the position and to review the individual’s A.A. Candidate Statement.

Candidate Statements shall include a Candidate’s sobriety date, the name of the Group represented, home group, relevant A.A. service experience, relevant nonprofit service experience, and relevant work experience. The Central Office Manager shall provide copies of all submitted Candidate Statements to the Intergroup Representatives by U.S. Mail or electronic means, including e-mail, five (5) business days before the day of the annual election, with any confidential information redacted upon the written request of the individual.

#### **Section 4.3 Vacancy and Removal of Directors.**

If a vacancy occurs on the Board for any reason, the Board may at the next Board meeting, by a majority vote of the remaining Directors, elect a qualified successor to serve out the term, subject to approval of the Intergroup Representatives at the next Intergroup meeting.

An elected Director may be removed by affirmative vote of (a) two-thirds (2/3) of the eligible Representatives, or (b) two-thirds (2/3) of the elected Directors present at a special or regularly scheduled meeting of Intergroup or the Board, respectively. Reasons for removal of a Director include (but are not limited to) failure to maintain sobriety, and failure to attend three (3) Board meetings or three (3) Intergroup meetings since the last annual meeting.

#### **Section 4.4 Status and Term of the Office Manager.**

The Office Manager shall be a voting Director of the Board except when other provisions of these Bylaws provide for votes by the elected Board only. The Office Manager’s membership on the Board shall be dependent upon continuing employment as the Office Manager. The Office Manager shall be an “at will” employee within the meaning of California law and may be removed from the Board by majority vote of the elected Directors.

### **ARTICLE V. BOARD MEETINGS**

#### **Section 5.1 Meetings.**

The Board shall hold a meeting for the election of Officers prior to the annual meeting of Intergroup and shall hold regular monthly meetings thereafter at such time and place as the Board determines.

**Section 5.2 Special Meetings.**

Special Meetings of the Board may be called by the Chair and other Officers of the Board, upon three (3) days' notice to all Directors given personally in writing or by electronic means, without notice to the Member Groups. Any business transacted at any special meeting of the Board shall be limited to issues identified in the notice of special meeting. At the discretion of the Executive Committee, the Board may have a Special Meeting without the Office Manager.

**Section 5.3 Quorum of Directors.**

A majority of the elected Directors shall constitute a quorum, and Board actions shall be adopted by majority vote of the Directors present and voting, unless otherwise set forth herein.

**ARTICLE VI. CORPORATE OFFICERS**

**Section 6.1 Tenure and Responsibility.**

The Officers of the Corporation, who shall exercise all of the powers and discharge all of the duties of the officers of a California nonprofit public benefit corporation, shall be Chair of the Board, ("Chair"), Vice Chair, Secretary, and Chief Financial Officer, ("Treasurer"). It is suggested that each Officer have two (2) or more years of continuous sobriety at the time of election.

Officers, with exception to the Treasurer, shall be elected by the Board to serve one (1) year terms and or until their respective successors are selected. The Officers shall have general supervisory authority, with the approval of the Directors, over the areas of their various responsibilities. Any or all of the Officers, with exception of the Treasurer, may be authorized as signatories of the Corporation checks.

**Section 6.2 Term.**

The term of office of the Chair, Vice Chair, and Secretary shall be for one (1) year or until the successor in each respective office is elected. The Treasurer, who need not be a member of Intergroup, shall be elected by the Board at the Board Meeting prior to the Annual Meeting every other year or upon vacancy. The term of office of the Treasurer shall be two (2) years or until a successor is elected.

**Section 6.3 Limitation of Terms.**

The Chair, Vice Chair, Treasurer and Secretary are eligible to succeed themselves to a second consecutive term in the same office.

**Section 6.4 Chair.**

The Chair shall be responsible for the proper execution of the policies of Intergroup, including those expressed in the Operations Manual and Employee Handbook, and shall have such authority and duties as are usually incident to that office, including, but not limited to, the following:

- (a) Attend and preside at all annual, regular, and special Board meetings, Executive Committee meetings, and Intergroup meetings; call special meetings; and cast the deciding vote at any meeting at which the Chair is present when the vote is tied;
- (b) Be a member and the Chair of the Executive Committee;
- (c) Be an ex officio member of all committees;
- (d) Prepare the agenda for all Board meetings, Executive Committee meetings, and Intergroup meetings;
- (e) Appoint, with the concurrence of the Board, the Chair, and members of all regular and special Board committees authorized by the Directors; notwithstanding the foregoing, the Chair may delegate selection of committee members to the appointed committee chairperson;
- (f) Represent Intergroup at meetings of Member Groups, other Alcoholics Anonymous gatherings and events, and at any other meeting in which Intergroup has an interest or should be officially represented. In lieu of attending any such meeting or event, the Chair may designate another Board member or other qualified member of Alcoholics Anonymous as a suitable representative;
- (g) Prepare, or have prepared, and submit the Annual Report to the Member Groups on or before the Annual Meeting in June; and
- (h) Supervise the Office Manager as deemed appropriate by the Executive Committee.

**Section 6.5 Vice Chair.**

The Vice Chair shall perform the usual functions of the second ranking corporate officer, including, but not limited to, the following:

- (a) In the Chair's absence or upon the Chair's request, perform the necessary functions of the Chair as set forth in paragraph 6.2;
- (b) Be a member and Co-Chair of the Executive Committee;
- (c) Be an ex officio member of all committees; and
- (d) Attend all Board meetings, Executive Committee meetings, and Intergroup meetings.

**Section 6.6 Secretary.**

The Secretary shall perform the usual functions of a corporate secretary, including, but not limited to, the following:

- (a) Attend all regular and special Board meetings, Executive Committee meetings, and Intergroup meetings;
- (b) Be a member of the Executive Committee;
- (c) Record minutes of all meetings of the Board, Executive Committee, and Intergroup;



- (d) Assure the maintenance of a record set of minutes of all meetings of the Board and, if applicable, meetings of committees of the Board, at the principal office of the Corporation, or at such other place as the Board may determine, recording therein the time and place of holding, whether annual, regular, or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (e) Assure that all notices are duly given in accordance with the provision of these Bylaws or as required by law;
- (f) Exhibit at all reasonable times to any Intergroup Representative, on request therefore, the Bylaws and the minutes of the proceedings of the Board; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board.

**Section 6.7 Treasurer.** The Treasurer shall perform the usual functions of a corporate chief financial officer, including, but not limited to, the following:

- (a) Be a member of the Executive Committee;
- (b) Assure the deposit of all funds and securities of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board;
- (c) Assure the receipt, and that receipt is given for, monies due and payable to the Corporation from any source whatsoever;
- (d) Assure disbursement of the Corporation's funds as may be directed by the Board, and ensure that there are proper vouchers for such disbursements;
- (e) Assure the keeping and maintenance of adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (f) Review all monthly reporting by the Central Office Manager, particularly relating to subsections (a) through (d) of this Section;
- (g) Assure, at all reasonable times, the exhibition of the books of account and financial records to any Board Member of the Corporation on request therefore;
- (h) Cause to be prepared an annual internal controls review unless Intergroup votes not to conduct such a review based on a report from the Treasurer and Central Office Manager presented through the Board;
- (i) Cause to be prepared an independent audit at least every two (2) years, with all financial statements to be included in any required reports unless Intergroup votes not to conduct such an audit based on a report from the Treasurer and Central Office Manager presented through the Board; and,

(j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Board.

**Section 6.8 Additional Powers.**

Any Officer of this Corporation, in addition to the powers conferred by these Bylaws, shall have the powers and shall perform such additional duties as may be prescribed from time to time by the Board.

**Section 6.9 Vacancies.**

In the event of the death, resignation, or inability to act of any Officer, the Board shall elect a successor in the same manner as the original Officer was elected except as follows: in the event of a vacancy in the office of Chair, the Vice Chair shall succeed to that office and serve out the remainder of the Chair's term.

**Section 6.10 Removal.**

Any Officer may at any time be removed by the Board with cause by an affirmative vote of a majority of the current elected Members of the Board.

**ARTICLE VII. OFFICE MANAGER AND EMPLOYEES**

**Section 7.1 Corporate Management.**

The general governing powers of management, authority over, and supervision of the activities of Central Office, are vested in the Board and in its Officers. It is intended, however, that the routine work, services, and activities of Intergroup be carried on primarily through the volunteer service of individual A.A. members and others under the general supervision and coordination of a paid Central Office Manager. The Central Office Manager shall be an ex officio member of all committees unless membership is specifically limited by the Board.

**Section 7.2 Office Manager and Employees.**

A paid Central Office Manager shall be hired by the Board to manage the Intergroup Office under the Board's authority, supervised by the Board Chair, and assisted to the extent necessary by paid office employees. The qualifications, compensation, powers, and duties of the Office Manager and other Intergroup employees shall be established by the Board, along with the policies and procedures related to their respective employment. All persons employed by Intergroup shall be "at will" employees within the meaning of California law.

## **ARTICLE VIII. BOARD COMMITTEES**

### **Section 8.1 Board Committees.**

The Board of Directors may, by resolution passed by a majority of the Board, designate one or more board committees. The Board Chair shall appoint the Chairs for the Board committees. The Chairs of the committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such powers as provided in the resolution which established the committee. Dissolution of any such committee shall be accomplished by a resolution of a majority of the Board as a whole.

### **Section 8.2 Types of Committees.**

In general, the types of Board committees may include, but not be restricted to, Nominating, Finance, Human Resources, Physical Plant and Facilities, and Member Services.

### **Section 8.3 Meetings.**

Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. Notification may be by publication in the Intergroup newsletter or other publications, on the web, or by electronic means, including e-mail. A majority of the committee's membership shall constitute a quorum.

### **Section 8.4 Executive Committee.**

The Board shall maintain an Executive Committee of the Board consisting of the Board Chair, Vice Chair, Treasurer, Secretary, and the Central Office Manager. In the event of exigent circumstances or the inability of the Board to hold a special or regular meeting, the Executive Committee is empowered to act on the Board's behalf in the business and administrative affairs of the Central Office without first obtaining the approval of the full Board.

Executive Committee meetings may be called by the Chair, as long as notice is provided to the other Officers of the Board. At the Chair's discretion, the Executive Committee may meet without notice to the Office Manager and/or without the Office Manager present.

### **Section 8.5 Nominating Committee.**

Nominees for the Directors of the Board shall be submitted to Intergroup by an advisory committee of the Board, the Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) Members and shall be selected by the Board as needed. During the month prior to the election of the Board, the Nominating Committee shall screen prospective Directors to insure that any person nominated is qualified by background or experience, as appropriate, to discharge his or her respective duties. The Nominating Committee shall be available to act at any time to submit nominees to the Board should a vacancy in the Board of Directors occur.

## **ARTICLE IX. CONFLICT OF INTEREST**

**Section 9.1** Subject to approval by Intergroup, the Board shall adopt and implement such policies and procedures relating to conflicts of interest and self-dealing, consistent with all applicable state and federal laws, as may be required to maintain the Corporation's status as a nonprofit corporation and to protect Intergroup from any prohibited act on the part any member of the Board, Corporation employee or volunteer of Intergroup.

## **ARTICLE X. INDEMNIFICATION**

**Section 10.1** Subject to approval by Intergroup and consistent with applicable state and federal laws, including inter alia, California Corporations Code section 5047.5, the Board shall adopt and implement such policies and procedures relating to the indemnification of the Corporation's Officers and Directors as it deems prudent to protect its unpaid Officers and Directors against claims for monetary damages on account of any negligent act or omission occurring (1) within the scope of that person's duties as a Director acting as a Board member, or within the scope of that person's duties as an Officer acting in an official capacity; (2) in good faith; (3) in a manner that the person believes to be in the best interest of the Corporation; and (4) is in the exercise of his or her policymaking judgment. The Board may maintain such liability insurance coverage as shall be necessary under Corporations Code section 5747.5(e) for the Corporation and its Officers and Directors to avail itself and themselves of the incentive, protection, and benefits to individuals serving without compensation as nonprofit Officers and Directors of this Corporation.

## **ARTICLE XI. MISCELLANEOUS**

### **Section 11.1 Fiscal Year.**

Unless otherwise determined by the Board, the fiscal year of this Corporation shall begin on January 1 and end on the succeeding December 31.

### **Section 11.2 Corporate Seal.**

This Corporation has no seal.

### **Section 11.3 Electronic Communication and Meetings.**

(a) Phone Conferences. A Member, Director, or committee member may participate in a meeting of the Board or Executive Committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants simultaneously during the course of the meeting, and with approval of a majority of the attending members.

(b) Notice. All notice requirements set forth in Article V, Board Meetings, apply similarly to any electronic meetings, whether conducted by phone or by any other electronic means of communication, including meetings conducted by e-mail.

(c) Special Electronic Meetings.

(i) The Board Chair may call special meetings of the Board or Executive Committee to be conducted by electronic means, such as e-mail, when it is unlikely that a quorum for a physical meeting can be obtained within three (3) days and exigent circumstances exist making it unreasonable to delay action.

(ii) In calling a meeting conducted by electronic means, the Chair shall provide notice to all Directors by e-mail, contacting anyone who cannot be reached by e-mail through alternate means. No special meeting shall be conducted by electronic means, including e-mail, unless the notice of the special meeting includes a statement of the nature of the exigent circumstances necessitating immediate action and the specific matter to be considered at the meeting. No meeting conducted by e-mail shall commence until a majority of all Directors have responded affirmatively that they have received notice and agree that the issue requires immediate action.

(iii) To the extent practicable, special meetings conducted by electronic means, including e-mail, are subject to the same procedures as regular meetings.

**Section 11.4 Authority to Borrow, Encumber Assets.**

No Director, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority represented by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

**Section 11.5 Deposit of Funds.**

All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

**ARTICLE XII. DEFINITIONS**

- (a) Alcoholics Anonymous (A.A.): A worldwide fellowship of men and women who share their experience, strength and hope with each other that they may solve their common problem and help others to recover from alcoholism.
- (b) Candidate; Nominee: An IGR who is made available to serve as a Director of the Corporation and agrees to stand for election.
- (c) Candidate Statement: A written statement of interest and qualifications submitted to Intergroup by a Candidate for election as Director of the Corporation.
- (d) Central Office: Intergroup's administrative office staffed by paid special workers and A.A. member volunteers.
- (e) Central Office Manager: "At will" Special Worker managing Central Office.

- (f) Corporation: The Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation.
- (g) Director: A member of the Board of Directors of the Corporation.
- (h) Group: A Member Group within Intergroup; also, separately, any two or three alcoholics gathered for sobriety, provided that, as a group, they have no other affiliation.
- (i) IGR; AIGR: The Intergroup Representative or Alternate Intergroup Representative selected by a Group to represent it and its individual members at Intergroup meetings.
- (j) Intergroup: The A.A. Fellowship of Member Groups meeting in San Francisco and Marin counties, organized by and responsible to its Member Groups for coordinating services which individual Groups cannot provide. (See “Corporation”).
- (k) Intergroup Board; Board of Directors; Board: The body consisting of the eleven (11) elected and appointed members responsible for managing the Corporation’s business activities and administrative affairs.
- (l) Member Group: An A.A. group holding regularly scheduled meetings in the counties of San Francisco or Marin and listed in the meeting schedule published from time to time in print or electronic media by Intergroup or its Central Office, which has elected to become affiliated with Intergroup in accordance with the procedures established by Intergroup.
- (m) Nominating Committee: Board Committee responsible for accepting and reviewing Director nominations and Candidate Statements.
- (n) Non-voting Member: an invited non-A.A. Member of Intergroup; any member of the fellowship of Alcoholics Anonymous not registered as an Intergroup Representative or Alternate Intergroup Representative or whose Group has been suspended for lack of attendance by its IGR or AIGR.
- (o) Notice: Process of informing Groups and /or Intergroup Representatives about Intergroup and Board meetings and actions. Notice may be given by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Group’s Intergroup Representative or to a person at the Intergroup Representative’s office or residence who would reasonably be expected to communicate that notice promptly to the Intergroup Representative; (iv) facsimile; (v) electronic mail; or (vi) other electronic means.
- (p) Orientation: The required introductory session presenting Intergroup procedures, policies and practices to new IGRs, established and maintained by the Board for the purpose of facilitating IGR’s participation in Intergroup.
- (q) Record Date: Close of business on the third (3rd) day prior to any annual, regular, or special meeting.
- (r) Representative: A Member Group’s duly selected Intergroup Representative or Alternate Intergroup Representative.
- (s) Substantial Unanimity: A two-thirds (2/3) affirmative vote of the elected Directors of the Board or Intergroup Members present and voting at a meeting at which a quorum is present. Abstentions shall not be counted in determining the number of votes cast for or against a measure.
- (t) Third Legacy Procedure: An electoral procedure defined in The A.A. Service Manual which strives to achieve Substantial Unanimity.

### **ARTICLE XIII. PRINCIPAL OFFICE**

The principal office of the Corporation in the State of California shall be in the City and County of San Francisco. The Corporation may have other offices as the Board may determine or as the affairs of the Corporation may from time to time require.

### **ARTICLE XIV. CORPORATE RECORDS AND INSPECTION RIGHTS**

#### **Section 14.1 Maintenance of Corporate Records.**

The Corporation shall keep at its principal office the following documents and records:

- (a) Minutes of all meetings of Intergroup, the Board, and its committees;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date.

#### **Section 14.2 Member Inspection Rights.**

Every Member Group shall have the absolute right at any reasonable time through its Representative to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Any inspection under the provisions of this Section must be made in person and the right to inspect includes the right to copy and make extracts.

### **ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATIONS AND BYLAWS**

#### **Section 15.1 Amendments.**

The Articles of Incorporation or Bylaws of the Corporation may be amended by two-thirds (2/3) vote of both Intergroup and the Board ("Substantial Unanimity").

#### **Section 15.2 Board of Directors Procedure.**

- (a) The Board may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws by Substantial Unanimity of those Directors present and voting.
- (b) After adoption, the resolution shall be submitted by the Board's Secretary to Intergroup for consideration and vote by Representatives at the next Intergroup meeting.
- (c) Approval of the Board resolution by the Representatives shall be by Substantial Unanimity.

**Section 15.3 Intergroup Procedure.**

(a) Representatives of Member Groups may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws at an Intergroup meeting. Any resolution proposed by a Representative shall set forth the name of the Representative and Member Group so proposing. Approval of any Representative's resolution to amend the Articles of Incorporation or the Bylaws by the Representatives shall be by Substantial Unanimity of the Members, present and voting at the Intergroup meeting.

(b) Any resolution adopted by Intergroup shall be submitted to the Board for consideration and vote at the next Board meeting.

(c) Approval of the Intergroup resolution by the Board shall be by Substantial Unanimity.

**Section 15.4 Notice.**

Notice of any proposed amendment to the Articles of Incorporation or the Bylaws, whether initiated by the Board or Intergroup, shall be submitted by the initiating body to the Central Office Manager within five (5) days of adoption, by mail or electronic means, including e-mail. The proposed amendment shall then be transmitted to the counterpart Intergroup or Board body within five (5) day for consideration and vote at the next meeting of the receiving body. Any proposed amendment shall be available to any individual A.A. member for review at Central Office during regular business hours.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation, and that such Bylaws were duly revised and adopted by the Members of said Corporation on the date set forth below.

Dated: \_\_\_\_\_

/s/ \_\_\_\_\_ Secretary