

BY-LAWS OF
INTERGROUP CENTRAL OFFICE OF
SANTA CLARA COUNTY, INC.

ARTICLE I CLASSES OF MEMBERSHIP AND RIGHTS

Section 1.01 The corporation shall have one class of members only, to be known as the Board of Directors, hereafter referred to as committee persons and/or member(s), and to consist of not more than five (5) persons, including officers; the voting, rights, interests and privileges of each member shall be equal. No member shall have any interest or property right in the assets of the corporation, and no member shall hold more than one membership in the corporation. To qualify for membership, a candidate must be:

- (a) A citizen of the United States not less than twenty-one years (21) of age;
- (b) One who has abstained from the use of alcohol for a continuous period of five (5) years immediately preceding said person's nomination for membership, which said abstinence is and shall be a condition concurrent for the continued membership of each such member; and
- (c) One who is nominated and elected in accordance with the provision, terms and conditions of these By-laws, as hereinafter set forth.

Section 1.02 Membership shall be nonassessable.

Section 1.03 There shall be no annual dues.

Section 1.04 Membership certificates shall not be issued.

Section 1.05 Membership is nontransferable and non-assignable.

Section 1.06 Membership shall terminate on:

- (a) receipt by the members of the written resignation of a member;
- (b) the death of a member;
- (c) the failure of a member to attend three (3) consecutive meetings of the board (membership) without good cause, or without good cause, failure to attend at least three-quarters (3/4) of the meetings of said board in each calendar year;
- (d) membership shall terminate by a 2/3 vote of the Board of Directors upon their determination that the member had engaged in such conduct that brought notoriety and/or disrepute upon such members, and directly or indirectly, upon this corporation and/or its goals, membership, or public image

Section 1.07 Vacancies on the Board of Directors (i.e., at any time other than expiration of a member's full term) shall be filled for the remainder of a vacating member's term only, by:

(a) Vetted candidates voted on by Intergroup but NOT winning a board seat shall be eligible--in rank order by most votes received--to replace any board member not completing their full term for any reason. The replacement board member shall complete the balance of the departing board member's term.

If there are no vetted candidates available, the process of Board Member Replacement shall be:

(b) open nominations from the floor;

(c) candidate completion of the “vetting document” to vet proposed candidates;

(d) Membership vote at the next Intergroup Meeting and election by majority vote.

ARTICLE II MEETINGS OF MEMBERS

Section 2.01 Meetings of members shall be held at the principal office of the corporation or at such other place as may from time to time be designated by the Chairperson of the corporation.

Section 2.02 The meeting held in the month of November of each year shall be known as the annual meeting and shall be held for the purpose of electing new officers and their acting representatives and transacting such other business as may come before it.

Section 2.03 Special meetings shall be called by the Chairperson of the corporation and held at such times and places as may be directed by the membership.

Section 2.04 Notice of the time and place of meetings shall be delivered to each member at least two (2) days prior to such meeting, unless in the determination of both the authorized member giving such notice, and a quorum of the membership an emergency exists which makes shorter notice necessary.

Section 2.05 Notice of meetings not hereby dispensed with shall specify the time, place and day of the meeting, and, in the case of special meetings, the general nature of the business to be transacted.

Section 2.06 Three (3) members shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-laws and Robert’s Rules of Order.

Section 2.07 Voting by proxy shall not authorized, and each member shall have only one (1) vote on each matter submitted by the membership to vote.

Section 2.08 Meetings shall be governed by Roberts's Rules of Order, as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these By-laws, with the Articles of Incorporation of the corporation, with the Traditions of Alcoholics Anonymous, or with law.

ARTICLE III. DIRECTORS (MEMBERS)

Section 3.01 Directors, officers, and members are synonymous as specified in Section 1.01 hereof. The Executive Director of the Central Office is a paid employee of the corporation and is not a member of the Board of Directors.

ARTICLE IV OFFICERS

Section 4.01 The corporation shall have as officers, a Chairperson, an Alternate Chairperson, a Secretary, an Alternate Secretary, and a Treasurer, said persons to be elected by the members at the regular November meeting of the membership each year, for one (1) year.

Section 4.02 QUALIFICATIONS, ELECTIONS, AND TERMS OF OFFICE.

Members of the corporation shall be nominated at the regular monthly meeting of Intergroup in September, elected in the regular October meeting of Intergroup and installed in office in the regular October meeting of the members each year as follows:

- (a) first (1st) year (1976), and every second (2nd) year thereafter, three (3) members, for a term of two (2) years for each elected member;
- (b) second (2nd) year (1977), and every second (2nd) year thereafter, two (2) members, for a period of two years, for each selected member;
- (c) the corporation shall retain for the November 1976 through October 1978 terms as (2) members, those members presently service with the least seniority;
- (d) No member, upon completion of his or her term as a member, shall be eligible for another term as a member for a period of five (5) years following completion of a prior term, provided, however, that a former member shall otherwise be eligible after a period of two (2) years following completion of a term, to complete the vacated term of a terminated member, as defined in Section 1.06 of these By-laws.
- (e) Such vacated terms, as set forth in Section 1.06 (a), (b), (c), (d), will be filled at the next monthly meeting of Intergroup (following the procedures set forth in Section 1.07). A former member will be eligible to complete this vacated term after a period of two (2) years following completion of a term.

Section 4.03 The Chairperson shall be the principal representative of the corporation, and shall, subject to the control of the members, act for and on behalf of the corporation. Said person shall perform all duties incident to said office, and

such other duties as provided in these By-laws, or as may hereafter be directed from time to time by the members. The Chairperson shall also conduct the meetings of the members.

Section 4.04 The Alternate Chairperson shall perform all duties and exercise all powers of the Chairperson, when the Chairperson is absent, or is otherwise unable to act, and shall perform such other duties as may hereafter be directed by the membership.

Section 4.05 The Secretary shall keep minutes of all meetings of the members, and shall be the custodian of the corporation records, shall give all notices as are required by law or by these By-laws, and generally shall perform all duties incident to the said office, and such other duties as may be required by law, by the Articles of Incorporation, or which may be assigned to said person from time to time by the members.

Section 4.06 The Alternate Secretary shall perform the duties of the Secretary, and exercise all powers of the Secretary, when the Secretary is absent or otherwise unable to act and shall perform other duties as may hereafter be directed by the membership.

Section 4.07 The Treasurer shall oversee the Central Office Executive Director's responsibility for the collection, deposit and disbursement of all funds of the corporation, the maintenance of accurate accounts thereof, and reports of the accounts to the members as members may from time to time request and shall perform such other duties as may be required by these bylaws, the Articles of Incorporation, and law.

ARTICLE V EXECUTIVE DIRECTOR OF CENTRAL OFFICE

Section 5.01 The duties of the Executive Director of Central Office include, but are not limited to, collection, deposit and disbursement of all funds of the corporation, and shall maintain accurate accounts thereof, and report said accounts to the members as members may from time to time request and shall perform such other duties as may be required by these By-laws, the Articles of Incorporation, the members, and law.

ARTICLE VI COMMITTEES

Section 6.01 The members, by resolution, may from time to time designate Ad Hoc Committees for specific purposes. The resolution(s) designating such committee(s) shall provide for the appointment of its members and Chairperson, state its purposes, provide for its termination, and its authority, if any, and may include non-members appointed by the members.

ARTICLE VII AMENDMENT OF BY-LAWS

Section 7.01 The By-laws, and every part thereof, may from time to time and at any time, be amended, altered, modified, or repealed and new or additional by-laws be adopted by the affirmative vote of not less than three fourths (3/4) of not less than one-fourth (1/4) of all Intergroup Representatives of Santa Clara County or three fourths (3/4) of the total Intergroup Representatives attending the special meeting, on not less than thirty (30) days prior written notice, stating the substantive language of all amendments to be proposed at the meeting called for that purpose.

ARTICLE VIII PURPOSES

Section 8.01 The purposes of this corporation are to function as a Central Office Steering Committee in the County of Santa Clara, State of California, with responsibility for its activities to Intergroup and the AA fellowship as a whole, and in conducting, operating and managing Central Office of Alcoholics Anonymous in said County and State, consistent with these By-laws, and any lawful amendments hereto, the Articles of Incorporation of this corporation, the Twelve (12) Traditions of Alcoholics Anonymous, and as provided by law.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 9.01 The fiscal year of the corporation shall be the calendar year.

Section 9.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the Executive Director of Central Office or by the Chairperson or Treasurer; any contract, lease, or other instrument executed in the name of and on behalf of the corporation shall be signed by the Secretary or by the Chairperson, and shall have attached to it a copy of the resolution of the Committee persons certified by the Secretary authorizing its execution.

IN WITNESS WHEREOF, not less than three fourths (3/4) of the total Intergroup Representatives attending the special meeting of the Intergroup Council of Alcoholics Anonymous of the County of Santa Clara, State of California, do hereby adopt the foregoing as the By-laws of the corporation effective June 15, 2023.

Chairperson

Secretary