

BYLAWS OF GREATER CINCINNATI INTERGROUP COUNCIL, INC.

(Adopted 1-8-18 by Intergroup Council)

PREAMBLE

The primary purpose of the Greater Cincinnati Intergroup Council, Inc. (hereinafter referred to "Intergroup," "Intergroup Council," "IC" or "Corporation") is to assist the Alcoholics Anonymous ("AA") groups of the Greater Cincinnati area in carrying the Alcoholics Anonymous message to those who suffer from alcoholism. Intergroup Council is responsible to the member groups, deriving its authority from the member groups. In all its activities, policies, and proceedings, Intergroup Council shall observe the practice and spirit of AA's Twelve Traditions and Twelve Concepts for World Service, as well as its three legacies of Recovery, Unity, and Service.

ARTICLE I. NAME AND STRUCTURE/ORGANIZATION OF INTERGROUP COUNCIL

1.1.1 Name. Greater Cincinnati Intergroup Council, Inc. is the official name of the non-profit corporation organized under the laws of the State of Ohio.

1.2 Structure of Greater Cincinnati Intergroup Council, a Not-for--Profit Corporation. IC consists of three components:

- 1.2.1 Intergroup Council, made up of member groups;
- 1.2.2 Board of Directors of Intergroup Council; and
- 1.2.3 Intergroup Council Office.

ARTICLE II. GROUP MEMBERSHIP

2.1 Membership in Intergroup Council.

2.1.1 Any Alcoholics Anonymous group in the Greater Cincinnati area holding regularly scheduled meetings may become a member of Intergroup Council ("member group"), and in so doing be entitled to participation, by giving notice to Intergroup Council of its desire to be a member.

2.1.2 The notice must include: group's name; the place and time of its meetings; the name, address, and telephone number of its designated IC Representative and Alternate Representative to Intergroup Council Meetings (both known as "IC Representative" or "ICR") to whom communications from IC may be sent; and if the group has a service number assigned by General Service Office (GSO) World Service registration number obtained by contacting GSO at www.aa.org.

2.1.3 The group shall become a member group of IC upon registration and shall remain a member group until it notifies IC that it no longer desires to be a member group.

2.2 Source of Funds.

2.2.1 Funds for IC's activities and operations shall come from donations from member groups and individual members of Alcoholics Anonymous, from IC's events, and the sale of merchandise deemed by the Board of Directors to be appropriate to gaining and maintaining sobriety and/or the objectives of Alcoholics Anonymous.

2.2.2 All member groups shall be encouraged to make regular contributions to IC. However, it is recognized that all contributions are voluntary, and that a member group's membership shall not be dependent upon whether it or its members contribute to IC.

2.3 Confidentiality.

- 2.3.1 All names and contact information of individual Alcoholics Anonymous members submitted to and on file with IC shall be kept confidential in accordance with AA's tradition of anonymity.
- 2.3.2 In becoming an IC Representative, each person agrees to keep confidential the names, identities and contact information of other AA members and IC Representatives and to use this information for only authorized purposes.

2.4 Notices regarding Intergroup Council Affairs and Activities.

- 2.4.1 Member groups shall be kept informed of IC activities, policies, and membership by periodic written reports directed to the IC Representatives as may from time to time be requested or directed by the Board or the ICM Facilitator and/or Secretary.
- 2.4.2 Notices shall be published in the IC newsletter, website or other publications of IC, with copies available for review at IC's office during normal business hours.

ARTICLE III. GROUP REPRESENTATIVES AND VOTING RIGHTS

3.1 Representative Selection.

- 3.1.1 A member group shall select from its membership, in such manner and for such period as it may choose, an IC Representative and one alternate Representative (both known as "IC Representative").
- 3.1.2 It is suggested that each IC Representative have at least one (1) year of continuous sobriety.
- 3.1.3 The IC Representative or registered alternate IC Representative shall represent the member group in all IC affairs.
- 3.1.4 An IC Representative who becomes an elected ICM Facilitator or Secretary may no longer act as an IC Representative for any group.

3.2 IC Representative Registration.

- 3.2.1 Each IC Representative shall register with Intergroup Council in writing, providing name, mailing address, email address and at least one telephone number to facilitate contact by IC.
- 3.2.2 It is the responsibility of each member group and its IC Representative to provide current contact information to IC to assure the member group, through its IC Representative, has the opportunity to participate in IC meetings and IC activities.
- 3.2.3 A member group must be registered with IC at least five (5) business days before its IC Representative shall be authorized to vote at IC meetings, unless otherwise authorized by a majority vote at an Intergroup Council meeting.
- 3.2.4 No IC Representative may represent more than one (1) member group at any time, although more than one individual from a member group may attend ICMs.

3.3 Voting Rights.

- 3.3.1 Each member group shall have one (1) vote through its IC Representative on any matter brought before Intergroup Council.
- 3.3.2 If a member of the IC Board of Directors is also an IC Representative, he/she shall be permitted to vote as an IC Representative for his/her Member group. Otherwise, a member of the Board has no vote at ICMs.
- 3.3.3 ICM Facilitator, Alternate ICM Facilitator and ICM Secretary may vote only for Board members, ICM Facilitator and ICM Secretary.

ARTICLE IV. INTERGROUP COUNCIL MEETINGS, STRUCTURE AND ELECTIONS

4.1 Regular Meetings.

- 4.1.1 Regular meetings of IC (sometimes referred to as "ICM") (as distinguished from Board meetings, which shall be referred to as "Board meetings") shall be held on the second Monday of each month, except in July when no monthly meeting will be scheduled.
- 4.1.2 If the second Monday of the month falls on a holiday, the monthly meeting shall be held on any weekday as determined by majority vote of IC.
- 4.1.3 In the event of a disaster (e.g. flood, inclement weather, extended power outage, etc.), the ICM will be rescheduled to the earliest convenient date.
- 4.1.4 In the event of a change in the time or place of the regular monthly meeting, notice of the change will be posted on IC website and transmitted to IC Representatives by any other method of effective communication.
- 4.1.5 IC may recognize liaison representatives from related organizations and they may be invited to attend meetings by the IC Facilitator, with the advice and consent of the membership.
- 4.1.6 Any member of Alcoholics Anonymous is welcome to attend any ICM as a non-voting attendee.
- 4.1.7 A Membership Committee made up of IC Representatives shall be established. The Membership Committee shall be responsible for maintaining accurate records of the attendance at ICMs by IC Representatives and IC Board members.

4.2 IC Meeting Procedure.

- 4.2.1 Each ICM shall be conducted by the following ICM officers:
 - a. ICM Facilitator or Alternate Facilitator (both referred to as "ICM Facilitator" when chairing the ICM);
 - b. ICM Secretary;
 - c. ICM/Board Treasurer; and
 - d. ICM Parliamentarian (a nonelected service position).
- 4.2.2 The ICM Facilitator, ICM Alternate Facilitator and ICM Secretary will be elected by IC Representatives at an ICM election, each to serve a two-year term.
- 4.2.3 A member of the Parliamentarian Committee will serve as ICM Parliamentarian for each ICM.

4.3 Qualifications.

- 4.3.1 A candidate for ICM Facilitator, ICM Alternate Facilitator or ICM Secretary must at the time of the election be a current IC Representative, a prior chairperson of an IC committee (as distinguished from a committee of the Board of Directors, which shall be referred to as such), or a current ICM officer.
- 4.3.2 Each candidate for ICM Facilitator, ICM Alternate Facilitator and ICM Secretary shall have attended at least six (6) of the regular monthly ICMs during the twelve months immediately preceding the meeting at which the nominations for officers are made.
- 4.3.3 No one may serve more than two consecutive terms for each ICM office. At least one year must pass at the end of the second consecutive term before an individual who has served two consecutive terms is qualified to run for the same ICM office.

4.4 Nominating and Election IC Meetings.

- 4.4.1 A list of eligible candidates compiled and approved by the ICM Membership Committee Chair for the service positions of ICM Facilitator, Alternate ICM Facilitator and ICM Secretary shall be presented to the membership at the October ICM.
 - 4.4.2 Nominations shall be made at the November ICM, and an individual may either accept or decline any nomination made on his/her behalf.
 - 4.4.3 In accepting a nomination, each qualified individual is affirming that he/she is a sober member of Alcoholics Anonymous, is actively engaged in an Alcoholics Anonymous recovery program, and has a minimum of two (2) years of continuous sobriety. Each such nominee shall identify his/her home group in Alcoholics Anonymous.
 - 4.4.4 Each individual accepting a nomination shall present an oral résumé of qualifications, not to exceed three minutes, at the November and December meetings.
 - 4.4.5 Election of the ICM Facilitator, Alternate ICM Facilitator and ICM Secretary shall take place at the December ICM.
 - 4.4.6 All candidates shall be listed for the IC Representatives to view at the ICM election meeting. Each ICR will receive a blank piece of paper as his/her ballot. Each ICR will write the name of the candidate he/she is voting for ICM Facilitator. The ballots will be collected and counted by nonvoting members of AA who are present at the meeting. The candidate with the most votes will be the next IC Facilitator. After the ICM Facilitator has been elected, the IC Representatives will vote for the Alternate Facilitator, and after the Alternate Facilitator is elected, a similar vote will be taken for the Secretary. Since the ICM Treasurer is a Board member also serving as Treasurer of the Board of Directors, he/she will be elected as provided for the election of the Board Treasurer.
 - 4.4.7 Those elected for service positions of ICM Facilitator, ICM Alternate Facilitator and ICM Secretary shall begin their service at the ICM meeting immediately following the election.
- 4.5 Role of ICM Facilitator. The ICM Facilitator shall:
- 4.5.1 Chair monthly ICMs in accordance with AA's Twelve Steps, Traditions and Concepts.
 - 4.5.2 Deliver any money collected at each ICM to the IC Office Manager, Board Treasurer, Assistant Board Treasurer or Board Chair, for deposit into IC bank account(s).
- 4.6 Alternate ICM Facilitator. The Alternate ICM shall:
- 4.6.1 In the absence of the ICM Facilitator, chair monthly ICM in accordance with AA's Twelve Steps, Traditions and Concepts.
 - 4.6.2 Conduct orientations for new IC Representatives at each ICM.
- 4.7 Role of ICM Secretary. The ICM Secretary shall:
- 4.7.1 Prepare minutes of each ICM, revise when necessary, and deliver within two weeks after the ICM to the IC office for distribution to all IC Representatives and the Secretary of the Board of Directors via email.
 - 4.7.2 Provide, or cause to be provided, all proper notices of ICMs to IC Representatives.
 - 4.7.3 Prepare an agenda for each ICM.
- 4.8 Role of ICM Parliamentarian. The ICM Parliamentarian shall:
- 4.8.1 Assist the ICM Facilitator, in an advisory capacity, in following Robert's Rules of Order at each ICM, and

4.8.2 Be versed in Intergroup Bylaws, as well as AA's Twelve Steps, Traditions and Concepts.

4.9 Vacancy or Removal of Officer.

An ICM officer may be removed by the Board for failure to maintain his/her sobriety, failure to attend IC meetings, failure to perform the duties/obligations of the office and for any other good cause.

ARTICLE V. BOARD OF DIRECTORS: STRUCTURE, TERMS AND TENURE

5.1 Number of Directors.

There shall be ten (10) members of the Intergroup Board of Directors, consisting of eight (8) elected Directors and the ICM Facilitator and Office Manager, both of whom are ex-officio¹ members of the Board.

5.2 Terms of Office.

Four (4) Directors shall be elected each even-numbered year to serve two-year terms, and four (4) Directors shall be elected each odd-numbered year to serve two-year terms.

5.3 Service Limitations/Tenure.

5.3.1 No individual shall be eligible to serve as an elected Director for more than two (2) full consecutive terms, after which time the Director shall sit out a minimum of one (1) year as a member of the Board, ICM Facilitator or Alternate ICM Facilitator before being eligible to serve on the Board again.

5.3.2 No more than two (2) individuals having the same Home Group shall serve on the Board at any time.

ARTICLE VI. DIRECTOR QUALIFICATIONS, ELECTIONS, QUORUM AND VOTING

6.1 Nominating Committee.

6.1.1 There shall be established a Nominating Committee of at least five members made up of Board members and IC Representatives charged with the responsibility of compiling a list of eligible qualified individuals to serve on the IC Board.

6.1.2 At the June ICM, the ICM Facilitator shall provide notice to IC Representatives that an AA Intergroup Council résumé/application for the upcoming elections will be accepted by the Nominating Committee. The AA résumé/application of a possible candidate may be sent to the IC office and shall be submitted no later than September 15th.

6.2 Qualifications.

6.2.1 It is preferred that all candidates for Director shall have a working knowledge of AA structure, including Intergroup Council, AA Steps, Traditions and Concepts.

6.2.2 Previous service on a non-profit board is preferred, but not required.

¹ Ex-officio (*Latin*) meaning "by virtue of office or position"; An **ex officio member** is a member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office.

- 6.2.3 Knowledge and understanding of, or a commitment to learning, Ohio Revised Code §1702.01 et seq. regarding Ohio nonprofit law is required.
- 6.2.4 All candidates shall disclose/affirm on the AA résumé/application at least all of the following:
 - 6.2.4.1 That he/she is a sober member of Alcoholics Anonymous, actively engaged in the AA recovery program, has a minimum of five (5) years of continuous sobriety and has an AA home group that he/she identifies;
 - 6.2.4.2 Any misdemeanor or felony conviction of a crime of moral turpitude or fraud, theft, embezzlement or similar crime;
 - 6.2.4.3 Any addiction or problem with gambling, gaming, betting, and/or wagering;
 - 6.2.4.4 Sobriety date;
 - 6.2.4.5 Home group;
 - 6.2.4.6 Relevant AA service experience;
 - 6.2.4.7 Relevant work experience; and
 - 6.2.4.8 Relevant education, work and volunteer experience unique to a candidate for Treasurer.
- 6.2.5 The AA résumé/application shall be signed by the Applicant affirming the accuracy of the information provided.
- 6.2.6 Disclosure, as required in 6.2.4.2 and 6.2.4.3, shall not necessarily disqualify a candidate from holding office. The information is requested as the Nominating Committee may only properly perform their function of finding qualified candidates to serve Intergroup if this information is freely disclosed by a potential candidate.
- 6.2.7 The Nominating Committee and Board of Directors will review and evaluate each potential candidate for the IC Board. If the members of the Nominating Committee feel the information a potential candidate has provided in response to 6.2.4.2 and 6.2.4.3 is material and should be disclosed to the IC Representatives, the Committee may only make that disclosure if the potential candidate consents in writing to the disclosure. If the candidate does not consent to the disclosure, that individual will not be included in the list of qualified individuals for nomination to the Board compiled by the Nominating Committee.
- 6.2.8 It is desired the Board reflect the AA community it serves and diversity is a positive attribute of the Board.
- 6.2.9 In keeping with AA's Twelve Steps, Traditions and Concepts, the Nominating Committee is reminded that good service leaders are needed at every level of service and that the best-qualified individuals should be sought for these positions.
- 6.2.10 ICM/Board Treasurer shall be elected directly by IC Representatives. Any candidate for ICM/Board Treasurer shall have knowledge and experience in financial management, banking, financial advising, accounting and/or such other area of industry and study as provides the individual with the unique knowledge necessary to be an effective and efficient Treasurer.

6.3 Nominations.

- 6.3.1 The Nominating Committee shall strive to provide at least three times as many nominees as there are open Director positions to be filled at the upcoming election.
- 6.3.2 Individuals vetted by the Nominating Committee and who have agreed to serve on the Board, if elected, shall be nominated by the Chair of the Nominating Committee at the October ICM.
- 6.3.3 The Nominating Committee shall provide each IC Representative with a copy of each nominated candidate's AA approved résumé/application.

- 6.3.4 An individual may be nominated for a Board position from the floor, provided he/she previously has provided his/her AA résumé/application, in the form adopted by the Board of Directors, to the IC office no later than five (5) business days before the October ICM. The IC office will send an electronic copy of the properly-submitted AA résumé/application to all IC Representatives and Board members. The person to be nominated under this section must bring at least fifty (50) copies of his/her AA résumé/application to the October ICM. Given that the Nominating Committee would not have had an opportunity to vet the potential candidate, all information provided on the AA résumé/application in response to 6.2.4.2 and 6.2.4.3 must be included and disclosed to the IC Representatives.
- 6.3.5 A blank AA résumé/application, in the form adopted by the Board of Directors, may be found on the Intergroup Council website or may be obtained from the Intergroup Council Office.
- 6.3.6 Any eligible individual must be in attendance to accept the nomination at the November ICM unless he/she has notified the Nominating Committee in writing that he/she will accept the nomination, but is unable to attend the November ICM.
- 6.3.7 If the eligible individual is not present and does not send written notification of acceptance, then any nomination made on his/her behalf shall be void.
- 6.3.8 At the November and December ICM, all nominees will present to the IC Representatives an oral résumé of qualifications, not to exceed three minutes. If a nominee's absence is excused as provided in 6.3.6, he/she may provide a written statement to be read at the ICM by the Nominating Committee Chair.

6.4 Quorum of IC.

- 6.4.1 A quorum must be present for all voting at an ICM.
- 6.4.2 A quorum shall be 25% of the number of member groups who had an IC Representative present to at least one ICM in the six (6) months immediately preceding the ICM when voting is to take place. The Membership Committee will be responsible to determine if a quorum is present. (*E.g.*, if a vote is to be taken at the October ICM and the attendance count shows that each of 100 different groups has sent an IC Representative to at least one ICM in the past six months, the quorum would be 25 (twenty-five) members in attendance for a vote to be taken.)

6.5 Voting and Elections.

- 6.5.1 If a quorum is present, election of Directors will take place at the December ICM.
- 6.5.2 If a quorum is not present, elections will be held at the next scheduled ICM regardless of a lack of a quorum.
- 6.5.3 Directors shall take office on the first day of the month immediately following the election.
- 6.5.4 The individual holding the position of the Board Treasurer shall be the only Director elected to serve in a specific position on the Board.
- 6.5.5 Election of Directors, including the Board and IC Treasurer, shall be by the Third Legacy Procedure as set forth in the *AA Service Manual*.

ARTICLE VII. BOARD OF DIRECTORS - ROLES AND RESPONSIBILITIES

The general management of IC, the IC business office and IC finances is vested in the Board. The Board shall also advise and provide counsel and support to IC and IC Committees to ensure IC assists the Alcoholics Anonymous ("AA") groups of the Greater Cincinnati area in carrying the Alcoholics Anonymous message to those who suffer from alcoholism.

7.1 Service Positions.

The officers of the Board of Directors of Intergroup Council shall be as follows:

- a. Chairperson ("Chair");
- b. Vice-Chairperson ("Vice-Chair");
- c. Secretary; and
- d. Treasurer, directly elected to the position by IC Representatives; and
- e. such other officers as the Board of Directors may from time to time designate.

7.2 Responsibilities.

7.2.1 Any IC Board member, 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.

7.2.1.1 Chair. The Chair shall perform the usual functions of the principal corporate officer of a non-profit corporation, including, but not limited to, the following:

- a. Shall attend and preside at all regular and special Board meetings, and call special meetings.
- b. Shall be an ex officio member of all committees.
- c. Shall report on all actions of the Board to the ICM or designate another Director to do so in his/her absence.
- d. Shall represent Intergroup Council at meetings of Member groups, Area Meetings, other Alcoholics Anonymous gatherings and events, and at any other meeting in which Intergroup Council has an interest or should be officially represented.
- e. In lieu of attending any such meeting or event identified in 7.2.1(d) above, the Chair may designate another Board member or other qualified member of Alcoholics Anonymous as a suitable representative.
- f. Shall submit the Treasurer's Reports and Annual Report to the membership via presentation at ICM annually.
- g. Shall supervise the Office Manager as deemed appropriate by the Board of Directors or designate another Director to do so in his/her absence.
- h. May appoint, with the consent of the Board, members of all regular and special Board committees.

7.2.1.2 Vice-Chair. The Vice-Chair shall perform the usual functions of the second ranking corporate officer for a non-profit corporation, including, but not limited to, the following:

- a. In the Chair's absence or upon the Chair's request, shall perform the necessary functions of the Chair as set forth in Article 7.2.1.
- b. Shall conduct orientation of all new Board members.
- c. Shall be an ex officio member of all committees.

- 7.2.1.3 Secretary. The Secretary shall perform the usual functions of a corporate secretary for a non-profit, corporation, including, but not limited to, the following:
- a. Shall be responsible to take minutes of all regular and special Board meetings, revising where necessary, and deliver to all Directors within two weeks after the meeting.
 - b. Shall prepare an agenda for each Board meeting.
 - c. Shall prepare and maintain minutes of all Board meetings, which shall include a record of motions made and actions taken.
 - d. Shall maintain for IC complete and accurate records of all ICMs, as provided by the ICM Secretary, and Board meetings available for inspection at the IC office.
 - e. Shall provide or cause to be provided to Board members all proper notices of Board meetings and ICMs.
 - f. Shall be responsible for maintaining and preserving all IC corporate documents and filings with the state (with the exception of financial reports, which shall be the responsibility of the IC Treasurer).
 - g. Shall maintain a list of all current Board members and positions, together with their mailing addresses, telephone numbers and email addresses, indicating as to each member the date and duration of his/her term.
 - h. At the AA Area 56 level, shall serve as registrar for membership, maintaining a list of member groups including each group's group service number assigned by GSO and contact person.
- 7.2.1.4 Assistant Secretary. The Board shall appoint an Assistant Secretary, who shall perform the usual functions of the Secretary in conjunction with the Secretary or in the Secretary's absence as set forth in Article 7.2.3.
- 7.2.1.5 Treasurer. The Treasurer shall perform the usual functions of the chief financial officer of a non-profit corporation, including, but not limited to, the following:
- a. Shall at all times act in accordance with the IC Financial Policy.
 - b. In accordance with IC's Financial Policy, shall provide for the receipt, custody, control, and safekeeping of all corporate financial records, including, but not limited to, receipts, expenditures, assets, liabilities, and vouchers to facilitate the appropriate and timely audit of IC's financial affairs, and for the bonding of persons authorized to handle corporate funds and finances.
 - c. Shall prepare, or cause to be prepared, and provide to the Board and IC member groups a regular annual budget with monthly accountings with projected and actual financial reports.
 - d. Shall cause an annual financial report to be prepared by an independent accounting firm designated by the Board and shall submit the report to the IC member groups on or before April 1 of each year.
 - e. Shall authorize appropriate IC office personnel to endorse and deposit in IC's bank accounts all checks and drafts payable to IC and deposit all cash receipts.
 - f. Shall provide the IC Facilitator, or any person designated by the IC Facilitator, or chairperson of the Board, with the complete accounting

records of the IC for inspection at a reasonable time and place, but not later than ten (10) business days after the request is made.

- g. Shall be an ex-officio member of the Board's Finance Committee.
- h. Shall be an ex-officio member of all committees authorized to access and/or use IC funds.

7.2.1.6 Assistant Treasurer. The Board shall appoint an Assistant Treasurer who shall perform the usual functions of the second ranking financial officer for a non-profit corporation and in the Treasurer's absence or upon the Board Chair or Treasurer's request, shall perform the necessary functions of the Treasurer as set forth in Article 7.2.1.5.

7.2.2 Each Board member shall perform the usual functions of a non-profit corporate board member and shall attend at least nine (9) monthly Board meetings and three (3) IC meetings per calendar year.

ARTICLE VIII VACANCY OR REMOVAL OF DIRECTOR.

8.1 Vacancy.

8.1.1 If, for any reason, a vacancy occurs on the Board, the Board may, at the next Board meeting, by a majority vote of the remaining Directors, appoint a qualified successor to serve until the next election of Directors.

8.1.2 At the time of the next regular election for Directors, any qualified and properly-nominated individual may run for the balance of the unexpired term of the vacating member.

8.2 Removal. Any voting Director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the voting Board members at a regular or special meeting of the Board. Written notice of the action to remove a Board member shall be given to all Directors, including the affected Board member, at least ten (10) days in advance of the meeting at which the action will be considered. The affected Director shall be provided an opportunity to oppose the removal action at such meeting. Reasons for removal of a Director may include, but are not limited to, failing to maintain sobriety, failure to participate by missing more than four (4) Board meetings or two (2) ICMs annually or the inability to serve the remainder of his/her term.

ARTICLE IX: INTERGROUP OFFICE MANAGEMENT: EMPLOYEES

9.1 Management.

The general management of, authority over, and supervision of the activities of IC are vested in the IC Board. It is intended, however, that the routine work, services, and activities of IC be carried on primarily through volunteers' service to IC and IC office under the general supervision and coordination of a full-time paid Office Manager. The Office Manager shall be an ex-officio voting member of the Board. The Office Manager shall not vote on any matter that has an impact on the position of Office Manager or the Office Manager as an employee of IC such as wages, benefits, etc. and may be asked by the Board to remove him/herself at the

time the Board engages in discussion of said matters or the vote is taken on the matters. Employees other than the Office Manager shall not be eligible to serve on the Board while employed by IC.

9.2 Office Manager and Employees.

9.2.1 A full-time paid Office Manager shall be hired by the Board to manage the IC office under the Board's control, supervised by the Board Chairperson, and assisted to the extent necessary by paid office employees and volunteers.

9.2.2 The qualifications, compensation, authority, responsibilities, and duties of the Office Manager and other IC employees shall be established by the Board, along with the policies and procedures related to their employment.

9.2.3 All persons employed by IC shall be "at will" employees. Therefore, the provisions of ARTICLE VIII "Vacancy and Removal of Directors" above shall never apply to the removal of the Office Manager from the Board.

ARTICLE X: BOARD MEETINGS, ELECTION OF OFFICERS, AND QUORUM OF DIRECTORS

10.1 Election of Officers.

10.1.1 Election of Officers. Following the election of new Board members, the Board shall hold a meeting for the election of the following IC Board officers: Chairperson, Vice Chairperson and Secretary. The IC/Board Treasurer is an IC Board officer and shall be elected directly by the IC Representatives.

10.1.2 Regular Meetings. Directors shall hold regular monthly meetings at such times and places as the Board determines.

10.1.3 Special Meetings. Other than a meeting called for the purpose of removing a board member as provided in Article 8.2, special meetings of the Board may be called by the Chair or other members of the Board, upon three-day advance notice to all Directors. All business transacted at any special meeting of the Board shall be limited to those issues raised in the notice given for the special meeting.

10.1.4 The Board Chair may call meetings conducted by e-mail when exigent circumstances exist making it unreasonable to delay action and unlikely that a quorum for a physical meeting may be had within three (3) days.

10.1.5 In calling a meeting conducted by e-mail, the Chair shall provide notice to all Directors by e-mail, contacting anyone by phone that cannot be reached by email. No meeting shall be conducted by e-mail unless notice of the meeting includes the nature of the exigent circumstances necessitating immediate action. No meeting conducted by e-mail shall be commenced until a majority of all Directors have responded affirmatively that they have received notice and agree that the issue requires immediate action.

10.1.6 To the extent practicable, special meetings conducted by e-mail shall be subject to the same rules of parliamentary procedure as apply at regular meetings.

10.2 Quorum of Directors. While substantial unanimity is always the goal in AA matters, a majority of the elected directors shall constitute a quorum, and Board actions shall be adopted by majority vote, unless otherwise set forth herein. An action or resolution may also be adopted by unanimous consent without a meeting.

10.3 Board Meetings. The IC Board meetings are closed business meetings and generally, only Board Members, Assistant Secretary and Assistant Treasurer may attend. The Board

Chairperson, with the consent of the majority of the Board, may invite guests to attend a meeting. An agenda of an upcoming Board meeting prepared by the Board Secretary will be sent to all IC representatives via email (or other effective electronic means) and posted at the IC Office at least fourteen (14) days in advance of the meeting. Up to three (3) IC representatives may attend the Board meeting provided he/she makes a written request to the Board Chair at least seven (7) days in advance of the meeting and a consensus of the Board consents to the attendance. The IC representatives shall attend as non-participating spectators.

Minutes of the Board meeting shall be sent to ICRs via email and available for review to ICRs at the Intergroup Office.

- 10.4.1 Board committee meetings, such as Human Resources, Finance, etc. or subcommittee or ad hoc committees established by the Board are also closed business meetings attended only by the committee members. The Chairperson of any such committee, with the advice and consent of the majority of the other committee members may invite non-committee members to attend and/or participate in said meetings where appropriate.
- 10.4 Any visitor, non-Board member, may be asked by the Board or committee Chairperson to leave any meeting during the discussion of any sensitive confidential information or during any committee or Board vote.

ARTICLE XI. BOARD OF DIRECTORS & IC COMMITTEES

11.1 Authority.

- 11.1.1 The Board of Directors may act by and through committees, subcommittees and ad hoc committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors.
 - 11.1.2 Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors.
 - 11.1.3 Directors may be appointed to such committees; however, such committees shall be comprised primarily of other IC Representatives who are willing to contribute their time to IC activities in the furtherance of AA's purposes and objectives.
 - 11.1.4 Each IC committee shall have a Board member appointed an ex-officio member of the committee.
- 11.2 Types of Board Committees. There shall be Board committees to facilitate the functions of IC, which may include the following:
- a. Finance;
 - b. Nominating;
 - c. Member Services;
 - d. Human Resources; and
 - e. Operations (including facilities, website, electronic information and knowledge management).

The Board shall make available guidelines for each committee and each committee shall keep an accurate record of all actions taken. Ideally, each committee will maintain a record of all actions taken, lessons learned and expenditures made to pass on to subsequent committee members to use and build upon in serving IC and AA.

11.3 Types of IC Service Committees. There shall be IC service committees to facilitate the functions for AA at the ICM level (as opposed to the Board level). The creation of an IC service committee shall be approved by the Board and may include the following:

- a. Special Events;
- b. 12 Step;
- c. Public Information/Professional & Community Outreach;
- d. Radio Show;
- e. Correctional/Treatment Facilities;
- f. Bridge the Gap;
- g. Additional Needs;
- h. Meeting on Wheels;
- i. Footsteps;
- j. Night Owl;
- k. Grapevine; and
- l. Archivist

The Board shall make available guidelines for each committee and each committee shall keep an accurate record of all actions taken. Ideally, each committee will maintain a record of all actions taken, lessons learned, expenditures made, and other information useful for future members of the committee to pass on to subsequent committee members to use and build upon in serving IC and AA.

- 11.3.1 An IC committee meeting is open to the IC Representatives on the committee and the members of the committee shall determine, by a group conscience, whether a committee meeting will be open or closed to guests.
- 11.3.2 Advance notice of IC committee meetings will be given to the committee members by any agreed effective means of communication such as email, text, U.S. Mail, etc.
- 11.3.3 Each IC committee shall appoint a secretary of the committee to keep accurate records consistent with 11.3 above.

11.4 Meetings of Board Committees and IC Committees.

- 11.4.1 Meetings of the individual Board and IC committees may be held at such times and places as may be determined by a majority of the committee members, by the Chair, or by the Board of Directors.
- 11.4.2 Notice of Board committee meetings shall be given to a committee's members at least five (5) working days in advance of any meeting unless all members agree to a shorter notification.
- 11.4.3 A majority of a committee's membership shall constitute a quorum.

ARTICLE XII. CONFLICTS OF INTEREST

12.1 Entry into Contract or Transaction Involving Conflict of Interest.

The Board shall not enter into any contract or transaction with (a) one or more of its Directors; or (b) an organization in or of which a Director of IC is a director or officer, or in some other way has a material financial interest unless:

- a. That interest is disclosed or known to the Board of Directors;
- b. The Board approves, authorizes, or ratifies the action in good faith;
- c. The approval is by a majority of Directors (not including the interested Director).

12.2 Board Discussion.

The interested Director may be present for discussion to answer questions, may not vote on the matter and may be asked to leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE XIII. INDEMNIFICATION AND INSURANCE

- 13.1 To the full extent permitted by Ohio Revised Code § 1702.12(e), IC shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or current capacity of the person as: a volunteer, agent of a volunteer, member of a service committee, Director, officer, employee or member of a committee of IC or director, officer, partner, trustee, employee or agent of another organization or employee benefit plan who, while a Director, officer, or employee of the Corporation, is or was serving the other corporation at the request of this Corporation or whose duties as a Director, officer, or employee of the Corporation involve or involved such services to the other corporation, against judgments, penalties, fines (including, without limitation, excise tax assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.
- 13.2 Indemnification provided by this article shall continue as to any person who has ceased to act in the capacity identified in Article 13.1 above, shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision. Any benefit realized in addition to this benefit shall apply as a credit against any indemnification provided by this provision.
- 13.3 There shall be no indemnification in the event of a deliberate intent to cause injury or reckless disregard for the best interests of the Corporation on the part of the person who otherwise would be indemnified.
- 13.4 Insurance. The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance covering any person identified in 13.1 above against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE XIV. INTERGROUP COUNCIL FUNDS

14.1 Authority to Borrow, Encumber Assets.

- 14.1.1 No director, officer, agent or employee of IC 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.

- 14.1.2 Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

14.2 Deposit of Funds.

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

14.3 Source of Funds.

- 14.3.1 Funds for IC's activities and operations shall be raised from donations from member groups, individual members of AA, bequests from deceased AA members, IC's events, and the sale of merchandise deemed by the Board of Directors to be appropriate to gaining and maintaining sobriety and/or the objectives of AA. Donations to IC shall be consistent with the 7th Tradition and AA Guidelines established by AA World Service.
- 14.3.2 These funds shall be the source of payments for corporate obligations and operations.
- 14.3.3 The members, directors and officers shall have no personal liability for IC's obligations.
- 14.3.4 No part of IC's funds or other property, income or principal shall ever be paid to or inured to the benefit or pecuniary gain of any volunteer, member, director, officer, or employee of IC or any donor or any other individual who has a personal or private interest in its activities, directly or indirectly, except as reasonable compensation for services rendered.
- 14.3.5 None of IC's funds or property shall be used for or devoted to efforts or propaganda to influence legislation.

14.4 Gifts and Donations.

- 14.4.1 Pursuant to Ohio Revised Code §1702.12(C), and consistent with AA guidelines, unless otherwise provided in IC's Financial Policy, IC may receive or reject property of any description, or any interest in property, by gift, devise, or bequest.
- 14.4.2 IC shall adhere to AA's Concepts and shall remain mindful that while the maintenance of a prudent and ample reserve is necessary and appropriate, IC shall protect against the accumulation of too much money, property and/or assets of any nature so IC shall not become wealthy in any perilous sense.

14.5 Restrictions.

- 14.5.1 The IC representatives, Directors, officers, Board members, committee members, employees and volunteer workers shall, in all their activities, observe and maintain IC's nonprofit, educational, and charitable purposes and status.
- 14.5.2 The IC Representatives, Directors, officers, Board members, committee members, employees and volunteer workers shall make no acquisition, use or disposition of IC's funds, property, services, or facilities for purposes or transactions that would cause IC to lose its status as an exempt organization under the provisions of the Section 501(C)(3) of the Internal Revenue Code, and such activities are expressly prohibited.
- 14.5.3 The Board's actions shall be consistent with Ohio Revised Code §1702.30 (Authority of Directors) as qualified and implemented by IC Financial Policy.

ARTICLE XV. MISCELLANEOUS

- 15.1 Fiscal Year. Unless otherwise fixed by the Board, the fiscal year of the Corporation shall begin on January 1 and end on the succeeding December 31.

15.2 Corporate Seal. The Corporation shall have no seal.

15.3 Promulgation of Policies.

The Board of Directors shall from time to time, in accordance with the principles and traditions of AA, promulgate policies for matters affecting IC including:

- a. Transparency of Board and IC actions and operations;
- b. Anonymity, confidentiality and privacy;
- c. Finance;
- d. Ethics;
- e. Conflict of interest;
- f. Gifts;
- g. Archives;
- h. Document retention and destruction; and
- i. Any additional issues that may arise.

15.4 Attendance at Electronic Meetings.

A member, director, or committee member may participate in a meeting of the Board, Executive Committee or other committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants in real time during the entire meeting.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

16.1 Procedure for Amending Articles of Incorporation by the Board.

- a. The Board may at any time adopt a resolution to amend the Articles of Incorporation.
- b. The adoption by the Board of any resolution to amend the Articles of Incorporation shall be by substantial unanimity (two-thirds [2/3] of the elected Directors).
- c. After adoption, the resolution shall be submitted to the member groups for approval at the next ICM.
- d. Approval of the resolution by the member groups shall be by substantial unanimity [two-thirds (2/3) of the IC Representatives present at the ICM, provided a quorum is present.

16.2 Procedure for Amending Articles of Incorporation by Member Groups.

No proposed amendment to the Articles of Incorporation or Bylaws, procedure for election of Directors by IC Representatives, or any other matter required or addressed by the Articles, Bylaws, or Ohio law shall be considered at any IC meeting unless such items are clearly identified in the notice of the meeting and agenda and such notice and agenda for the meeting are emailed, or mailed by U.S. mail to the IC Representatives with no email access, to the most recent address of IC Representatives at least thirty (30) days prior to the date of the meeting at which a vote will be taken regarding the proposed amendment.

- a. ICM Representatives may adopt a resolution to amend the Articles of Incorporation at an ICM.
- b. Resolutions proposed by IC Representatives shall set forth the names of the IC Representatives so proposing.

- c. The adoption by IC of any resolution to amend the Articles of Incorporation shall be by substantial unanimity [two-thirds (2/3) of the IC Representatives present at the ICM], provided a quorum is present.
- d. After adoption, the resolution to amend shall be submitted to the Board for approval.
- e. Approval of the resolution by the Board shall be by substantial unanimity [two-thirds (2/3) of the elected Directors of the Board].

ARTICLE XVII. AMENDMENT OF BYLAWS

17.1 Procedure for Amending Bylaws by the Board.

- a. The Board may at any time adopt a resolution to amend the Bylaws.
- b. The adoption by the Board of any resolution to amend the Bylaws shall be by substantial unanimity [two-thirds (2/3) of the elected Directors of the Board].
- c. After adoption of a resolution to amend the Bylaws, the resolution shall be submitted to the IC Representatives for approval at the next ICM.
- d. Approval of the resolution by the IC Representatives shall be by substantial unanimity, two-thirds (2/3) of the IC Representatives present at the ICM, provided a quorum is present.
- e. The Board has the authority to amend the Bylaws without the approval of the IC Representatives when such amendments are to correct typographical errors, are intended to clarify a provision, are to eliminate an ambiguity or conflict or are to create consistency.

17.2 Procedure for Amending Bylaws by Member Groups.

- a. IC Representatives may adopt a resolution to amend the Bylaws at an ICM.
- b. Resolutions to amend the Bylaws proposed by IC Representatives shall set forth the name(s) of the IC Representative(s) proposing the amendment.
- c. The adoption of any resolution by ICM to amend the Bylaws shall be by substantial unanimity [two-thirds (2/3) of the IC Representatives present at the ICM], provided a quorum is present.
- d. After adoption by ICM, a resolution to amend the Bylaws shall be submitted to the Board for approval.
- e. Approval of the resolution to amend the Bylaws by the Board shall be by substantial unanimity [two-thirds (2/3) of the elected Directors of the Board].

- 17.3 Notice of a proposed resolution to amend the Bylaws made by the IC Representatives shall be provided to the IC office for posting and sending by email or ordinary US Mail at least thirty (30) days before the next ICM.

ARTICLE XVIII. DISSOLUTION

18.1 Dissolution of the IC Corporation.

Upon dissolution of the Corporation, the officers shall, after the paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation, in such a manner, or to such organization or organizations organized and operated exclusively for charitable and/or educational purposes as shall at the time qualify as an exempt organization or organizations

under section 501(c)(3) of the Internal Revenue Code of 1986. Provided it is consistent with the applicable law, said remaining assets shall be given to AA General Service Office.

18.2 In the event of IC's dissolution or termination, all of its funds and other property remaining after payment of its obligations shall be transferred to the General Service Office of Alcoholics Anonymous.

18.2.1.1 If the General Service Office of Alcoholics Anonymous does not exist, then to an organization in this geographic area (exempt under the provisions of the U.S. Internal Revenue Code) that is engaged in activities substantially similar to those of Intergroup Council.

18.2.1.2 If there is no such organization (as listed in article 18.2.1.1 above), then to one or more municipalities, counties, cities, or towns in the area having a program for assisting alcoholics, to be used for such programs.

18.2.1.3 If this cannot be done (as listed in article 18.2.1.2 above), then such funds and property shall be charged with a charitable public trust to be used in the State of Ohio for charitable and educational purposes, and shall thereafter be so used and administered by a trustee to be appointed pursuant to law in suitable legal proceedings initiated for the purpose by the person or persons dissolving or winding up the affairs of this Intergroup Council.

I, _____, the Secretary of Greater Cincinnati Intergroup Council, Inc., hereby certify and affirm the adoption of these Bylaws by the IC Representatives on the _____ day of _____, 20____.

Dated: _____
Intergroup Council Secretary