

**BYLAWS OF
THE INTERGROUP ASSOCIATION OF ALCOHOLICS ANONYMOUS
A WASHINGTON STATE NONPROFIT CORPORATION**

Revised by board resolution of June 26, 2018 all previous versions are null and void.

ARTICLE I – Name

The name of The Corporation is the Intergroup Association of Alcoholics Anonymous, dba Spokane Central Office.

Its principal place of business is 1700 West 7th Avenue, Suite 100, Spokane, Washington 99204. The Articles of Incorporation were filed with the Secretary of State of the State of Washington, on August 21, 1975, and are attached hereto and Incorporated herein by reference as Exhibit “A”.

ARTICLE II – Business and Purpose

A. Business: The Corporation (hereinafter referred to as “Central Office” or “Intergroup”) conducts commercial and business activity and transactions under the law of the State of Washington. Using its funds, including donations, gifts and retail sales. Central Office acts in support of, and in accordance with the principles of Alcoholic Anonymous.

B. Purpose: Intergroup’s purpose is to aid AA groups in their common purpose of carrying the message to the alcoholic who still suffers and is directly responsible to the AA groups that they represent. To support that purpose, among other things stated herein, in the Articles of Incorporation, and allowed by the Washington Law, Intergroup:

a. Maintains an office space, bookstore, website and communication equipment in support of its services.

b. The Central Office Bookstore is dedicated to excellent customer service, convenient store location and hours of operation. The Bookstore’s primary purpose is answering the phones, merchandise sales, and to provide accurate and consistent information about Alcoholics Anonymous.

c. Spokane Central Office/Intergroup may help coordinate and facilitate communication and cooperation among district 12-step committees, and components of the A.A. service structure (i.e. cooperation with the professional community, public information, treatment, and corrections). To ensure communication and unity in the Spokane Area, the Board wishes to encourage and invite committees from district 2,3,13 and 17 to meet regularly and appoint a representative to report at the Central Office Board meetings.

ARTICLE III – Membership and Membership Area

A. Under the Articles of Incorporation, Article Five, The Corporation shall have no class of members except as set forth in these Bylaws. The membership of Intergroup shall be defined by the Third Tradition of Alcoholics Anonymous: “The only requirement for membership is a desire to stop drinking.” The Intergroup serves all groups/meetings in those geographic areas in the State of Washington based on Alcoholics Anonymous organizational principles, known as Districts 2, 3, 13, and 17, within Area 92. No Groups comprising the membership of The Corporation have voting rights in corporation matters, but only advisory rights.

B. Additional areas may be formed, or boundaries changed, upon approval by the Board.

ARTICLE – IV – BOARD OF TRUSTEES/OFFICERS

A. AS SET FORTH IN THE Articles of Incorporation, Article Four, the affairs of The Corporation shall be managed by a Board of Trustees, which may also be called: “Board of Trustees”, “Intergroup Board”, or “Board”, consisting of five voting Trustee Positions and three non-voting Officers as follows:

a. Trustee Position 1, District Two, two year term i. In addition to managing the affairs of The Corporation, this position will attend District 2 meetings to facilitate communication and cooperation among district 12-step committees, and components of the A.A. service structure (i.e. office affairs, newsletter, archives, cooperation with the professional community, public information, treatment, and corrections).

b. Trustee Position 2, District Three, two year term i. In addition to managing the affairs of The Corporation, this position will attend District 3 meetings to facilitate communication and cooperation among district 12-step committees, and components of the A.A. service structure (i.e. office affairs, newsletter, archives, cooperation with the professional community, public information, treatment, and corrections).

c. Trustee Position 3, District Thirteen, two year term i. In addition to managing the affairs of The Corporation, this position will attend District 13 meetings to facilitate communication and cooperation among district 12-step committees, and components of the A.A. service structure (i.e. office affairs, newsletter, archives, cooperation with the professional community, public information, treatment, and corrections).

d. Trustee Position 4, District Seventeen, two year term i. In addition to managing the affairs of The Corporation, this position will attend District 17 meetings to facilitate communication and cooperation among district 12-step committees, and components of the A.A. service structure (i.e. office affairs, newsletter, archives, cooperation with the professional community, public information, treatment, and corrections).

e. Trustee Position 5, Ex Officio (President), two year term

f. Vice President (non-voting), two year term

g. Treasurer (non-voting), two year term

h. Secretary (non-voting), two year term

B. Qualifications: Trustees/Officers shall have AA service experience at some level of the fellowship and are suggested to have two years continuous sobriety. Active GSRs and DCMs shall not be eligible to serve as Trustee. Trustee Position 1's Homegroup shall be in District Two; Trustee Position 2's Homegroup shall be in District Three; Trustee Position 3's Homegroup shall be in District Thirteen; Trustee Position 4's Homegroup shall be in District Seventeen; Trustee Position 5 shall be Ex Officio (President of The Corporation). The Board shall elect/appoint a chairperson from positions 1-5, in their second term of service, to serve as chair for one year.

C. Board Position Descriptions

a. President:

1. The President is responsible to The Board for the day-to-day business affairs of the Corporation. It is the function of the Central Office President to oversee the office and its administration.

2. The Central Office President shall be responsible to meet the legal requirements concerning the employment of paid office employees; in that they shall accept and review resumes, interview applicants, and make recommendations to the board.

3. The President holds the primary authority to autonomously sign any Central Office contracts valued no more than \$1000.00 total obligation. Contracts with a value of \$1000.01 or more will be approved by the Board.

4. If the President is not available this authority will be passed to the Vice-President.

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5. If the Vice-President is unavailable this authority will be passed to the Chair of the Board.

6. Serve a 2 year term; election to be in even years and office to begin in the following January.

b. Vice President:

1. The Vice President acts in the stead of the President when authorized by the President, or upon the disability of the President.
2. Serve a 2 year term; election to be in even years and office to begin in the following January.

c. Treasurer:

1. The Treasurer is responsible to the Board to provide a complete financial statement at the regularly scheduled monthly Board meeting. A copy of each month's revenue and expenses will be attached to the statement.
2. The treasurer is responsible for balancing the monthly bank statement, and ensures a system of checks and balances to safeguard the funds of the fellowship.
3. The treasurer is responsible for submitting to the Board, by its November meeting, a proposed operating budget for the Fiscal Year – beginning January 1. The Board shall adopt a Fiscal Year operating budget at its regularly scheduled December meeting.
4. It is recommended that the treasurer have a financial background. v. This position is part of the Finance Committee
5. Answer inquiries concerning the financial matters of Intergroup.
6. Serve a 2 year term; election to be in odd years and office to begin in the following January.

d. Secretary:

1. The Secretary shall keep official minutes and records of the Board's activities.
2. The secretary is responsible for updating the Central Office bylaws.
3. Serve a 2 year term; election to be in even years and office to begin in the following January.

ARTICLE V – Board Committees

A. Committees: Committees, whether standing committees or ad hoc committees, may be established by The Board as it deems necessary. Committee Duties and Responsibilities shall be defined by The Board.

a. Current standing committees include:

1. **12 Step Call List Coordinator.** Serves a 2 year term; election to be in even years and office to begin in the following January.
2. **Archives Committee Chairperson.** Serves a 4 year term; election to be in odd years (*2017) and office to begin in the following January.
3. **Volunteer Coordinator.** Serves a 2 year term; election to be in even years and office to begin in the following January.
4. **Social Activities Committee Chairperson.** Serves a 2 year term; election to be in odd years and office to begin in the following January.
5. **Newsletter Editor.** Serves a 2 year term; election to be in even years and office to begin in the following January.
6. **Webmaster.** Serves a 4 year term; election to be in odd years (*2015) and office to begin in the following January.
7. **Finance/Audit** is an Ad-Hoc Committee - comprised of (but not limited to) President, Treasurer, and Chair. (Members of the Fellowship may participate in an advisory capacity),

ARTICLE – VI – ELECTIONS

A. Notification of positions for election will be published in September of each year (60-day notice). Elections are held at the November Central Office Board meeting. In following AA's Third Legacy, members

may stand and present their qualifications at the November Central Office Board Meeting. The newly elected officers and chairpersons will take office the following January 1st.

B. The Board elects/appoints the Officers of The Corporation and the committee chairs, who serve at the pleasure of the Board. Each Position is filled by a person elected upon the majority vote of The Board of Directors then and there physically present to vote, from among persons who meet the qualifications.

C. To ensure continuity, half of the positions will be elected in odd-numbered years to take office the following January 1st. The remaining half will be elected in November of even-numbered years to take office the following January 1st.

D. Trustees Positions 1 and 3 are elected/appointed by the Board of Trustees in November of odd numbered years and serve two-year terms starting the following January. Likewise, Trustees Positions 2 and 4 shall be elected/appointed by the Board in even-numbered years and serve two-year terms starting the following January. All other board positions and committee chairs are specified above if they are elected in odd or even years. Elected Odd Years Elected Even Years Trustee Position 1, District Two (2 years) Trustee Position 2, District Three (2 years) Trustee Position 3, District Thirteen (2 years) Trustee Position 4, District Seventeen (2 years) Trustee Position 5, Ex Officio (President) (2 years) Treasurer (Non-Voting) (2 years) Vice-President (Non-Voting) (2 years) Secretary (Non-Voting) (2 years) Archives Committee Chair (4 years)*2017 12 Step Call List Coordinator (2 years) Social Activities Committee Chair (2 years) Newsletter Chair (2 years) Webmaster (4 years)*2015 Volunteer Coordinator (2 years)

E. The Board shall elect/appoint a chairperson from positions 1-5, in their second term of service, to serve as chair for one year. No person may serve more than two terms.

F. Resignation: Any Board Member/Committee Chair who holds office by election may resign from office at any time by mailing or otherwise delivering a written resignation to the Chair or the Corporate Secretary.

G. Removal: Any Board Member/Committee Chair may be removed from office by the affirmative vote of two-thirds of the Trustees at any regular meeting or special meeting called for that purpose, anything in these Bylaws to the contrary notwithstanding.

H. Vacancy: Any vacancy created on the Board /Committee Chair by reason of the resignation, removal, or death of a Trustee/Committee Chair may be filled to serve out the remaining balance of the vacant Position's term. This action of the Board of Trustees may take place during any regular scheduled or special meeting of the Board as long as the vacancy has been posted for 30 days.

ARTICLE VII – Intergroup Board Meeting Participation

A. All members of the community are welcome to attend in an advisory capacity.

B. An Intergroup Representative is an elected, trusted servant of a member AA group/meeting, Intergroup Representatives represent their group at the meetings of the Board of Trustees.

C. The Intergroup Representative shall have an advisory voice at meetings of the Board of Trustees.

ARTICLE VIII – Board of Trustees Meetings

A. The Board of Trustees meets regularly to conduct the affairs of The Corporation. The Board shall hold its annual Business Meeting in December and shall then publish its meeting schedule for the upcoming year. The Board may hold Special Meetings upon adequate notice by Resolution.

B. Special Board meetings to discuss the appraisal, awards, bonuses, or discipline of employees are restricted to The Board and the Corporate Secretary. Official Meeting Minute will be filed in a confidential personnel file, and in the employee's personnel file.

C. Quorum Requirement: The personal presence of a majority of the Trustees who actually hold office at the time shall constitute a quorum for the transaction of business at all meetings of the Board. Personal presence may be by telephone or internet, if characterized by continuous audio participation. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be

adjourned from time to time by a majority vote of the Trustees present, without any notice other than by announcement at the meeting, until a quorum shall attend.

D. All Board meetings will be conducted in accordance with the Twelve Traditions, the AA Service Manual, and the Intergroup Bylaws.

E. The Board meeting will follow the agenda prepared prior to The Board meeting by the Chair. F. AA members may address The Board, if they seek and receive the Chair's permission.

G. Non-AA members may address the Board when invited by the Chair. Such presentation should be limited to vendors providing a clarification for award of a contract. Because of our unique relationship with Al-Anon Family Group (AFG), AFG Members may be invited by the Chair to address events in the community where AA and AFG will be functioning together.

H. Copies of the Twelve Traditions, the AA Service Manual, and the Intergroup Bylaws shall be present and available at all Board meetings.

I. On issues coming to vote, a simple majority of those Trustees personally present shall carry the vote. Each Trustee shall have one vote. Proxies are not allowed. In case of a tie vote, the Vice-President will vote (if the Vice-President is not available, the Secretary shall vote, and if the Secretary is not available, the Treasurer shall vote).

J. The following matters may be sent to the groups as a Group Conscience question:

a. Amendment to the Bylaws, although The Board of Trustees reserves, to itself, the authority to alter, amend, or change the Bylaws of The Corporation.

b. Any other motions or matters of concern presented to The Board.

K. Any AA member, group or district may bring questions, ideas, suggestions or matters of concern for discussion to the board; please let the chairperson know you would like the matter added to new business on the agenda.

L. A motion may be tabled only once and must be acted on within the next two Board meetings.

ARTICLE IX – Amendment of the Bylaws

A. The Board of Trustees reserves, to itself, the authority to alter, amend, or repeal the Bylaws or to adopt new Bylaws of The Corporation.

B. Any AA member may propose an amendment to the Bylaws by the following process:

a. Take the proposed amendment to a Group for group conscience

b. If approved by the Group, it shall be presented to the Board by that group's representative.

c. It must be submitted in writing at a regular monthly Board meeting.

C. The amendment shall go into effect immediately upon adoption unless the motion to adopt specifies a time otherwise.

ARTICLE X – Intergroup Funds

A. All moneys accumulated from Group contributions, sales of books and literature, or any other AA source shall be maintained in a bank available for disbursement for paying The Corporation's obligations, in a manner authorized by The Board.

B. Contributions or gifts:

a. Only financial contributions from AA members, groups, meeting or conferences, round-up, workshops, retreats will be accepted.

b. Because of our unique relationship with Al-Anon Family Group (AFG), AFG activities with AA participation may make contributions.

c. Single contributions exceeding a total of \$2000.00, must be voted on and accepted by a substantial majority (2/3) of the seated Trustees. There will be a 45 day waiting period, before the vote, to allow feedback from the AA community.

d. Contributions carrying any obligation, will be returned.

ARTICLE XI – Central Office Staff, whose numbers shall be determined by the President, shall discharge the business and administrative functions of the office. An office manager, who reports to the President, shall be in charge of and supervise the Central Office, being responsible for the efficient, faithful, and loyal discharge of the staff's duties. The President shall maintain an Intergroup Policies and Procedures Manual covering all aspects of the work of the Central Office. Service of the office shall include, but not limited to:

A. Maintain the office space, website and communication equipment in support of its services.

B. Receiving and distributing Twelfth Step calls; maintaining a "Twelve Step Call List" of members who respond to such calls.

C. Ordering, selling, and distributing books, coins, merchandise and literature: printed, audio, and video.

D. Acting as clearinghouse for information on AA related activities by:

a. Maintaining an up-to-date list of Groups, together with their location, time, and kind of meeting; providing this information to those who request it; and, at least twice a year, publish a current meeting schedule.

b. Answering inquiries about AA.

c. Distributing information among all Groups via regular and special bulletins, financial reports, and a monthly newsletter.

E. Maintaining corporate files as required by law, and AA Archival files.

ARTICLE XII – Indemnification and Insurance

A. The Corporation shall, at all times, have in place Directors and Officers Liability Insurance.

B. The Corporation shall indemnify Directors and Officers under applicable Washington State law, including RCW 23B.17.030, RCW 23B.08.030, and RCW 23B.08.500 through 23B.08.600.