

**Amended and Restated Bylaws Of
"The Tri-County intergroup Office"
September 15, 2009**

Article I. NAME, LOCATION, SERVICE AREA AND MEMBERSHIP

A) The name of the organization governed by these Bylaws shall be "TRI-COUNTY INTERGROUP OFFICE". (Hereafter referred to as the "INTERGROUP OFFICE")

B) The current location of the "INTERGROUP OFFICE" is 305 Depot Street, St. Peters, MO 63376.

C) The service area of the "INTERGROUP OFFICE" shall be defined as the Missouri counties of St. Charles and Lincoln.

D) This service area may be expanded to include any registered AA Member Group for whom the "INTERGROUP OFFICE" is the closest central or intergroup office, if they are outside the service area.

E) The membership of the intergroup shall consist of a representative or alternate representative from each AA member group (as defined in the pamphlet "The AA Group", provided that such Group shall have been registered with the "INTERGROUP OFFICE" for 30 days prior to the date of the initial meeting to which the representative is sent. Group representatives shall be entitled to one vote in the meetings of intergroup and shall vote their Group's conscience.

Article II. PURPOSE

The "INTERGROUP OFFICE" exists as the servant of the Member Groups to carry the message of Alcoholics Anonymous (in accordance with AA's Twelve Steps, Twelve Traditions and Twelve Concepts for World Service), by operating an office in accordance with the Guidelines published by the AA General Service Office in New York, New York ("GSO") establishing policy and functions for the office, and reviewing operations and financial affairs and amending them where necessary. The "INTERGROUP OFFICE" is organized and shall be operated exclusively for charitable, religious, and literary purposes under I.R.C. § 501(c)(3). The "INTERGROUP OFFICE" is irrevocably dedicated to and operated exclusively for nonprofit purposes; no part of the income or assets of the corporation shall be distributed to nor inure to the benefit of any of its members, officers, directors, or other private persons, except that the corporation may, as set forth herein, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the charitable purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any public campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under I.R.C. § 501(c)(3); or (b) a corporation, contributions to which are deductible under I.R.C. § 170(c)(2). "INTERGROUP OFFICE" shall have all of the powers of a Missouri

nonprofit corporation, provided that none of the powers of the corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of a corporation exempt from Federal income tax under I.R.C. § 501(c)(3).

The specific functions of the "INTERGROUP OFFICE" are:

- a)** To operate a conveniently located office in which paid workers and/or volunteers are available to carry the message of AA to alcoholics.
- b)** To maintain a listing for Alcoholics Anonymous in the local telephone directory;
- c)** To maintain a telephone answering service, 24 hours a day.
- d)** To serve as a clearinghouse for the circulation and exchange of information among AA Member Groups in the community and provide "program exchange" meetings. (Ref. AA Guidelines, functions, #3)
- e)** To maintain and publish a list of AA meetings in the community;
- f)** To publish an informational newsletter on a regular basis; -
- g)** To assist in arranging for AA speakers to carry the message to non-alcoholic groups;
- h)** To cooperate but not affiliate with community agencies dealing with alcoholism;
- i)** To assist in carrying the AA message to hospitals, prisons and treatment facilities;
- j)** To assist the media, when requested, by providing information about AA in strict accordance with the Twelve Traditions;
- k)** To perform other functions as authorized by the IR or Steering Committees;
- l)** To establish standing and special subcommittees for specific purposes.
- m)** Provide activities for members of Alcoholics Anonymous, their families and friends.

Article III. FINANCIAL SUPPORT

A) There shall be no dues or fees required for membership. No Group who is unable or unwilling to contribute shall be denied the services of Intergroup.

B) The "INTERGROUP OFFICE" shall be fully self-supporting through:

- 1)** The voluntary contributions of its Member Groups;
- 2)** The voluntary contributions of individual AA members in its service area;
- 3)** The sale of AA General Service Conference-approved literature, and other items as approved by the IR Committee;
- 4)** Conducting drives and fund-raising events. (Ref. AA Guidelines for Intergroup Financial Responsibility).

Article IV. INTERGROUP OFFICE REPRESENTATIVE COMMITTEE

- A)** There shall exist an Intergroup Office Representative Committee that shall serve as the Member Groups' voice in the governance of the "INTERGROUP OFFICE".
- B)** Each Member Group is entitled to elect an Intergroup Representative (hereafter referred to as IR) and an Alternate IR.
- C)** The IR or Alternate shall be entitled to one vote in meetings of the "INTERGROUP OFFICE" (hereafter referred to as meetings)
- D)** Only IRs or their Alternate shall make or second motions or vote, except as otherwise set forth in this Article.
- E)** Decisions are by simple majority except as set-forth elsewhere in these Bylaws.
- F)** In the event of a tie vote, the Chairman shall break the tie. (Ref. Roberts Rules of Order).
- G)** In the event any one or more of the IRs present for a vote request a secret ballot on the issue to be voted upon, the vote shall be taken by secret ballot and tabulated by the Officers of the Steering Committee as defined elsewhere in these Bylaws. All other votes of the IRs shall be by open vote.
- H)** If any IR present at any monthly meeting requests that a vote on any matter before the IR Committee be postponed until the next monthly IR meeting (to allow for further group study), the request will be granted and the matter tabled until the next monthly IR meeting, at which time the matter must be voted upon. If a matter or issue has been tabled once and at the vote on the matter or issue the matter or issue is not carried by the majority vote of the IRs present, the matter or issue may not be raised or brought to a vote of the TRs for a period of 3 months from the date of the last vote on the matter or issue.
- I)** The IRs shall select Officers from its membership and Officers shall be called the Steering Committee. Numbers, terms and rotation are defined elsewhere in these Bylaws. The Intergroup Office Manager shall be a voting member of the Steering Committee.
- K)** A quorum shall consist of representation by one-fourth of the registered Member Groups at any IR meeting.
- L)** The IR Committee shall meet at such a time, place, and frequency as its conscience may dictate.
- M)** Special meetings may be called by the Chairman or by five IRs upon written notice to the Intergroup Office Manager, provided that written notice of the date, time, place and purpose of the meeting is mailed to all IRs or Member Groups at least seven days before the special meeting.
- N)** All meetings of the IR Committee are open to attendance by any AA member, whether from inside or outside the Intergroup Office's service area.

Article V. INTERGROUP STEERING COMMITTEE

- A)** There shall exist an Intergroup Office Steering Committee composed of the Intergroup Office Manager and four members elected by the IR Committee: Chairman, Vice-Chairman, Secretary and Treasurer.

- 1) The Steering Committee shall be responsible for:**
 - a) Oversight of the administrative affairs of the "INTERGROUP OFFICE,**
 - b) Preparation and adherence to an annual budget**
 - c) Personnel hiring, termination, appraisal and salary adjustment**
 - d) Compliance with all applicable laws and regulations**
 - e) Oversight of general office procedures**
 - f) Leasing and maintenance of office space**
 - g) Recruitment and evaluation of applicants for the position of Office Manager, and other positions it deems appropriate**
 - h) Preparation of a regular financial report to the IR Committee**
 - i) Appointment of a qualified auditor for regular and special audits as necessary**
 - j) A quorum of four members is required to conduct business**
 - k) In the event of a tie vote the Chairman shall break the tie (Ref. Roberts Rules of Order).**
 - l) Policy decisions are to be presented to the IR Committee, as recommendations of the Steering Committee for final approval, if those policy decisions fall outside the enumerated or delegated responsibilities of the Steering Committee and approval must be by a two-thirds majority vote by the IRs.**
 - m) The Intergroup Office Manager shall be a voting member of the Steering Committee;**
 - n) Steering Committee meetings are generally open to any AA member who wishes to attend; however, the Steering Committee may choose to invoke an "executive session" privilege for consideration of sensitive matters such as personnel hiring, evaluation, and compensation. While transparency and openness are critical to the effective operation of the Steering Committee, that transparency should not compromise the reasonable expectations of discretion and privacy in their personal and personnel affairs that the Intergroup Office's paid employees have.**
 - o) The Steering Committee may choose to delegate some of its responsibilities to the Intergroup Office Manager, at its discretion; however, it may not delegate the actions of evaluation and oversight of the Office Manager's performance, and of ensuring the soundness of the Intergroup Offices' financial records through auditing.**
 - p) The Steering Committee may set financial policy for the Intergroup Office, and may give the Office Manager and other employees the authority to spend money and otherwise act on behalf of the Intergroup Office in such a way as to insure the day-to-day functioning of the office.**
 - q) The Intergroup Office Manager may not vote on any matter before the Steering Committee dealing with the Office Manager' compensation, performance, evaluation, hiring, or termination. In**

addition, the Office Manager may not vote on any matter that, in the opinion of a two-thirds majority of the other members of the Steering Committee, would create an appearance of conflict of interest. The Office Manager shall leave the room during any such discussions or votes.

r) A vacancy shall exist upon the resignation of any officer or committee chairperson. A vacancy shall also exist when an officer or committee chairperson has been absent, without explanation, from three consecutive Intergroup Committee meetings, and has neglected to carry out the duties of that position as outlined in these Bylaws.

s) Intergroup Representatives are trusted servants and those who hold service positions in the Intergroup Committee should, in the spirit of those who "so freely gave to us" pass on our experience, strength, and hope in the form of service sponsorship for the incoming Intergroup Representatives and Committee members.

Article VI. NOMINATIONS, ELECTIONS, AND TERMS

A) The Officers of the Intergroup Steering Committee shall consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer who shall each hold office for a term of two years beginning January 1st and ending December 31st of the following year.

B) Any AA member of any Member Group may be nominated for office provided that they meet the qualifications for holding office found elsewhere in these Bylaws.

C) For IRs, individual Member Groups set qualifications, terms of office and rotation requirements as their group conscience directs. Suggestions are a minimum one-year of sobriety, a six-month to two-year term, and a rotation requirement of no more than two consecutive terms. No other provision of these Bylaws shall affect the qualifications for IRs, except that loss of sobriety shall require confirmation in office by an IRs Home Group.

D) Except for Office Manager, all other offices have two-year terms. The Office Manager is a paid employee and also serves at the pleasure of the Steering Committee for an unlimited term.

E) The Chairman and Vice-Chairman shall be elected in even years.

F) The Secretary and Treasurer shall be elected in odd years.

G) All elections take place at the IR meeting in November or the meeting immediately prior to the beginning of the officer's term.

H) All elected officers begin and end their terms on January 1st following their election.

I) The maximum number of consecutive terms any elected officer may serve is one.

J) Officers of the Intergroup Office Steering Committee may be disqualified and removed from service by:

- 1)** Direct action of the IR Committee, by three-fourths majority with a quorum of one-fourth of the Member Groups, except for the

Office Manager who may not be removed by the IR Committee.

2) Broken sobriety (automatic removal);

3) Failure to attend meetings and fulfill duties, by two-thirds majority of the Steering Committee, followed by simple majority approval of the IR Committee.

4) Elections of all Officers shall follow AA's Third Legacy procedure, as outlined in the AA Service Manual.

5) Selection of the Office Manager is done at the sole discretion of the Steering Committee, whose selection criteria and method are also subject to their discretion.

6) Nominations for offices are made at the time of election; votes cast by IRs represent a traditional "Right of Decision" on the part of AA's trusted servants. (Ref: AA Service Manual).

7) Officers currently holding their positions at the time of the adoption of these Bylaws are grand fathered, and requirements for holding grand fathered offices are waived through the end of the current term.

8) In case of absence of duty of Treasurer or Secretary, the Chair, with approval of The Steering Committee shall call for a nomination fill vacant position. The election shall be under the Third Legacy Procedure and held at a regular IR Meeting.

Article VII. OFFICERS QUALIFICATIONS AND DUTIES

A) CHAIRMAN

1) Shall preside at Steering Committee and IR meetings;

2) Shall see that all decisions of the Committees are acted upon.

3) Pursuant to specific authority given on occasion by the Committees, may sign, execute and deliver contracts and other documents in the name of "INTERGROUP OFFICE";

4) With the recommendation and approval of the Steering Committee, shall call for nominations for chairmen of standing and special subcommittees;

5) Shall break tie votes in the IR and Steering Committees;

6) Shall perform all duties incident to the office of Chairman and other duties that may occasionally be assigned by the Committees;

7) Shall have five years of continuous sobriety at the time of taking office and shall have previous AA service experience.

8)

9) Shall have a copy of the current Bylaws available at all Intergroup Committee meetings and shall turn a copy of said Bylaws over to the successor.

10) Shall have available at all Intergroup Committee meetings a complete file of all minutes of the last twelve Intergroup Committee meetings. These minutes shall be turned over to the successor;

A) VICE-CHAIRMAN

1) Shall perform the duties of the Chairman when requested by the

- Chairman or in the case of his or her absence or inability to act;
- 2) Shall perform other duties as occasionally assigned;
 - 3) Shall have five years continuous sobriety at the time of taking office and AA service experience.

B) SECRETARY

- 1) Shall perform all duties incident to the office and others as assigned;
- 2) Shall take minutes of all IR and Steering Committee meetings and have copies of them within 14 days available at the Intergroup Office's customary place of business;
- 3) Shall provide timely written notice of the meetings of the Committees;
- 4) Shall have charge of the books, records and papers of the "INTERGROUP OFFICE", with the responsibility of filing same in the Office Manager's office;
- 5) Shall see that reports, statements and other documents required by law are properly kept and filed;
- 6) Shall follow the Vice-chairman in line of succession to the Chair.
- 7) Shall have five years continuous sobriety at the time of taking office.

C) TREASURER

- 1) The treasurer shall have a minimum of five years continuous sobriety at the time of taking office;
- 2) Shall keep an accurate account of all income and disbursements of the Intergroup Committee;
- 3) Shall verify expenditures of and receipts from all activities and keep on file itemized financial reports;
- 4) Shall be accountable for all monies received into the Intergroup and shall insure that all bank deposits are made in a timely manner;
- 5) Shall be a signer on the Intergroup's checking account along with the Chairman and one other member of the Steering Committee;
- 6) Shall keep a prudent reserve of funds sufficient for 3 months operating expenses
- 7) After a quarterly review of income and proposed expenses of committee chairpersons, for activities approved by the Intergroup Committee, the remainder of the funds, if any, will be turned over to the Intergroup Steering Committee Officers for use in maintaining the financial operation of the Intergroup Office.
- 8) For the purposes of these Bylaws the prudent reserve shall be a minimum of \$6000.
- 9) Shall propose a budget in April meeting of each year.

D) INTERGROUP OFFICE MANAGER

- 1) During duty hours the Office Manager functions as a paid employee of the Intergroup Office, (not as an AA member) and is hired on the basis of professional skill.
- 2) The Office Manager can be a non-alcoholic but if alcoholic shall have three years of continuous sobriety. (Ref. AA Guidelines, Intergroup

Guidelines).

- 3) Shall be responsible for the day to day operation of the office;
 - 4) Shall determine hours of operation in consultation with the Steering Committee;
 - 5) Shall create and maintain an appropriate volunteer list;
 - 6) Shall manage all office functions, including financial affairs (working relationship with treasurer);
 - 7) Shall be responsible for inventory control and other office duties;
 - 8) Work hours, compensation, benefits and duties as specified by the Steering Committee and filed as an attachment to these Bylaws;
- Attachment: "Job Description of the Intergroup Office Manager"

E) SUBCOMMITTEES

- 1) The Steering Committee and/or the IR Committee may create special subcommittees to oversee necessary activities of the Intergroup Office as their consciences dictate; taking care that these subcommittees remain responsible to those they serve, they shall be overseen by the Steering and IR Committee as appropriate, and shall exist for as long as deemed useful.

Article VIII. PRUDENT RESERVE FUND

- A) The prudent reserve fund established by the Steering Committee shall be left intact and shall only be expended on the order of the Steering Committee except that the Chairman may in emergency situations without prior authorization of the Steering Committee, expend such sums necessary from the reserve fund as are necessary to ensure the office of the corporation shall remain open to fulfill the stated purposes of this corporation.

Article IX. AMENDMENT

- A) Bylaws shall be reviewed each new year in January.
- B) Bylaws may be amended only in the following manner:
 - 1) A proposal to amend shall be placed in writing and presented on the floor as a motion before the Intergroup Committee.
 - 2) If seconded, the motion may be taken back to the IR's groups for their consideration.
 - 3) The motion will then be placed on the following month's Intergroup agenda as first priority under "Old Business".
 - 4) Any changes to the Bylaws must pass by a two-thirds vote of the IRs or Alternates and changes become effective as of the date of the vote approving the changes.
 - 5) There shall be no allowances for continuation of said motion due to absence of IRs or Alternate from either meeting.

IN WITNESS WHEREOF, these Amended and Restated Bylaws have been duly adopted on this 15th day of September, 2009.

By: _____
Pat Dawson, Chairperson

Witness: _____
Scott Torenten, Treasurer