

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

SECOND AMENDMENT TO BYLAWS

THIS AMENDMENT IS MADE THIS 27TH DAY OF JANUARY, 2002, BY THE MEMBERS OF THE CENTRAL OREGON INTERGROUP, INC., CREATED BY THE ARTICLES OF ORGANIZATION FILED ON JANUARY 20, 1999, GOVERNED BY THE BYLAWS DATED SEPTEMBER 30, 1999, AND AS AMENDED ON AUGUST 27, 2000.

1. PURSUANT TO THE PROVISIONS OF THE ARTICLE ENTITLED "AMENDMENTS", PAGE 9 OF THE BYLAWS, THE MEMBERS HAVE THE AUTHORITY TO AMEND THE BYLAWS AS A RESULT OF AFFIRMATIVE VOTE.
2. THE MEMBERS HEREBY REVOKE THE BYLAWS, AS IN INCONSISTENT OR AT VARIANCE WITH THE FOLLOWING ARTICLES AND PROVISIONS OF THIS SECOND AMENDMENT, AND SUBSEQUENTLY ON THE FOLLOWING PAGES RESTATE THE CENTRAL OREGON INTERGROUP, INC., BYLAWS, AMENDED IN ITS ENTIRETY.

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CENTRAL OREGON INTERGROUP, INC
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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 “Group/s” – 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 an information exchange among the Groups.
 - 2.1.1 Publish and distribute Group meeting directories for Central Oregon.
 - 2.1.2 Provide guidance for, and coordinate Service Workshops.
- 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 Answering service.
 - 2.2.2 12 Step volunteers.
 - 2.2.3 Newsletter.
 - 2.2.4 Entertainment.
 - 2.2.5 Other committees, as may be determined by the Intergroup.

3. MEMBER & ORGANIZATION

- 3.1 Members of Intergroup shall be comprised of one (1) regular representative and one (1) alternate representative from each AA Group in Central Oregon. The alternate shall not constitute an additional member, but rather shall represent the Group in the absence of the regular representative.
- 3.2 The Intergroup representatives and alternates shall be duly elected or appointed by the AA Group they represent. It is suggested that each representative and alternate have at least one (1) continuous and current year of sobriety.
- 3.3 Representatives and/or alternates shall be willing to serve on committees, or as chairpersons of committees for such events and services as may be determined by the Intergroup.

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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, or the Intergroup Chairperson.
- 4.2 Meetings shall be conducted in the cafeteria of the Redmond Hospital, or at other places as may be determined by the Intergroup, or the Intergroup Chairperson.

5. MOTIONS, VOTING AND PROXIES

- 5.1 Motions shall be made, seconded, and voted on by members only
- 5.2 Each Group shall be entitled to one (1) vote on all matters.
- 5.3 Each Board Member, with the exception of the Intergroup Chairperson, shall have one (1) vote, but may not vote both as an Officer and as a Group representative. The Intergroup Chairperson may not vote, except in the event of a tie.
- 5.4 A chairperson of a committee formed under the provision of Article 2.2 may not vote, unless he/she is also a Group representative.
- 5.5 The presence of a minimum of six (6) members shall be required to establish a quorum. For the purpose of establishing a quorum, Board Members shall not count unless they also represent a Group.
- 5.6 A sense of the meeting will be first used to determine whether a vote shall be conducted by voice, hand or written ballot.
- 5.7 Voting on motion: a simple majority shall prevail, except for motions made pursuant to Articles 12 and 14, where a two-thirds majority is required for approval.
- 5.8 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.
- 5.9 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.
- 5.10 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.

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6. ADMINISTRATION

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

- 6.1 Act as a finance and budget committee.
- 6.2 Act on behalf of the Intergroup in emergency matters.
- 6.3 Meet monthly, generally prior to the regular Intergroup meeting, or at other times as may be determined by the Intergroup Chairperson.
- 6.4 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.
- 6.5 Enter into contracts for the management of the central office, and hire other agents as may, from time to time, be necessary.

7. ADMINISTRATION

- 7.1 Eligibility requirements for election to the Board shall consist of:
 - 7.1.1 A minimum of two (2) years continuous and current sobriety.
 - 7.1.2 Active membership in a Group in Central Oregon.
- 7.2 The Board shall consist of the following positions:
 - 7.2.1 Officers
 - 7.2.1.1 One (1) Chairperson.
 - 7.2.1.2 One (1) Vice-Chairperson.
 - 7.2.1.3 One (1) Recording Secretary.
 - 7.2.1.4 One (1) Treasurer.
 - 7.2.2 Advisors: Four (4) members of a Group in Central Oregon who are not chairpersons of a service committee formed under Article 2.2.

8. ELECTIONS, TERMS, RESIGNATIONS AND VACANCIES

- 8.1 Subject to the qualifications listed in Article 7.1 and Article 10, any active members of a Group in Central Oregon may stand for election to an

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available position. Nominations by members may also be made from the floor at the regular Intergroup meeting immediately preceding the last regular meeting of the calendar year. 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 Officer or at-large Advisor shall be re-elected for a consecutive term to the same position.
- 8.4 Elections for each position on the Board, other than those for vacancies created under Articles 8.5 and 8.6, shall be held at the last meeting of the calendar year:
- 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 a Group representative shall not affect the member's rights as a Group representative, and shall not constitute a withdrawal of the representative. 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 substituted Board member shall fulfill the unexpired term of the resigned position. The substituted Board member shall also have the same qualifications required for the position being filled.

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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 resignation, or at such later time as may be designated by Intergroup. The substituted Board member shall fulfill the unexpired term of the resigned position. The substituted Board member shall also have the same qualifications required for the position being filled.

9. FINANCIAL AUTHORITY

- 9.1 Subject to approval by the Intergroup, the Manager/Consultant may spend up to a fixed amount per month on the purchase of inventory and supplies. Such amount shall be reviewed and approved annually at the first meeting of each calendar year.
- 9.2 Subject to approval by the Intergroup, the Board may spend up to a fixed amount per month in additional discretionary funds. Such amount shall be reviewed and approved annually at the first meeting of each calendar year.
- 9.3 At no time, is the Manager/Consultant or the Board allowed to spend any funds for expenses on matters not involving customary and budgeted expenditures without specific approval by the Intergroup.

10. ADVISORY BOARD OFFICERS' QUALIFICATIONS AND RESPONSIBILITIES

10.1 Chairperson:

- 10.1.1 In addition to the qualifications listed in Article 7.1, the Chairperson shall have previously served as a Board member, Group secretary, or Group representative.
- 10.1.2 Shall preside over all regular and special intergroup meetings.
- 10.1.3 Shall prepare a business agenda for the monthly intergroup meeting.
- 10.1.4 Shall be one of the three (3) authorized person to sign checks, together with the Treasurer and Office Manager.

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- 10.1.5 Shall be authorized to call special meetings, provided that an attempt is made to notify all Groups at least seven (7) days in advance of the special meeting.
- 10.1.6 Shall report all actions of the Board to the Intergroup.
- 10.2 Vice-Chairperson
- 10.2.1 Shall have the same qualifications as those for the Chairperson in Article 10.11.
- 10.2.2 Shall assume all duties and responsibilities of the Chairperson at the intergroup meetings if the Chairperson is absent.
- 10.2.3 Shall attend all Oregon Area Assemblies to represent the Intergroup.
- 10.3 Secretary
- 10.3.1 In addition to the qualifications listed in Article 7.1, the recording secretary shall have served as a member of the Intergroup, or shall have other A.A. service experience.
- 10.3.2 Shall be responsible for all documents and filings, with the exception of financial reports, which concern the Corporation.
- 10.3.3 Shall keep complete and accurate records of all Intergroup and Board meetings. Copies of all minutes are to be distributed as follows: original for Secretary's file; one copy to Intergroup Chairperson; one copy to Treasurer; one copy to Central Office for file and reproduction and distribution to each group. Copies of the minutes shall be delivered to the Intergroup Chairperson and the Office Manager/Consultant by the next meeting.
- 10.3.4 Shall maintain a separate record of motions made and actions taken thereon.
- 10.3.5 Shall maintain a list of all current Board members and other Officers and positions, together with their mailing addresses, telephone numbers and email addresses, which shows the date and duration of their respective terms.
- 10.4 Treasurer
- 10.4.1 In addition to the qualifications listed in Article 7.1, the treasurer shall have served as a member of Intergroup or have other A.A. service experience. 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.

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- 10.4.2 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.
- 10.4.3 Shall prepare proper monthly accounting statement for publication.
- 10.4.4 Shall prepare, or shall hire an outside accountant to prepare, any applicable tax forms or other financial reports as required by law.
- 10.4.5 Shall be an ex-officio member of all committees authorized to handle funds.
- 10.4.6 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.

11. OFFICE MANAGER/CONSULTANT

- 11.1 Shall have a minimum of two (2) years of continuous sobriety, and be an active member of A.A.
- 11.2 Shall have prior experience with twelve-step work.
- 11.3 Shall have some prior business and accounting experience. No member may serve as office manager if convicted of any prior felony for fraud, theft or embezzlement.
- 11.4 Shall be responsible for the effective operation of the central office under the guidance of Intergroup as outlined in these bylaws and as defined by a service contract, if any.
- 11.5 Shall coordinate the hotline with the hotline committee chairperson.
- 11.6 Shall consult and coordinate with Intergroup, especially with the Chairperson and Treasurer.
- 11.7 Shall supervise and assign duties to volunteer help.
- 11.8 Shall perform all business of the central office including, but not limited to, ordering appropriate supplies and inventory, establishing office hours, coordinating office volunteers, and providing the treasurer with accounting summaries of monthly financial activity.

12. TERMINATION OF BOARD MEMBERS

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

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

13. 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 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.

14. 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 the Chairperson, Secretary, and Treasurer. A copy shall also be filed at the Central Office 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.

15. 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.

16. HEADINGS

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

17. GOVERNING LAW

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These bylaws shall be governed by Oregon Law.

Attested:

Title: Chairperson

Date

Title: Recording Secretary

Date

Title: Treasurer

Date

ORIGINAL BYLAWS