

Bylaws of the Roanoke Valley Intergroup, Inc.

ARTICLE I – Name and Policy

Section 1. Name. As specified in the Articles of Incorporation, the name of this Corporation shall be Roanoke Valley Intergroup, Inc. ("Intergroup").

Section 2. Principal Office. The principal office of Intergroup is 3451 Brandon Avenue, S.W., Roanoke, VA, 24018.

Section 3. Policy. Intergroup is a not-for-profit non-stock Virginia corporation. In accordance with the Articles of Incorporation, it is the policy of Intergroup that no director, officer, member, or employee shall receive any pecuniary profit from operations.

ARTICLE II - Purpose.

The purpose of Intergroup is to carry the message of Alcoholics Anonymous (A.A.) ® to suffering alcoholics, recovering alcoholics and other interested individuals/groups in the community. Intergroup provides a forum for A.A. meetings, groups and members to exchange information. Activities may include: publish and distribute meeting lists and other printed materials, staff a 24/7 telephone service with A.A. volunteers, and coordinate A.A. sponsored events.

ARTICLE III - Guiding Principles.

The Twelve Steps and Twelve Traditions of A.A. are the guiding principles of Intergroup. Intergroup shall also comply with the A.A. Service Manual.

ARTICLE IV - Membership

Section 1. Criteria. Any A.A. meeting or registered A.A. group within the District 19 area is eligible to elect an Intergroup Representative to represent that meeting or group. Membership in Intergroup shall consist of Intergroup Representatives, Intergroup Officers, Committee Chairpersons, Individuals with Special Assignments, and Office Staff.

Section 2. Voting Members. The voting members of Intergroup shall be the Intergroup Representatives, Intergroup Officers, and Office Staff. Each person will be entitled to one vote on each issue.

ARTICLE V - Meetings and the Conduct of Business

Section 1. Regular Meetings. Regular meetings of Intergroup shall be held the first Monday of each month, at 6:30 p.m. at Christ Lutheran Church, or any other location convenient and agreeable to Intergroup members.

Section 2. Special Meetings. The Chairperson, any two (2) officers, or seventy-five percent (75%) of the Intergroup voting members may call special meetings of Intergroup at any time. Notice of any special meeting shall come through the Intergroup Office, either by telephone or e-mail to each Intergroup member, providing the place, date, time, and general nature of the business to be transacted. Except in cases of an emergency, at least five days' notice shall be given. No business may be conducted at any special meeting except that for which the meeting was called.

Section 3. Voting. Intergroup Representatives shall have one vote. Intergroup representatives shall represent only one Group or Meeting. Persons entitled to vote may only do so in person. Voting may be by a show of hands or by a voice vote. After a vote, the Chairperson may call for minority opinions. If a person who voted on the prevailing side of the motion is swayed, then that person may ask that another vote be taken. When warranted, election of officers may be by secret ballot with the winner of each office receiving a majority of the votes.

Section 4. Quorum. Representatives present at a regularly scheduled meeting constitute a quorum. The affirmative votes of the majority of the members represented at the meeting shall be the act of the members.

ARTICLE VI - Officers

Section 1. Number. The officers of Intergroup shall be the Chairperson, Co-Chairperson, Secretary and Treasurer.

Section 2. Eligibility. To be eligible to be an Intergroup Officer, an individual must be an A.A. member of a meeting or group eligible to be represented in Intergroup. Candidates for Chairperson should have at least three years of continuous sobriety and should have held previous offices in service work. Candidates for Co-Chairperson should have at least two years of continuous sobriety. Candidates for Secretary and Treasurer should have at least one year of continuous sobriety.

Section 3. Terms. Officers shall hold a two-year term which shall commence on January 1 and expire on December 31 of the following year. If an individual assumes office in the middle of the term, he or she will be eligible to serve for another full term if elected. Otherwise, officers may not serve consecutive terms in the same office.

Section 4. Election. The Chairperson and Co-Chairperson shall be elected at the regular December meeting of Intergroup of each even-numbered year. The Secretary and Treasurer shall be elected at the regular December meeting of Intergroup of each odd-numbered year. The Chairperson will appoint a Nominating Committee in October. The Nominating Committee will attempt in good faith to present a slate of officers consisting of at least two candidates for each office. Nominations will also be accepted from the floor at the election meeting. All candidates nominated must consent to run for office but need not be present at the election.

Section 5. Absence and Vacancies. Should any officer be absent for three consecutive meetings, Intergroup may declare his or her seat vacant. A special election shall be held to fill the vacancy, except for the Chairperson. If an officer, other than the Chairperson, resigns for any reason, Intergroup will hold a special election. Should any Committee Chair be absent for three consecutive meetings, Intergroup may declare that position vacant. The Chairperson shall appoint

a replacement with the advice and consent of Intergroup. Should the Chairperson resign or the office becomes vacant, then the Co-Chairperson shall assume the duties of Chairperson.

ARTICLE VII - Duties and Responsibilities of Officers

Section 1. Chairperson. The Chairperson coordinates activities with other Intergroup Officers and shall chair the monthly meetings of Intergroup. This position shall report pertinent information received from G.S.O., VAC and other A.A. entities. The Chairperson will also attend A.A. meetings in the area to encourage participation in Intergroup.

Section 2. Co-Chairperson. In the absence of the Chairperson, the Co-Chairperson shall assume the duties of the Chairperson. The Co-Chairperson will attend District 19 monthly meetings in order to exchange information between Intergroup and the District.

Section 3. Secretary. The Secretary shall attend all meetings of Intergroup and shall take and distribute minutes of all meetings. The Secretary will maintain and keep up to date a strictly confidential file of names, addresses, telephone numbers, and email addresses of Intergroup members. The Secretary will assist with the posting of A.A. announcements and newsletters at the Intergroup office. The Secretary shall assist with the maintenance of Intergroup official documents, policy files and archives.

Section 4. Treasurer. The Treasurer will keep an account of all funds received and expended by Intergroup and will make disbursements for all normal operations. The Treasurer will deposit all sums received in the bank, and make a written report at each meeting of Intergroup. Either the Chairperson, Treasurer or Office Staff may write checks. The funds, books and vouchers in the Treasurer's hands, will at all times be under the supervision of Intergroup as a whole and subject to its inspection and control. At the expiration of a Treasurer's term of office, the Treasurer will deliver to the successor all books, funds, and other documentation, or, in the absence of a Treasurer-elect, to the Chairperson.

Article VIII - Committees & Special Assignments

Section 1. General. All Committees and Special Assignments will follow any applicable General Service Conference guidelines using any workbooks provided by G.S.O. The Chairperson shall appoint Committee chairpersons and Individuals with Special Assignments subject to the advice and consent of Intergroup. A Committee Chairperson is responsible for recruiting committee members, who will be responsible for the duties of that Committee. Committee Chairpersons and Individuals with Special Assignments must report in writing at regular Intergroup meetings. It is suggested that Committee Chairpersons and persons with Special Assignments should have at least one year of continuous sobriety.

Section 2. Phone Committee. The Phone Committee is responsible for maintaining a 24/7 phone answering service that provides meeting and event information. This committee will maintain the Roanoke Valley Intergroup Guidelines for Phone Volunteers, which includes 12th step contact and ride coordinator lists for the suffering alcoholic.

Section 3. Treatment Facilities. The Treatment Facilities Committee is responsible for providing information to and coordinating 12th step work with hospitals, treatment facilities and other entities

to provide suffering alcoholics in such institutions with an opportunity to participate in the recovery program of A.A. Specific responsibilities may include: coordinate coverage and participation in meetings carried to hospitals and institutions, maintain contact with facilities for quality assurance purposes, respond to requests for new meetings, keep Intergroup informed of all communications regarding Treatment Facilities received from G.S.O., VAC, and District 19, and communicate all aspects of Treatment Facilities to the AA community.

Section 4. Special Events. The Special Events Committee is responsible for coordinating and obtaining Coordinators for Intergroup Events.

Section 5. Budget Committee. The Budget Committee, consisting of at least the Intergroup Treasurer, Office Staff and one other voting member, is responsible for preparing the annual operating budget to include estimated income and expenditures for the upcoming fiscal year. The budget shall be presented to Intergroup for approval at the October meeting prior to the year for which it is prepared. Unless otherwise appointed by the Intergroup Chairperson, the Intergroup Treasurer will chair this committee. The Budget Committee is responsible for an annual review of Intergroup finances and for making a report of its findings to Intergroup. This review will be conducted during January and February with final report to be presented at the March meeting.

Section 6. Nominating Committee. The Nominating Committee is responsible for identifying candidates for Intergroup offices by recruiting individuals and informing the AA community, in writing of upcoming elections. The Chairperson will appoint a committee that will present a slate of candidates, at least two persons for each office, at the election meeting in December. The Nominating Committee must have at least two (2) members.

Section 7. Liaison with District 19. The Co-Chairperson is responsible for communicating information between Intergroup and District 19 by attending each group's monthly meeting. The Co-Chair shall secure a substitute, if unable to attend either meeting.

Section 8. District 19 Website Committee. The Roanoke Valley Intergroup Website Committee is an Intergroup committee providing website and online public information services to both Intergroup and District 19. The committee is responsible for maintaining the aaroanoke.org website. The website committee is also responsible for adhering to the principles of the Twelve Traditions, particularly Tradition 11 ("anonymity at the level of press, radio and films"). Insuring all information posted on meetings and events are current and accurate and providing this information to the aavirginia.org website.

The committee is responsible for communicating with the aaroanoke.org website service provider regarding costs and services (domain name, website account). The committee will research and recommend alternate or additional services if the committee or Intergroup deems it necessary or appropriate. Within these parameters, the committee makes final decisions regarding content and determines who will access the website server/software.

Section 9. Newsletter Committee. The Newsletter Committee is responsible for publishing a quarterly newsletter. Content should include but is not limited to: personal stories, upcoming events and reports on the outcome of those events. Content should be as local as possible. The newsletter should not attempt to replace flyers or featuresensitive content better distributed on the website or directly to groups or meetings.

Section 10. Special Committees.The Chairperson may, at any time, appoint other Committees on any subject for which there is no standing committee. A Guidelines Committee may be established where there is a requirement for major revisions of the Intergroup Bylaws.

Section 11. Special Assignments. The Chairperson may, at any time, appoint individuals for Special Assignments on any subject for which there is no standing committee or special assignment, such as sending a Representative to State Assemblies.

ARTICLE IX - Board of Directors

Section 1. Powers. The Board of Directors shall have general supervision of the affairs of Intergroup, between meetings of Intergroup, fix the hour and place of meetings, make recommendations to the Intergroup and perform other duties as are specified in these By-laws. The Board shall be subject to the guidance of Intergroup, and none of its acts shall conflict with action taken by Intergroup. As trusted servants, the Board conducts the business of the Intergroup in the best interests of Alcoholics Anonymous and Intergroup. The Board may delegate the management of activities of Intergroup to any person or persons or committees, provided that the activities and affairs of Intergroup shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board acting for Intergroup. The Board of Directors or its designees shall have the power to select and remove all agents of Intergroup, acting within the policies of Intergroup, the principles of AA, state and federal law.

Section 2. Number. The authorized number of directors shall be five (5).

Section 3. Fiduciary Duty of Directors. Each director owes a fiduciary duty of good faith and reasonable care regarding all actions taken for the corporation. Each director must perform his or her duties in good faith in a way that he or she reasonably believes to be in the best interests of the corporation, using ordinary care and prudence. In addition, each director is responsible for attempting to respect the Traditions and Concepts of AA and practice these principles in all the affairs of the Board and Intergroup.

Section 4. Election and Term. Persons serving as Intergroup Chairperson, Co-Chairperson, Secretary, and Treasurer shall serve as Directors for two year terms. In addition, Intergroup shall elect another AA member as a Director at the December election meeting to serve for a two-year term.

Section 5. Meetings. The Board shall hold an annual meeting on the first Monday in January at 6:00 p.m. at Christ Lutheran Church or any agreed upon location. The Chair of the Board of Directors or the Secretary may call special meetings of the Board at any time. Notice of special meetings shall be made in writing, telephone or e-mail to all Directors. Except in cases of an emergency, at least five days' notice shall be given. The purpose of the meeting shall be stated in the notice. No business may be conducted at any special meeting except that for which the meeting was called.

Section 6. Quorum. The directors present at the meeting shall constitute a quorum of the Board for the transaction of business. Any act or decision approved by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless an alternate number is required by law. Members of the Board may participate in a meeting through

use of conference telephone call or similar communications procedure so long as all members participating in the meeting can hear one another.

Section 7. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action.

Section 8. Director's Duties as Officers. A person duly elected by the Intergroup Council, shall also serve in his or her elected capacity as the corresponding Officer of the Corporation. If required by law or as otherwise necessary for the administration of the Corporation, the Chairperson and Co-Chairperson shall hold the offices of and be designated as President and Vice-President respectively.

ARTICLE X-Financial

Section 1. Fiscal Year. The fiscal year shall begin on January 1 of each and end on December 31 of each year.

Section 2. Budget Process. The Budget Committee, consisting of at least the Intergroup Treasurer, Officer Staff and each Committee Chairperson, is responsible for proposing an annual operating budget for the upcoming fiscal year. The budget shall be presented to Intergroup for approval at the October meeting preceding the year for which it was prepared. Unless otherwise appointed by the Intergroup Chairperson, the Intergroup Treasurer will chair this committee.

The Budget Committee will be responsible for an annual audit of Intergroup finances. The audit shall be conducted in January of each year and a report presented at the February Intergroup meeting.

Section 3. Non-budgeted Expenditures. Expenditures not specified in the budget shall be approved by Intergroup.

Section 4. Procedures. The Intergroup Chairperson, Treasurer and Office Staff shall be the signatories on the Intergroup bank account. Funds received shall be deposited in a timely manner into a checking account. The Treasurer shall provide a written report at each Intergroup meeting. All funds and property received by Intergroup shall be expended in accordance with the Twelve Traditions of Alcoholics Anonymous.

Section 5. Financial Policy. Contributions may be received from A.A. groups, A.A. meetings, individual A.A. members, sale of literature, and special events. The central financial policy of Intergroup shall be to maintain sufficient operating funds plus a prudent reserve. After the close of each quarter the Treasurer and Office Staff shall make a determination of the cash balance in excess of the prudent reserve for which there is no stated AA purpose and may disburse such funds as determined under the group conscience. Intergroup may consider suggestions for use of excess funds which shall include a purpose statement and budget.

Section 6. Prudent Reserve. The purpose of the prudent reserve is to ensure the capacity of Intergroup to maintain services in the event of a reduction in donations or an accidental or natural disaster. The prudent reserve shall be at least three (3) months of operating expense.

ARTICLE XI - Revisions

These bylaws may be amended, repealed or altered in whole or in part by a majority vote of Intergroup. Proposed revisions must be presented in a writing containing the text of the proposed change and distributed to Intergroup members. Voting on the proposed changes may be held no sooner than thirty-one (31) days after amendment is presented. An amendment shall be adopted by a two-thirds vote of the members present.