

WEST CENTRAL INTERGROUP OF MD, INC. BYLAWS

PREAMBLE

West Central Intergroup of MD, Inc. (hereinafter identified as the Corporation) is a body of men and women whose purpose is to provide services to those individuals or groups of individuals in our geographic area (which is comprised of Frederick County and other surrounding counties) who seek the means of arresting the disease of alcoholism through the Twelve Steps of Alcoholics Anonymous.

Only A.A. groups as defined by the General Service Office and the long form of Tradition 3 can be members of the Intergroup. The long form of Tradition 3 states in part that: "Any two or three alcoholics gathered together for sobriety may call themselves an A.A. group, provided that, as a group, they have no other affiliation."

ARTICLE I: NAME AND CORPORATE SEAL

The name of the Corporation shall be West Central Intergroup of MD, Inc. (WCI) which is a 501c3 non-profit, non-stock corporation organized under the laws of the United States and the State of Maryland for the furtherance of the purpose set forth in the Preamble, above, and in the Articles of Incorporation. The Corporate Seal shall be circular in form and bear the name and year of incorporation.

ARTICLE II: PURPOSE OF THE CORPORATION

The primary purpose of the Corporation, like that of the individual A.A. group, is to carry the message of Alcoholics Anonymous. It serves groups by carrying out functions that are best handled by a central office. These functions are described in some detail in the General Service Office (GSO) publication, "A.A. Guidelines -- Central or Intergroup Offices."®

The Corporation shall be guided by the Twelve Steps, Twelve Traditions, and Twelve Concepts of Service of Alcoholics Anonymous, which contribute to consistency and continuity in the organization's work.

ARTICLE III: JURISDICTION

The authority of WCI to conduct its affairs is complete and continuing from year to year. It is autonomous in all matters and is not subject to, or subservient to, any other A.A. organization.

ARTICLE IV: POLICIES

The A.A. Guidelines® and the A.A. Traditions shall be followed in the operation of the Corporation. Where questions of policy arise that do not seem to be answered in the A.A. Guidelines® or A.A. Traditions, the Steering Committee, in consultation with the Board of Directors (Directors), defined in Articles IX and X, shall obtain an opinion from Maryland General Service, Inc. and/or the General Service Office of Alcoholics Anonymous.

ARTICLE V: INTERGROUP COUNCIL MEETINGS

Meetings of the members of the Corporation shall be known as the Intergroup Council.

The Intergroup Council shall meet a minimum of ten (10) times a year to conduct the business of the Corporation.

At any Intergroup Council meeting the presence in person of a majority of the voting members of the corporation on that day shall constitute a quorum for all purposes. The act or acts of a majority of the quorum shall be the act of the Intergroup Council.

A meeting may be adjourned from time to time by majority vote without any notice other than by announcement at the meeting and without further notice to any absent members. Any business initiated at the adjourned meeting may be continued at the next meeting.

Special Meetings of the Intergroup Council may be called by the Steering Committee (see Article XII). Notice of all Special Meetings shall be posted on the WCI web site, by email or other contact information as provided by the Intergroup Council member, no less than ten (10) days prior to the meeting. A written summary of the issue(s) that precipitated the special meeting will accompany the notice.

All Intergroup Council meetings shall be conducted in accordance with Robert's Rules of Order, except as modified by A.A. Traditions and A.A. Concepts.

WCI shall conduct an Intergroup Council Inventory, to determine whether the Corporation is fulfilling its primary purpose (as described in Article II), during June of each even calendar year. The Inventory process shall be coordinated by the Vice Chairperson.

ARTICLE VI: MEMBERSHIP AND VOTING

The WCI membership body is comprised of the Intergroup Representatives named by the member groups and persons duly elected or appointed as Officers, Directors, Committee Chairpersons, or ad hoc committee chairpersons.

All A.A. groups in our geographic area are eligible for WCI membership upon advising the Chairperson of their decision to join, and upon identifying their representative and alternate representative. It is recommended that Intergroup Representatives serve for a two-year term.

At each monthly Intergroup Council meeting, the Secretary will record each Intergroup Representative in attendance.

There shall be no dues or fees for membership or participation. The Corporation shall be supported by voluntary contributions from A.A. groups and individual A.A. members, in accordance with A.A. Traditions.

Designated Intergroup Representatives or their Alternates, elected Officers and Committee Chairpersons may participate in discussion and voting. The Directors may participate in discussion but do not vote. No proxies will be allowed.

Any A.A. member may attend an Intergroup Council meeting but only the above named have voting rights.

All actions determined by the Chairperson to be major actions will require a vote of substantial unanimity (2/3 of the votes). All other business requires a simple majority vote.

Minority Opinion as described in A.A. Concept V will be practiced.

ARTICLE VII: ANNUAL MEETING

The Annual Meeting of the Corporation shall be held at the regular June monthly meeting of the Intergroup Council. The election of Officers and Directors shall be held in June of odd calendar years, after which said Officers and Directors shall immediately assume office. In even calendar years, the Chairperson shall appoint Committee Chairpersons who shall immediately assume their duties.

ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS

A. Officers

The elected officers shall consist of a Chairperson, Vice Chairperson, Treasurer, and Secretary. Each Officer will serve for a two year term. Any previous Officer or Committee Chairperson is eligible for nomination to an Officer position that they have not previously held.

B. Board of Directors

The Board of Directors shall consist of a minimum of three and a maximum of five Directors of the Corporation. Directors shall serve for a two year term.

Any previous Officer or Committee Chairperson qualifies for nomination as a Director. If vacancies occur, the Chairperson of the Board of Directors, with the advice and consent of the remaining Directors, shall appoint a person or persons to fill any vacancies. Said appointed Director(s) shall serve until the next election of Directors.

C. Election Procedure

Elections will be held at the Annual Meeting of the Corporation in odd years. Candidates for Officers and Directors forwarded to the body by the Nominating Committee, standing for nomination, or nominated from the floor, will be asked to provide a brief verbal statement of interest and service experience. It is recommended that a nominee for office have three (3) years of continuous sobriety and experience at the Steering Committee level.

Nominees must be present to declare their candidacy or to accept the nomination from the floor.

Officer elections shall be in accordance with the Third Legacy Procedure as defined in the A.A. Service Manual. The procedure shall be read and explained prior to the election.

Director elections shall be determined by a simple majority vote.

D. Special Elections

Special elections to fill Officer vacancies shall be held when necessary. At least thirty (30) days notice of said special election shall be given to the WCI voting body.

E. Exclusion

Officers, Directors and Committee Chairs shall not simultaneously serve as, or perform the duties of, Intergroup Representatives or Alternate Intergroup Representatives.

ARTICLE IX: DUTIES OF THE OFFICERS

The Duties of the Officers shall include, but not be limited, as follows.

The **Chairperson** shall:

1. provide overall leadership,
2. preside at WCI Council and Steering Committee meetings,
3. maintain order during the monthly meetings in accordance with Robert's Rules of Order, except as modified by A.A. Traditions and A.A. Concepts,
4. set the agenda of action items for each WCI Council meeting,
5. appoint Committee Chairpersons,
6. remove any Committee Chairperson who is not fulfilling his or her responsibilities as defined in the WCI Handbook,
7. create ad hoc committees as needed, and appoint chairpersons to preside over them,
8. attend all other WCI Committee meetings as needed,
9. develop ways to make WCI Council meetings more informative and useful,
10. have check signing authority for Corporate accounts and
11. vote as a member of the Finance Committee.

The **Vice Chairperson** shall:

1. preside at meetings in the absence of the Chairperson and otherwise assist that person in the performance of his or her duties,
2. act as liaison between WCI and Maryland General Service, Inc.,
3. advise the Chairperson, as necessary, during WCI Council meetings of correct procedure according to Robert's Rules of Order as described in Article VI,
4. coordinate the orientation of new Intergroup Representatives prior to monthly meetings,
5. coordinate the biennial WCI Council Inventory,
6. have check signing authority for Corporate accounts and
7. assume the office of Chairperson if that position becomes vacant.

The **Secretary** shall:

1. maintain the care, custody, and control of corporate records other than financial,
2. have custody and responsibility of the Corporate Seal and affix the same to documents as duly authorized and directed by the WCI Council,
3. prepare and report the minutes of each WCI Council meeting, and other meetings as requested,
4. prepare the agenda for each WCI Council meeting with the direction and approval of the Chairperson,
5. send a reminder notice of the upcoming WCI Council meeting, with agenda and minutes of previous meeting attached, to Intergroup Representatives no later than 24 hours prior to the next meeting,
6. prepare general correspondence,
7. update and maintain the current list of Intergroup Representatives,
8. provide necessary information to the Outreach Committee to support its work and
9. ensure that the GSO group database has updated contact information for all Officers and Committee Chairpersons.

The **Treasurer** shall:

1. receive and disburse the funds of the Corporation,
2. maintain the Corporation's financial records,
3. pick up the mail from the post office and properly distribute any mail not related to finances,
4. prepare periodic financial reports for distribution at WCI Council meetings,
5. report the receipts, expenditures, and account balances at the WCI Council meetings,
6. work with the Finance Committee to prepare the annual operating budget,
7. have oversight and check-signing authority for all Corporate accounts and
8. prepare and send letters of appreciation for contributions on behalf of WCI.

ARTICLE X: DUTIES OF THE BOARD OF DIRECTORS

The Directors, having served as members of the Steering Committee, shall:

1. provide general guidance to the Corporation by sharing their experience at WCI Council and Committee meetings,
2. consult with Steering Committee or WCI Council when ambiguities arise in these Bylaws,
3. elect their own chairperson,

4. have no voting rights at WCI Council meetings, only acting in an advisory capacity,
5. vote as members of the Finance Committee and
6. serve as the Nominating Committee of the WCI Council in order to present qualified nominees for Officer positions.

ARTICLE XI: REMOVAL AND REPLACEMENT OF AN OFFICER OR DIRECTOR

Any Officer or Director may be removed for cause, by the affirmative vote of two-thirds of the voting members present at the meeting in which said removal is considered. Grounds for removal shall include but not be limited to:

1. conduct detrimental to the interests of the Corporation,
2. loss of sobriety,
3. unethical conduct or
4. failure to meet the responsibilities of the position.

Any grievance shall be presented to the Steering Committee which shall discuss it, and if found to be valid, the subject Officer or Director shall have 48 hours to respond. The Steering Committee may make a recommendation to the WCI Council to vote for removal and replacement (see Article VIII).

ARTICLE XII: STEERING COMMITTEE

The Steering Committee shall be comprised of the Officers, Directors, and all Committee Chairpersons. The Steering Committee shall have the authority to conduct the business affairs of the Corporation in all matters between the regular meetings and special meetings of the Intergroup Council. The Steering Committee shall meet at least forty-eight (48) hours before each monthly or specially called meeting of the Intergroup Council to facilitate and expedite the orderly manner of business to be conducted at the upcoming Intergroup Council meeting. The WCI fiscal year begins on July 1 and ends the following June 30. The strategic planning session for the upcoming fiscal year shall be held at the July Steering Committee meeting.

ARTICLE XIII: WCI COMMITTEES

All Committees are autonomous except in matters affecting other groups or A.A. as a whole. Each Committee is responsible for carrying out its duties as set forth in the WCI Handbook. A Committee shall not function or conduct meetings without a chairperson. If the Committee Chairperson cannot be present for Committee meetings, no meetings shall occur unless a Co-chairperson has been appointed by the Committee Chairperson. The Committee Chairperson is responsible for providing a status report of Committee actions at monthly WCI Council meetings. Committee Chairpersons shall be responsible for recruiting and training members for their committees. There will be a minimum of two members on any Committee.

A list of typical service committees can be found in the A.A. Service Manual.

Specific descriptions and responsibilities of each WCI Committee can be found in the WCI Handbook.

ARTICLE XIV: FINANCES

In keeping with the 7th Tradition, the Corporation shall be supported only by voluntary contributions from A.A. groups, members and organizations. The Corporation will limit individual contributions and bequests to the amount approved by the General Service Conference at the time of the contribution.

The WCI fiscal year begins on July 1 and ends the following June 30. The proposed fiscal budget, as prepared by the Finance Committee, shall be presented at the May WCI Council meeting. Final ratification should occur no later than the June WCI Council meeting.

The Treasurer, with the cooperation of the Finance Committee, shall compile all necessary records to file the annual tax returns and all documents required to maintain the 501 (c) (3) status of the Corporation.

The Treasurer is authorized to write checks for the normal operating expenses of the Committees as set forth in the ratified Annual Budget. Expenses incurred outside of normal operating expenses by the Committees will require approval of the WCI Council.

ARTICLE XV: OFFICE SPACE

The Intergroup office shall only be used to conduct corporation business as suggested in the A.A. Guidelines® on Central or Intergroup Offices. Relocation of Intergroup office space must be approved by a two-thirds majority of the WCI Council.

ARTICLE XVI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Exculpation: None of the Officers or Directors will be liable to the Corporation for any loss incurred by the Corporation with respect to the Corporation for any reason other than, to the extent that the loss is attributable to the Directors or Officers, as the case may be, gross negligence or fraud, unlawful acts or omissions that it, he or she knew or had reasonable cause to know at the time that they occurred were clearly unlawful, or acts or omissions that it, he or she knew or had reasonable cause to know at the time they occurred were clearly in conflict with the interests of the Corporation; or with respect to transactions or other actions from which the Officers or Directors, as the case may be, derived an improper personal benefit, to the extent of the improper personal benefit.

B. Liability of the Officers and Directors: The Officers and Directors shall not be liable to the Corporation for any act or omission, done or omitted in good faith in such capacity, and within what was believed to be the scope of Corporation business, unless they shall have been culpable of gross negligence or willful or wanton misconduct or unlawful acts.

C. Indemnification: The Corporation shall indemnify and hold harmless and covenant to defend the Officers and Directors against any and all claims, actions, demands, liabilities, costs, expenses (including, without limitation, reasonable attorney fees), damages and losses as a result of any allegation, claim or legal proceeding relating to any act or omission done or omitted while acting in the capacity of an Officer or Director in connection with the Corporation or its business, except to

the extent that such act or omission for which indemnification is sought hereunder constitutes gross negligence, willful or wanton misconduct or an unlawful act.

ARTICLE XVII: AMENDMENTS

The Articles of Incorporation of West Central Intergroup of MD, Inc. and the Bylaws contained herein may be amended at any regular meeting of the WCI Council by a two-thirds vote of the WCI voting body present. Notice of the proposed amendment shall have been given at the previous regular WCI Council meeting and distributed to the membership one month prior to a vote to amend.

WHEREUPON the official Seal of West Central Intergroup of MD, Inc. has been affixed to these

Bylaws this _____ day of _____, 2020.

Secretary
West Central Intergroup of MD, Inc.