

2018

BYLAWS
OF
WILMINGTON AREA INTERGROUP ASSOCIATION

PREAMBLE

In solemn affirmation of the letter and the spirit of the Twelve (12) Steps and Twelve (12) Traditions of Alcoholics Anonymous and placing all our activities under the guidance of a Higher Power the various and several groups of A.A. in the City of Wilmington and New Hanover, Brunswick, and Pender Counties have met to form an Intergroup Association. These by-laws and Constitution serve to fulfill our legal obligation pursuant to our statutory charter as an organized Non-profit Corporation, but more importantly to serve as a guide for our successors and to order our activities by the will of the member groups.

ARTICLE I

The principle office of the Association shall be 5901 Wrightsville Avenue, Wilmington, North Carolina or at such other place as may be designated by resolution duly passed by the directors.

ARTICLE II

The purposes of the Association are those stated in the Articles of Incorporation and are hereby incorporated in these by-laws. The Association shall be non-profit.

ARTICLE III

As one of the stated purposes the Association will receive gifts and donations as well as receipts from the sales of certain literature and other items associated with Alcoholics

Anonymous. From time to time there will be net profits realized in certain transactions of the Association. No part of the Corporation's net earnings will inure to the benefit of any of its Officers, Directors, or members, or any other private individual.

ARTICLE IV

SECTION I: The membership of the Association shall consist of the present member groups referred to in the Articles of Association which are in fact actually represented at the first annual Steering committee meeting, and such other groups as shall become members in accordance with the provisions of these by-laws.

SECTION II: Future membership in the Association may be obtained by any A.A. group in the stated area of the Association which shall have been in existence and registered with the General Service Office provided that such group applying for membership shall submit, in writing, (a) the names of a group representative to the Intergroup Association and one alternate, (b) a listing of the dates and times and location of its meetings, and (c) its willingness to accept Twelfth Step calls and to provide support to the needs of the Association.

ARTICLE V

SECTION I: Each member group of the Association shall elect and/or designate one representative and one alternate to the Intergroup Council and inform the Association of any changes thereto.

SECTION II: Such representative shall meet on the second Thursday of January, March, May, July, September, and November of each year at 5:30 PM at the principle office stated in Article I.

SECTION III: Such other meetings may be had at the call and discretion of the Chairman of the Board of Directors, or upon notice of such desired meeting of the Council as may be given by five members of the Council, in writing, to the Chairman or any member of the

Board of Directors.

ARTICLE VI

SECTION I: INTERGROUP COUNCIL

(a) The council shall consist of the Chairman of the Board of Directors, who shall also serve as Chairman of the Council, Group Representatives, Directors and Intergroup Office Manager.

(b) The sitting Chairperson of the Board shall appoint a nominating committee to present a slate of nominees who are presently serving or have served as an Intergroup Representative or General Service Representative to serve on the Board of Directors. Those elected shall serve a two-year term with six persons to be elected each year.

(c) A board member may serve no more than two consecutive terms. He or she may be elected to the board again after a two-year absence from board membership.

(d) The Council shall hold elections from their numbers at the September meeting for such Directors as are called for in these by-laws.

(e) At the December meeting the Sitting Board of Directors and Board Members shall elect from their number such eligible Officers as are needed for the coming year to serve for one year. Anyone elected to the position of Chair shall have served one year as a board member immediately prior to election to the position.

(f) The installation of such Officers and Directors shall occur in January of the year following their election.

SECTION II: BOARD OF DIRECTORS

(a) The Board of Directors shall consist of thirteen (13) members comprised of Chairman, Vice-Chairman, Secretary, Alternate Secretary, Treasurer, Alternate Treasurer, Office Manager and six (6) at large members. The Office Manager will serve as a voting

member of the Board of Directors in all matters with the exception of matters of employment to prevent conflict of interest. In all matters pertaining to Office Manager employment (hours, salary, etc.), the Office Manager will be excused and the remaining Board Members will vote. In the event of a deadlocked vote, the Board of Directors will observe AA's Third Legacy procedures to resolve the matter.

(b) Vacancy or unexpired term by a board member. The chair shall have the authority to appoint for the unexpired term. Should that person be an Officer, the Alternate takes that position and the new member becomes a member at large.

(c) The immediate past Chairman shall serve a one-year term as an ex-officio officer of the board as advisor with no voting rights.

(d) Any Director who does not attend three (3) consecutive meetings without just cause of the Directors shall be presumed to have resigned and the Directors shall elect a replacement from the Intergroup representatives in good standing. This replacement shall serve until the end of the term of the replaced Director.

(e) The Board of Directors shall be the Steering Committee of the Council. The Directors shall meet on alternate months when the Council does not meet on the second Thursday at 5:30 PM at the principle office stated on Article I.

(f) No one shall serve as a Director who has less than eighteen (18) months sobriety.

(g) Any person wishing to serve on the Board of Directors shall submit a completed application in accordance with the terms of the application information provided.

(h) When an Intergroup Representative is nominated, elected and installed as a member of the Board of Directors, such representative shall resign as Intergroup Representative of his/her group. This safeguard is designed to prevent said Board of Directors

from becoming a continuing entity of the Wilmington Area Intergroup Association.

(i) Candidates for the Board of Directors are requested but not required to complete a standard application. If you meet the requirements, you may show up and nominate yourself the day of elections without filing an application. Board elections are held annually at the Intergroup Representatives meeting the second Thursday in September.

(j) The board members, on a rotating basis and in consultation with the Office Manager, shall attend the District Service meetings in the Wilmington Area as a representative of the Association.

SECTION III: COUNCIL MEMBERS

Council members shall:

(a) Faithfully reflect the "Group Conscience" and shall act as a liaison between his or her group and the Intergroup Association Office.

(b) Conscientiously attempt to attend all meetings of the Council duly called.

(c) Communicate to his or her group the activities, growth and current problems of the Association.

(d) Recruit volunteers from his or her group from time to time as needed for twelfth step work or other Association activities.

(e) Exercise his or her delegated authority and vote or act for his or her group at each meeting of the Council.

ARTICLE VII

The Council at its aforesaid meetings in addition to electing the Chairman and the aforesaid Board Members shall conduct such business as necessary to sustain and strengthen the Intergroup Association programs as well as to conduct such activities at any special called meetings.

ARTICLE VIII

SECTION I: OFFICER DUTIES

(1) *Chairman*

(a) The Chairman shall preside at all Council and Board of Directors meetings and appoint such committees as may be designated by the Directors.

(b) The Chairman is vested with the powers and authority to take such discretionary actions as appear to be suitable to further the purposes and interests of the Association between meetings of the Council and Directors.

(2) *Vice-Chairman*

(a) The Vice-Chairman has the duty to preside at all meetings in the absence of the Chairman and to act in the Chairman's absence in the same capacities as the Chairman as outlined in (a) above.

(3) *Treasurer*

(a) The Treasurer shall receive all moneys and maintain all financial records and establish such bank accounts as are directed by the Directors.

(b) The Treasurer, Chairman or Office Manager shall sign all checks on such bank accounts of the Association and other financial documents and reports as required.

(c) The Treasurer shall prepare a written financial report monthly to be submitted to the Directors at the monthly meetings.

(4) *Secretary*

(a) The Secretary shall have the duty of keeping all appropriate records, minutes of each Council meeting, Board of Directors meetings and perform such other secretarial duties as may be directed by the Chairman or Vice-Chairman.

(b) The Secretary shall have the duty of compliance with Article XIII.

SECTION II: ALTERNATE OFFICER DUTIES

(1) *Alternate Treasurer and Alternate Secretary.*

Duties will be those prescribed for these Officers in the absence of the Secretary or Treasurer.

ARTICLE IX

Special meetings of the Directors may be called by the Chairman or by written request of not less than fifty (50) percent of the Directors

ARTICLE X

The Directors shall establish such committees with powers and authorities as it deems suitable to facilitate the purposes of the Intergroup Association.

ARTICLE XI

A quorum of the Directors shall consist of no less than fifty (50) percent of its members.

ARTICLE XII

SECTION I: The business and affairs of the Association shall be managed by the Board of Directors who shall implement policies of the Association which are reflected by the conscience and will of the member groups as expressed by their representatives on the Council. A quorum being present, any action taken by majority vote shall be conclusive.

SECTION II: The Directors, Officers and Operational Committees shall serve without compensation in any form.

SECTION III: The Chairman shall be the principal executive officer of the Association and, subject to the control of the Council and Directors, shall in general, supervise and control

all of the business and affairs of the Association. He may sign, with the Secretary, or any other proper officer of the Association thereunto authorized by the Directors, contracts or other legal documents or instruments which the Directors have authorized to be executed or signed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by the by-laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Directors from time to time or by the aforesaid vote of the Council.

At least five (5) days' notice shall be given for all meetings of the Directors unless otherwise a Waiver of Notice, in writing, is signed by the person or persons entitled to such Notice, whether before or after the time stated for the meeting therein, and the same shall be deemed equivalent to Notice.

ARTICLE XIII

Intergroup may employ an Office Manager and an Assistant Manager who shall serve at the discretion of the Board of Directors.

ARTICLE XIV

The fiscal year of the Wilmington Area Intergroup Association, Inc. shall be the same as the calendar year, 1 January through 31 December.

ARTICLE XV

The original incorporation papers, the original of the current by-laws as revised and original State Charter are to be kept in the possession of counsel for the Association until such time as an amendment to this Article becomes necessary or desirable.

ARTICLE XVI

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Directors with the approval of the Council.

NOTE: These revised Bylaws include all changes voted by the Council since the original Bylaws were adopted.