

# DRAFT . 11 - 10 - 25

## BYLAWS

### **MONTEREY BAY AREA INTERGROUP of ALCOHOLICS ANONYMOUS**

(A California Nonprofit Corporation)

#### **ARTICLE I. OFFICES**

The principal offices (hereinafter referred to as the Central Office) of the Monterey Bay Area Intergroup of Alcoholics Anonymous (hereinafter referred to as MBAIAA) for the transaction of its business are in the City of Monterey, County of Monterey, State of California.

#### **ARTICLE II. PURPOSES**

##### **Section 1**

The purposes of MBAIAA are to carry the message of Alcoholics Anonymous (AA) to those individuals who suffer from alcoholism, to assist in the recovery of alcoholics; to assist individual AA groups in these endeavors where they cannot do this for themselves; and to supervise the operation of the Central Office.

##### **Section 2**

- (a) MBAIAA may perform such other AA services as its members may direct.
- (b) MBAIAA shall follow the Traditions suggested by AA.

#### **ARTICLE III. MEMBERSHIP**

##### **Section 1**

Any AA group may become an MBAIAA member and shall receive all services afforded by MBAIAA.

##### **Section 2**

While it should be incumbent upon any **member group** to ensure Intergroup Representative representation at all MBAIAA Intergroup Representatives meetings

and to support MBAIAA through group contributions, such representation and financial support are not requisites for membership.

## ARTICLE IV. INTERGROUP REPRESENTATIVES

### Section 1

Each **member group**, regardless of its size or number of **units members**, is represented by one Intergroup Representative or one alternate Intergroup Representative, elected by the group.

### Section 2

The individuals elected to the status of Intergroup Representative should be those who desire to be of service and who are willing to carry out their obligations to the best of their abilities in the spirit of unity and cooperation.

### Section 3

It is recommended that Intergroup Representatives should have at least six (6) months of continuous sobriety.

### Section 4

No person shall act as an Intergroup Representative for more than one group.

## ARTICLE V. RESPONSIBILITIES AND POWERS OF INTERGROUP REPRESENTATIVES

### Section 1

Each Intergroup Representative shall have the following responsibilities:

- (a) To attend all Intergroup Representatives meetings;
- (b) To inform **his-or-her their** alternate Intergroup Representative or group if unable to attend an Intergroup Representatives meeting so that the alternate may exercise the member's voting rights as herein provided;
- (c) To solicit group conscience for voting instructions pertaining to MBAIAA policies or any changes therein;
- (d) To receive written complaints, criticisms, recommendations, etc., from **his-or-her their** group relative to the operation of MBAIAA and its Central Office, and to present these items to the Chairperson, the Central Office **Secretary Administrator**, or any member of the Board of Directors (hereinafter referred to as the Steering Committee) for disposition as indicated in these Bylaws;

(e) When requested and practicable, to assist the Steering Committee members in carrying out the duties of their respective offices.

## Section 2

Each Intergroup Representative shall have the power to exercise the voting privilege of the **member group** at the Intergroup Representatives meetings as provided in these Bylaws.

# ARTICLE VI. REGULAR AND SPECIAL INTERGROUP REPRESENTATIVES MEETINGS

## Section 1. Purpose

Regular and special Intergroup Representatives meetings are established for the purpose of setting policies and procedures for MBAIAA and exercising financial control of the funds of MBAIAA.

## Section 2. Time and Day of Meetings

Intergroup Representatives meetings shall be held as follows:

- (a) The regular Intergroup Representatives meeting shall be held at 7:00 pm on the second Tuesday of each month.
- (b) Special Intergroup Representatives meetings may be called by the Steering Committee or by any fifteen (15) Intergroup Representatives, as necessary in an emergency provided that all Intergroup Representatives are notified at least forty-eight (48) hours in advance of the meeting.

## Section 3. Composition

The Intergroup Representatives, or their alternates, and the Steering Committee are the voice and voting membership of the Intergroup Representatives meetings except as herein otherwise provided.

## Section 4. Roll Call

~~The Intergroup Representatives, or their alternates, and The Steering Committee are the voice and voting membership of the Intergroup Representatives meetings except as herein otherwise provided.~~

The Intergroup Representatives, or their alternates, and the Steering Committee members shall answer by roll call at each monthly meeting or special meeting in order to participate.

## Section 5. Quorum

A quorum shall be established when ~~(2/3)~~ two thirds (2/3) of the number of members in attendance at the last monthly meeting are present; but in no event shall this number be less than fifteen (15) members.

## Section 6. Voting

Regardless of the number of service offices an individual may hold within MBAIAA, no person may cast more than one vote. Proxy votes are not authorized at any time.

## Section 7. Powers

In addition to any other powers provided in these Bylaws, the Intergroup Representatives meetings shall have the following powers:

(a) To hire and discharge the Central Office **Secretary Administrator** and to set wages and other remuneration, if any, and in addition to those outlined in these Bylaws may establish other responsibilities for said **Secretary Administrator**.

**[Change (b) to (d)]** To remove any member of the Steering Committee for wrongdoing connected with his or her MBAIAA office, provided that no member of the Steering Committee shall be removed by a vote of less than two-thirds (2/3) of the voting membership present at the meeting at which said matter is considered;

**[Change (c) to (e)]** To overrule any decision of the Steering Committee that is contrary to the best interest of AA (this action may be taken by a majority vote of the voting membership present at the meeting at which said matter is considered);

**[Change (d) to (b) and (c)] :**

**(b)** To elect the members of the Steering Committee by a majority of the voting membership present ~~at the regular meetings as~~ specified in Article VII, Section 6,

**(c)** ~~and~~ To fill any vacancy of the Steering Committee by a ~~like~~ majority at any meeting ~~at which such matter is to be considered where this issue is discussed~~, as provided in these bylaws.

# ARTICLE VII. STEERING COMMITTEE

## Section 1. Purpose

The Steering Committee shall conduct the routine business of MBAIAA, carry out the policies and procedures of MBAIAA as established at the Intergroup Representatives meetings, and prepare an agenda for the Intergroup Representatives meetings.

## Section 2. Time and Place of Meeting

The Steering Committee shall meet at least once a month at the Central Office ~~or at the location of their choosing or by video conference~~ on a date and time to be determined by their own membership and at such other times as the Chairperson, or any two Steering Committee members, may request, provided that at least one week's notice is given to each member of the Steering Committee.

## Section 3. Composition

The voice and voting membership of the Steering Committee shall consist of a Chairperson, Treasurer, and Recording Secretary, each of whom shall have a minimum of two (2) years continuous sobriety; the PI/CPC Committee designated member, and ~~the two (2)~~ Twelfth Step Committee designated ~~member members~~, each of ~~who whom~~ shall have a minimum of one (1) year continuous sobriety; and six (6) Intergroup Representatives at Large, each of whom shall have a minimum of one (1) year of continuous sobriety. The Central Office ~~Secretary Administrator~~ shall also be ~~a an-Ex-Officio~~ member of the Steering Committee ~~with a voice but no vote, but may not vote when a conflict of interest exists~~.

## Section 4. Quorum

A quorum is established when ~~five (5)~~ ~~seven (7)~~ of the voting membership are present.

## Section 5. Voting

- (a) A majority of the voting membership present is required for disposition of any matter brought before a duly authorized Steering Committee meeting.
- (b) Regardless of the number of service offices a member of the Steering Committee may hold, no member may cast more than one vote.
- (c) Proxy votes are not authorized at any time.

## Section 6. General Qualifications

- (a) All members of the Steering Committee shall be knowledgeable in the function of MBAIAA and shall have had previous service experience as Intergroup Representative, group secretary, or other group officer within the AA service structure.
- (b) No person, ~~except for the Central Office Administrator~~, shall serve more than two (2) full consecutive terms in any one position on the Steering Committee, except that any person who fulfills ~~an-unexpired-a partial~~ term is eligible to serve two (2)

more full consecutive terms. No person shall serve more than three (3) consecutive terms in any capacity on the Steering Committee.

## Section 7. Elections

Except as otherwise specified within these Bylaws, Steering Committee members shall be elected and installed in the following manner:

- (a) The Treasurer, Recording Secretary, three (3) Intergroup Representatives-at-large, PI/CPC Chairperson, and **two (2) Twelfth Step Committee Chairperson Members** shall be elected as the final matter of new business at the regular Intergroup Representatives meeting in July of each year.
- (b) The Chairperson and three (3) Intergroup Representatives-at-large shall be elected as the final matter of business at the regular Intergroup Representatives meeting in January of each year.
- (c) All Steering Committee members shall serve for a period of one (1) year.

## Section 8. Responsibilities

- (a) Steering Committee members shall attend all Intergroup Representatives and Steering Committee meetings and may submit and approve agenda items for the Intergroup Representatives meetings
- (b) The Steering Committee as a body shall conduct the routine business of MBAIAA and carry out the policies and procedures established at the Intergroup Representatives meetings.
- (c) The Steering Committee shall act as herein provided on any complaints, criticisms, recommendations, etc., that may be presented to it.
- (d) The Steering Committee shall not approve any expenditure in excess of five hundred dollars (\$500.00) unless such expenditure is specified in the authorized budget.
- (e) The Steering Committee shall record minutes of each meeting and place them in a master file at the Central Office. Such files shall be open to inspection by any AA member.
- (f) The Steering Committee shall have the right to make decisions in all matters requiring immediate or emergency action, but in no case shall they set permanent policy or procedures for MBAIAA or authorize expenditures except as specified above.
- (g) All meetings of the Steering Committee shall be open to any AA member, but no individual shall have a right to voice or vote except as herein provided where a complaint or grievance has been received affecting that individual and the matter has been placed on the agenda for consideration at that meeting.

- (h) Whenever the Chairperson or any member of the Steering Committee receives a complaint or grievance concerning any AA or MBAIAA member upon which action is requested, all interested persons shall be notified one (1) week in advance of the time and place at which said matter is to be considered, and all such interested parties shall have the right to be heard before any action is taken by the Steering Committee.
- (i) Any AA or MBAIAA member affected by any action taken by the Steering Committee may take the matter before the regular Intergroup Representatives meeting for consideration by the MBAIAA voting membership. Once a matter has been taken before the Intergroup Representatives meeting and a decision made by the voting membership, it may not be reconsidered for six (6) months.
- (j) The Steering Committee shall ensure that an informal impartial audit of all MBAIAA financial records be conducted annually within sixty (60) days of the close of the fiscal year. **The fiscal year is January through December.**

## ARTICLE VIII. ELECTED SERVICE MEMBERS

The individual members of the Steering Committee shall have additional responsibilities and possess additional qualifications for these elective service offices as delineated herein.

### Section 1. Chairperson

- (a) The Chairperson shall have a minimum of two (2) years sobriety.
- (b) The Chairperson shall preside over all Intergroup Representatives meetings, Steering Committee meetings, and Budget Committee meetings.
- (c) The Chairperson shall accept all written complaints, criticisms, recommendations, etc., and present them to the Steering Committee for further action as provided herein.
- (d) The Chairperson shall supervise the operation of the Central Office.
- (e) The Chairperson shall be elected for a term of one (1) year but can be reelected for one additional year.
- (f) The Chairperson shall remain completely impartial at all Intergroup Representatives meetings and shall not vote at these meetings except to break a tie vote. ~~He or she~~ **They** may summarize, without bias, the pros and cons of all issues and motions presented for decisions at the meetings.
- (g) The Chairperson is authorized to appoint committees for special one-time functions as ~~he or she~~ **they** may deem necessary, and to appoint such other committees as the membership of the Intergroup Representatives meetings may direct.

## Section 2. Treasurer

- (a) The Treasurer is responsible for the accurate accounting of all MBAIAA receipts and expenditures and shall itemize all such receipts and expenditures in accord with the categories and particulars of the MBAIAA budget.
- (b) The Treasurer shall work with Central Office staff to ascertain that accepted standard accounting practices and procedures are followed.
- (c) The Treasurer shall submit each month to the MBAIAA voting membership an itemized report of MBAIAA receipts and expenditures and a list of contributions received from each **member group** for the previous month and for the year to date.
- (d) The accounting records shall not be removed from the Central Office.
- (e) The Treasurer shall be elected by a simple majority vote of the voting membership present at the Intergroup Representatives meetings.
- (f) **The Treasurer and the Central Office Administrator are responsible for hiring a professional tax service to prepare and file all MBAIAA quarterly and annual payroll reports and returns with the IRS and California EDD; for paying monthly, quarterly and annual payroll and sales tax deposits; for preparing and filing all annual reports and forms and paying any required filing fees, as required by the IRS, California Franchise Tax Board, California Office of the Attorney General, and California Secretary of State, in order to maintain legal Nonprofit Corporation status.**
- (g) The Treasurer shall perform the duties of the Chairperson in the event of the Chairperson's absence. If the Chairperson is unable to complete the term of office the Treasurer shall act as Chairperson until a replacement is elected at the next scheduled Intergroup meeting.

## Section 3. Recording Secretary

- (a) The Recording Secretary shall maintain all minutes and procedural records and shall place said records in the Master File of Minutes in the Central Office.
- (b) The Recording Secretary shall distribute the minutes of the previous meeting to the MBAIAA voting membership for review in advance of the next IGR Representatives meeting.

## Section 4. Intergroup Representatives-at large

- (a) The Intergroup Representatives-at-large shall make themselves available to the MBAIAA membership, informing members and groups of the opportunities and services available to them.
- (b) The Intergroup Representatives-at-large shall attend all Steering Committee and Intergroup Representatives meetings and shall have the power of voice and vote at all such meetings and shall exercise all other powers and duties given to them by these Bylaws.
- (c) The Intergroup Representatives-at-large shall serve on the Audit Committee.

(d) There shall be at least one (1) Intergroup Representative-at-large serving on each ad hoc committee including but not limited to the Unity Day, ~~Alkathon~~, and Holiday Banquet Committees.

## ARTICLE IX. CENTRAL OFFICE ~~SECRETARY~~ ADMINISTRATOR

(a) Under the supervision of the Steering Committee Chairperson the Central Office ~~Secretary Administrator~~ is responsible for the efficient administration and operation of the Central Office as outlined in these Bylaws. Such responsibility shall not be delegated to any other person.

(b) The ~~Secretary Administrator~~ shall provide receipts for all moneys received in the Central Office, shall make timely deposits in the bank, and shall give such deposit slips and receipts to the Treasurer.

(c) The ~~Secretary Administrator~~ shall not exceed the authorized budget for the operation of the business office without prior approval of the Budget Committee.

(d) The ~~Secretary Administrator~~ shall be the Central Office Librarian.

(e) The ~~Secretary Administrator~~ is the editor and publisher of the MBAIAA Newsletter.

(f) The ~~Secretary Administrator~~ shall be an AA member and shall have maintained at least five (5) years continuous sobriety, shall have had experience in the AA service structure, and shall display a reasonable knowledge of AA traditions and the Third Legacy of AA Service.

(g) The ~~Secretary Administrator~~, with prior approval of the Intergroup Representatives, may be reimbursed for travel expenses to and from regional and national meetings attended.

(h) The ~~Secretary Administrator~~ shall report on the activities of the Central Office at each regular Intergroup Representatives meeting.

(i) The ~~Secretary Administrator~~ is responsible for the effective utilization of Central Office volunteer personnel.

(j) The ~~Secretary Administrator~~ shall accept all written complaints, criticisms, etc., and not take action thereon, but shall refer them to the Steering Committee for consideration as provided within these Bylaws.

(k) The ~~Secretary Administrator~~ shall be a member of the ~~Steering Committee and the Budget Committee~~.

(l) A detailed job description for the Central Office ~~Secretary Administrator~~ shall be maintained on file in the Central Office. In addition to the duties, this job description will address the ~~Secretary's Administrator's~~ entitlements. It will be periodically reviewed for additions or deletions whenever required

# ARTICLE X. PERMANENT COMMITTEES

## Section 1. Budget Committee

- (a) The Budget Committee is established to prepare and present to the voting membership at the regular Intergroup Representatives meeting a twelve (12) month budget for the operation of the MBAIAA Central Office.
- (b) The members of the Budget Committee shall be the Steering Committee Chairperson, who shall act as Chairperson of the Budget Committee, the Treasurer, two members elected to this committee at the **annual regular** Intergroup Representatives meeting in July, and the Central Office **Secretary. Administrator.**
- (c) The Budget Committee shall first establish a budget based on MBAIAA receipts and expenditures for the preceding thirty-six (36)-month period and on any fixed expenses and shall establish other items of expenditure as it may deem necessary.
- (d) The Budget Committee shall meet periodically at the place of its choosing and at a time and date that assure a timely budget for presentation to the voting membership at the Intergroup Representatives meetings **starting in November.**
- (e) All members of the Budget Committee shall have both voice and vote, and a simple majority is required for approval of any items brought before it.
- (f) The budget shall become effective upon approval of the majority of the voting membership at the regular Intergroup Representatives meeting and shall not be exceeded or changed except as provided for within these Bylaws.

## Section 2. Twelfth Step List Committee

This committee shall be composed of the Central Office **Secretary Administrator** and two AA members who reside within MBAIAA's area of representation.

**The Two** (2) members shall be elected and installed by the Intergroup Representatives as the final matter of new business at the regular Intergroup Representatives meeting in July of each year. **Whenever possible a female will be chosen to supervise the women's phone list and a male will be chosen to supervise the men's phone list. A chairperson will be elected from among the members on the committee.** It is recommended that these members have a minimum of one (1) year continuous sobriety. This committee's duties are to keep the list of AA members available for Twelfth Step calls up to date.

They should review this list monthly and correct the list quarterly. In addition, they should ensure that the answering service staff is fully informed on Twelfth Step call procedures, **and has the current phone list.**

### Section 3. Public Information and Cooperation with the Professional Community Committee (PI/CPC)

The PI/CPC Committee shall consist of at least three (3) AA members who geographically represent the area covered by MBAIAA. They shall be elected in the same manner as the Twelfth Step Committee.

PI/CPC Committee members shall be charged with furnishing AA information to the general public and concerned professional community in accordance with the Principles and Traditions of AA. The Central Office Secretary shall refer to all requests for speakers to said committee. The committee shall render a report at each regular Intergroup Representatives' meeting concerning its activities.

### Section 4. Parliamentarian

A Parliamentarian may be appointed to assist in presiding at Intergroup Representatives and Steering Committee meetings. In any matter involving procedure, the Chairperson may refer the matter to the Parliamentarian, and the decision of the Parliamentarian shall be final unless two-thirds (2/3) of the voting membership present at any such meeting shall vote to overrule the Parliamentarian. ~~The appointment of any Parliamentarian appointed will have had must be ratified by a two-thirds (2/3) ratification vote by the Intergroup Representatives present at such meeting~~ prior to assuming that position.

### Section 5. Audit Committee

- (a) The Audit Committee is established to review all MBAIAA financial records for the fiscal year just ended.
- (b) The Audit Committee shall be appointed no later than thirty (30) days after the close of the MBAIAA fiscal year.
- (c) The Audit Committee shall be comprised of the Intergroup Representatives-at-large and at least one AA member familiar with general accounting procedures.
- (d) The Audit Committee shall complete an informal audit within sixty (60) days of the close of the fiscal year and will report the results of the audit at the next regular Intergroup Representatives meeting.

## ARTICLE XI. GENERAL PROVISIONS

### Section 1

Except as provided in these Bylaws, no member of the Steering Committee shall receive any compensation from MBAIAA.

## Section 2

Except as otherwise expressly provided in these Bylaws, no business shall be considered at any meeting at which a quorum is not present, and the only motion that the Chairperson shall entertain at such a meeting is a motion to adjourn.

## Section 3

All meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with Law.

## Section 4

Any action required or permitted to be taken by the Steering Committee under any provisions of Law may be taken without a meeting if all Steering Committee members shall individually or collectively consent in writing **or by email** to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Steering Committee. Such actions by written consent shall have the same force and effect as the unanimous vote of the Steering Committee.

Any certificate or other document filed under any provision of Law that relates to action so taken shall state that the action was taken by unanimous written consent of the Steering Committee without a meeting and that the Bylaws of this Corporation authorize the committee to so act, and such statement shall be prima facie evidence of such authority.

## Section 5

~~The members of the Steering Committee shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.~~

**INDEMNIFICATION.** The Corporation shall adopt and implement such procedures relating to the indemnification of its officers and directors, including persons formerly occupying any such positions, consistent with applicable state and federal laws, as it deems prudent to protect its unpaid officers and directors against claims for monetary damages on account of any negligent act or omission occurring : (a) Within the scope of that person's duties as an Intergroup Representative, Steering Committee member, and/or Financial Officer, or within the scope of that person's duties as an Officer acting in an official capacity; (b) In good faith; (c) In a manner that the person believes to be in the best interest of the Corporation; and (d) Is in the exercise of his or her policymaking judgment.

## Section 6

INSURANCE. The Intergroup shall have the power to purchase and maintain indemnification insurance to cover the Intergroup and its Trustees, officers, and volunteers, so that they may avail themselves of the incentive, protection, and benefits to individuals serving without compensation.

# ARTICLE XII. FINANCIAL MANAGEMENT

## Section 1

Except as otherwise provided in these Bylaws, the voting membership at an Intergroup Representatives meeting may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable ~~pecuniarily~~ **financially** for any purpose or in any amount.

## Section 2

Except as otherwise specifically determined by resolution duly passed at a Intergroup Representatives meeting, as provided hereinabove, or as is otherwise required by law, ~~checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed~~ **electronic funds transfers, debit card purchases, credit card purchases, or checks shall be approved by email or in writing** by any two (2) of the following four (4) persons: the Chairperson of the Steering Committee, the Treasurer, the Central Office ~~Secretary-Administrator~~ or a Steering Committee member as appointed by the Steering Committee. ~~A maximum amount permitted without prior approval, determined by the Steering Committee as appropriate, may be established as part of the Central Office Guidelines.~~

## Section 3

~~All credit card transactions will include electronic notification to the 2 persons who approved the transaction, in addition to the Central Office Administrator.~~

## Section~~3~~ 4

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Steering Committee may select.

# ARTICLE XIII. BYLAWS

## Section 1

These Bylaws ~~shall become effective immediately upon their adoption.~~ and amendments to these Bylaws shall become effective immediately upon their adoption or at such a later time as specified in the amendment.

## Section 2

Subject to the limitations contained in the Articles of Incorporation of this Corporation and to any provisions of Law applicable to the amendment of Bylaws of nonprofit organizations, these Bylaws, or any one of them, may be altered, amended or repealed and new Bylaws adopted in the following manner:

- (a) The proposed change shall be printed in full in the agenda sent out by the Steering Committee to the Intergroup Representatives for any meeting and labeled for discussion.
- (b) Vote upon the adoption of any proposed change shall not take place ~~until any~~ **sooner than** the next succeeding monthly meeting after the proposed change was first discussed and the agenda for said meeting shall clearly state that the voting on the proposed change is a matter of business at said meeting.
- (c) No proposed change shall become effective unless a two-thirds (2/3) majority of ~~members-all groups votes cast eligible to vote give their oral or written~~ consent to such change.

## Section 3

The original or a copy of these Bylaws, as amended or otherwise altered to date, as certified by the Secretary of the Corporation, shall be recorded and kept in a book that shall be kept in the principal office of the Corporation. Such book shall be open to inspection by members at all reasonable times during office hours.

## ARTICLE XIV.

### As used by these Bylaws:

- (a) The present tense includes the past and future tenses, and the future tense includes the present.
- (b) The singular number includes the plural, and the plural number includes the singular.
- (c) The word “shall” is mandatory and the word “may” is permissive.

## ARTICLE XV.

These Bylaws supersede all previous Bylaws and amendments.

[NOTE: These Bylaws were approved May 11, 1982, and subsequently amended and edited for grammar, style, and punctuation. This version incorporates all amendments and editorial and proofreading corrections through ~~September 2024~~ **December 2025**.