

BYLAWS
CENTRAL OREGON INTERGROUP, INC
A NONPROFIT, PUBLIC INTEREST CORPORATION

Central Oregon Intergroup, Inc. (Intergroup) is a nonprofit public interest corporation organized for the purpose of providing and encouraging mutual support and cooperation between the Alcoholics Anonymous (A.A.) groups/meetings – hereinafter referred to as “Groups” – in Central Oregon. Its sole function is to aid the A.A. Groups in their common purpose of carrying the A.A. message to the alcoholic who still suffers.

1. PURPOSE OF BYLAWS

The purpose of these bylaws is to provide for the organization and administration of the intergroup.

2. DUTIES OF INTERGROUP

- 2.1 Act as a forum for information exchange among the Groups.
- 2.2 Elect Committee Chairpersons and coordinate service committees for appropriate activities. Committees formed under this Article shall be accountable to Intergroup. Such committees shall include the following:
 - 2.2.1 AA. Hotline.
 - 2.2.2 Newsletter.
 - 2.2.3 Schedules.
 - 2.2.4 Potluck.
 - 2.2.5 Website.
 - 2.2.6 Sober Fun Activities
 - 2.2.7 Other committees, as may be determined by the Intergroup.

NOTE: See Central Oregon IGR Service Manual

3. MEMBERS & ORGANIZATION

- 3.1 Members of Intergroup (IGR's) shall be comprised of one (1) IGR and one (1) Alternate IGR from each AA Group in Central Oregon. The Alternate IGR shall not vote unless the IGR is absent.
- 3.2 The IGR's and alternate IGR's shall be elected or appointed by the AA Group they represent. It is suggested that each IGR and alternate IGR have at least one (1) continuous year of sobriety.

4. INTERGROUP MEETINGS

- 4.1 Intergroup shall meet on the fourth (4th) Sunday of each month, and/or at other special times as may be determined by the Intergroup, and/or the Intergroup Chairperson provided that an attempt is made to notify all Groups at least seven (7) days in advance of the special meeting.

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- 4.2 Meetings shall be conducted in the location determined by the Intergroup, or the Intergroup Chairperson.

5. MOTIONS, VOTING AND PROXIES

- 5.1 Motions shall be made, seconded, and voted on by IGR's only.
- 5.2 Each Group shall be entitled to one (1) vote on all matters.
- 5.3 The Intergroup Chairperson may not vote, except in the event of a tie.
- 5.4 The presence of a minimum of six (6) IGR's shall be required to establish a quorum.
- 5.5 A sense of the meeting may be determined by the Chairperson as to whether a vote shall be conducted by voice, hand or written ballot.
- 5.6 Voting on motions: a simple majority shall prevail, except for motions made pursuant to Articles 12 and 14, where a two-thirds majority is required for approval.
- 5.7 Voting for positions: a simple majority shall prevail, unless decided otherwise by a majority of those present. If it is decided that a simple majority is unacceptable, or if an election results in the failure to achieve a simple majority, voting shall then be conducted by the Third Legacy Voting Method, as defined in the current edition of the A.A. Service Manual.
- 5.8 Voting shall be for only one (1) motion or position at a time. Multiple part, or contingent motions, shall be separated and voted on as individual motions.
- 5.9 Proxy votes are not allowed. It is the sole responsibility of the individual groups to ensure that they are duly represented at all intergroup meetings.

6. REQUIREMENTS, QUALIFICATIONS AND RESPONSIBILITIES FOR ADVISORY BOARD POSITIONS

The Intergroup shall elect a Board, comprised of four (4) Officers and four (4) Advisors who shall be responsible for the ongoing administration and operations of the Intergroup.

- 6.1 Eligibility requirements for election to the Board shall consist of:
 - 6.1.1 A minimum of two (2) years continuous and current sobriety.
- 6.2 The Board shall consist of the following positions:
 - 6.2.1 **Chairperson.**
 - 6.2.1.1 Shall have previously served as a Board member, Group Recording Secretary, Group Chairperson, or Group Representative, i.e., GSR / IGR.

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- 6.2.1.2 Shall preside over all regular and special Intergroup meetings.
- 6.2.1.3 Shall provide a business agenda for the monthly intergroup meeting.
- 6.2.1.4 Shall be one of the three (3) authorized persons to sign checks, together with the Treasurer and Office Manager.
- 6.2.1.5 Shall be authorized to call special Advisory Board meetings.
- 6.2.1.6 Shall report all actions of the Board to the Intergroup.

6.2.2 **Vice-Chairperson.**

- 6.2.2.1 Shall have previously served as a Board member, Group Recording Secretary, Group Chairperson, or Group Representative, i.e., GSR / IGR.
- 6.2.2.2 Shall assume all duties and responsibilities of the Chairperson at the Advisory Board and intergroup meetings if the Chairperson is absent.
- 6.2.2.3 Shall attend all Oregon Area Assemblies to represent the Intergroup as the budget allows.

6.2.3 **Recording Secretary.**

- 6.2.3.1 Shall have previously served as a Board member, Group Recording Secretary, Group Chairperson, or Group Representative, i.e., GSR / IGR.
- 6.2.3.2 Shall be responsible for all documents and filings, with the exception of financial reports, which concern the Corporation.
- 6.2.3.3 Shall keep complete and accurate records of all Intergroup and Board meetings. Copies of all minutes are to be distributed; one copy for Secretary's file and one copy to the Intergroup Chairperson. In addition, an electronic copy of the IGR meeting minutes is sent to the Webmaster to be posted on the website prior to the end of the month.
- 6.2.3.4 Shall maintain a separate record of motions made and actions taken.
- 6.2.3.5 Shall maintain a list of all current Board members and other Officers and positions, together with their mailing

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addresses, telephone numbers and email addresses, which shows the date and duration of their respective terms.

6.2.4 **Treasurer.**

6.2.4.1 Shall have previously served as a Board member, Group Recording Secretary, Group Chairperson, or Group Representative, i.e., GSR / IGR. Additionally, the Treasurer shall have some prior business and accounting experience. No member may serve as treasurer if convicted of any prior felony for fraud, theft or embezzlement.

6.2.4.2 Shall have charge of all funds belonging to the Intergroup, and shall supervise the keeping and depositing of such funds for and on behalf of the Intergroup in a bank or banks to be designated by the Board.

6.2.4.3 Shall prepare monthly accounting statements for publication and distribution at monthly IGR meetings. The accounting statement should be approved by the Advisory Board.

6.2.4.4 Shall prepare or shall hire (with Board approval) an outside accountant to prepare, any applicable tax forms or other financial reports as required by law.

6.2.4.5 Shall provide the Intergroup Chairperson, or any person designated by the Intergroup Chairperson, with the complete accounting records of the Intergroup for inspection at a reasonable time and place, but not later than 10 business days after the request is made.

6.2.4.6 Provide a monthly budget status report.

6.2.5 **Advisory Board Members:**

6.2.5.1 Shall have previously served as a Group Recording Secretary, Group Chairperson, or Group Representative, i.e., GSR / IGR.

6.2.5.2 Shall consist of Four (4) members in Central Oregon who are not currently serving an Intergroup Committee Chair.

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7. ADVISORY BOARD RESPONSIBILITIES

The Board's responsibilities shall include the activities listed below, and others, as may be determined by the Intergroup:

- 7.1 Act as a finance and budget committee.
 - 7.1.1 Shall develop a yearly recommended budget for approval by the Intergroup.
 - 7.1.2 Shall track and report progress against the approved budget to the Intergroup each month.
 - 7.1.3 Shall select the banking institution used by Intergroup.
- 7.2 Act on behalf of the Intergroup in emergency matters.
- 7.3 Meet monthly, generally prior to the regular Intergroup meeting, or at other times as may be determined by the Intergroup Chairperson.
- 7.4 Maintain and support a central office site in which the Groups may purchase literature and other supplies, and from which the Central Oregon A.A. Hotline can be managed.
- 7.5 Enter into contracts for the management of the central office, and hire other agents as needed.

8. ADVISORY BOARD ELECTIONS, RESIGNATIONS, VACANCIES AND TERMINATIONS

- 8.1 Subject to the qualifications listed in Article 6, any active member of a Group in Central Oregon may stand for election to an available position. Nominations may also be made from the floor at the regular November Intergroup meeting. A person may stand, or be nominated for more than one position, but may serve only in the position to which first elected.
- 8.2 A person standing or nominated for election to a position shall present him/herself in person for interview by the Intergroup prior to the election. This shall occur either at the meeting held prior to the election, or at the meeting during which the election is scheduled to occur.
- 8.3 The terms of each position shall be for two (2) years. No Advisory Board Member shall be re-elected for a consecutive term to the same position.
- 8.4 Elections for each position on the Board shall be held at the last meeting of the calendar year:

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- 8.4.1 The Chairperson and Recording Secretary shall be elected in even numbered years and shall assume office at the following January meeting.
- 8.4.2 The Vice-Chairperson and Treasurer shall be elected in odd numbered years and shall assume office at the following January meeting.
- 8.4.3 Two (2) of the four (4) Advisors shall be elected in even numbered years and two (2) shall be elected in odd numbered years and each shall assume office at the January meeting following their election.
- 8.5 A Board member may resign at any time by delivering written or oral notice at any Board meeting. The resignation is effective immediately, unless the notice specifies a later effective date. The resignation of a Board member who is also an IGR shall not affect the member's rights as a Group representative, and shall not constitute a withdrawal of the IGR. Resignations shall be filled by special election at the second regularly scheduled Intergroup meeting following the effective date of the resignation, or at such later time as may be designated by Intergroup. The newly elected Board member shall fulfill the unexpired term of the resigned position. They shall also have the same qualifications required for the position being filled.
- 8.6 Vacancies shall be defined as: the absence by any Board member for any two consecutive, regularly scheduled meetings without prior notification to the Chairperson or the Secretary. At the meeting following the two consecutive absences, subject to confirmation by the Secretary, the position shall be declared vacant. Vacancies shall be filled by special election at the second regularly scheduled Intergroup meeting following the effective date of the vacancy, or at such later time as may be designated by Intergroup. The newly elected Board member shall fulfill the unexpired term of the vacancy position. The newly elected Board member shall also have the same qualifications required for the position being filled.
- 8.7 A member may make a motion to terminate any member of the Board. Such a motion may be introduced at any regular or special intergroup meeting. The position will be declared vacated upon affirmative vote by a two-thirds majority of those eligible to vote at that meeting. Notification shall then be made to all groups to allow sufficient time to seek qualified replacements, and an election shall be held for a substituted member or officer at the second regularly scheduled Intergroup meeting following the

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declaration of vacancy. The newly elected member or officer shall fulfill the unexpired term of the vacated position. Nominees shall have the same qualifications required for the position being filled.

9. INDEMNIFICATION OF ADVISORY BOARD

Intergroup shall indemnify each of its Board Members and Officers to the fullest extent possible under Oregon law, as the same exists or may hereafter be amended, against all liability, loss and costs (including, without limitation, attorney fees) incurred or suffered by such person by reason of or arising from the fact that such person is or was a Board member or Officer. The indemnification provided in this section shall not be exclusive of any other rights to which any person may be entitled under any statute, by law, agreement, resolution of members or officers, contract, or otherwise.

10. AMENDMENTS

The members may amend or repeal the provisions of these bylaws by action resulting from a motion passed by affirmative vote by a two-thirds majority of those eligible to vote at that meeting. Any such revision shall be noted by the secretary and shall be attached to these bylaws. In the event of substantial amendment, the secretary shall restate the bylaws in their entirety. Copies of the new bylaws shall be provided to all Advisory Board Members. A copy shall also be filed at the Central Office and on the Intergroup Website (COIGAA.org) for review by any member. If notification to any outside party is required, the Secretary shall complete and provide such documents as may be necessary to comply with those requirements.

11. SEVERABILITY

The invalidity or unenforceability of any provision or Article of these bylaws shall not affect the validity or enforceability of the remaining provisions or Articles.

12. HEADINGS

Headings in these bylaws are for convenience only and shall not affect its meaning.

