

**BY-LAWS OF  
FRESNO CENTRAL SERVICE OFFICE OF  
INTERGROUP SECRETARIES, INC.**

**A California Non-Profit  
Mutual Benefit Corporation**

**ARTICLE I  
PREAMBLE**

General Warranties of the Fresno Central Service Office of Intergroup Secretaries, Inc. In all its proceedings, the corporation shall observe the spirit of the Alcoholics Anonymous Tradition, taking care that the corporation never becomes the seat of perilous wealth or power; that sufficient funds, plus an ample reserve, be its prudent financial principle; that none of the corporation's members shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion and vote; that no corporate action ever be personally punitive, or an incitement to public controversy; that though the corporation may act for the service of Alcoholics Anonymous groups in the Fresno and Central San Joaquin Valley area, it shall never perform any acts of government; and that, like the Society of Alcoholics Anonymous, the corporation will always remain democratic in thought and action.<sup>1</sup>

**ARTICLE II  
PURPOSE**

The purpose of the corporation shall be the administration and coordination of A.A. activities common to the various groups comprising its membership. These activities include: (a) furthering the A.A. Program in accordance with the twelve Traditions of Alcoholics Anonymous and (b) Maintaining a Central Service Office as a communication center for A.A. in this area. specifically excluded from the objectives of the corporation are the operation of any club, clubhouse, or detoxification center and the endorsement of any public or private projects on alcoholism, as outlined in Tradition six.

**ARTICLE III  
OFFICE**

The corporation's office is located at 2812 North Blackstone Avenue, Fresno, California 93703.

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<sup>1</sup> The above is adapted from the Third Legacy Manual of A.A. World Services and A.A. co-founder Bill W.'s Twelve Concepts for World Service as adopted by the General Service conference on April 26, 1962. This adaptation of copyrighted material has been approved by the General Service Board.)

## **ARTICLE IV MEMBERSHIP**

**Section 1. Class.** There shall be one class of members. Each member shall have the right to vote, as set forth in this Article IV, for the election of directors and on a disposition of substantially all of the assets of the corporation and on a merger and dissolution. Additionally, members shall have all of the rights afforded members under the California non-profit mutual benefit corporation law.

**Section 2. Requirement for Membership.** Each group secretary or group representative of an Alcoholics Anonymous group that has been registered with the corporation for more than thirty [30] days shall automatically be a member of the corporation.

**Section 3. Location of Meetings.** Regular meetings of the members shall be held at the principal office of the corporation (or at any other place which may be designated by the Board) on the first Monday of each month at 7:00 o'clock p.m. Special meetings of the members may be called at any time by the Board, the President/Chairman, or any two (2) officers acting together, or by five percent (5%) of the members. Upon request in writing to the President/Chairman or the Secretary by any person entitled to call a special meeting of members, such officer shall cause notice to be given to the members specifying the place, date, and time of the special meeting, and the general nature of the business to be transacted. Such notice shall be given not less than ten (10), nor more than ninety (90) days before the meeting; provided that, if notice is given by mail, and the notice is not mailed; by First Class, Registered, or certified Mail, notice shall be given not less than twenty (20) days before the meeting.

**Section 4. Quorum.** One third (1/3) of the members, represented in person, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting shall be the act of the members, unless the vote of a greater number of members is required by law. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken other than adjournment is approved by at least a majority of the members required to constitute a quorum.

**Section 5. Voting.** Each member shall be entitled to one (1) vote. All members shall have equal voting rights. Members shall not be entitled to cumulate votes. Voting shall be subject to the provisions of Chapter 6 of the California non-profit mutual benefit corporation law. Members on the day of the members' meeting shall be entitled to vote at the meeting of members.

**Section 6. No Proxies.** Persons entitled to vote may do so only in person.

## **ARTICLE V DIRECTORS**

**Section 1. Powers.** Subject to the provisions of the California non-profit mutual benefit corporation law the activities and affairs of the corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of activities of the corporation to any person or persons or committees, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board of Directors shall have the power to select and remove all agents and employees of the corporation,

**Section 2. Number.** The authorized number of directors shall be five (5) until changed by amendment of the By-Laws of this corporation.

**Section 3. Election and Term.** Three (3) of the directors shall be elected at the regular meeting held in January and two (2) of the directors shall be elected at the regular meeting held in June. Each director shall serve for a one-year term and until a successor has been elected. The President/Chairman, Treasurer and Public Information Coordinator shall be elected in January and the Secretary and Co-President/Chairman shall be elected in June. Any vacancy shall be filled by election.

**Section 4. Sobriety.** All Directors shall have maintained sobriety for at least two (2) years before election of the Board and all directors shall maintain sobriety during their term on the Board.

**Section 5. Maximum Term.** No director shall serve as a director of the corporation for more than two (2) consecutive one year terms. A person who has previously served as a director may become eligible to serve again as a director after two (2) years have elapsed from the completion of the previous Board service.

**Section 6. Meetings.** The Board shall hold regular meetings on the last Tuesday of each month at the corporation's place of business. Special meetings of the Board may be called at any time by the President-Chairman of the Board of Directors, or the Secretary. Special meetings of the Board shall be held upon four (4) days' notice (if given by First Class Mail) or forty-eight (48) hours' notice (if delivered personally or by telephone) .

**Section 7. Quorum.** Three-fifth (3/5) of the directors shall constitute a quorum of the Board for 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 a greater number is required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such a meeting. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another.

**Section 8. Waiver.** Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to a holding of the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting prior to the meeting, the lack of notice. All such waivers shall be filed with the corporate minutes.

**Section 9. Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. No notice of the time and place of holding an adjourned meeting need be given to absent directors if the time and place is fixed at the meeting adjourned; provided if the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given to the directors who are not present at the time of the adjournment.

**Section 10. 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 shall consent in writing to such action.

## **ARTICLE VI OFFICERS**

The officers of the corporation shall be a President/Chairman, a Vice-president/Co-Chairman, a Secretary, a Treasurer, and a Public Information Coordinator.

**Section 1. Election.** The officers of the corporation shall be chosen by the Board at its first meeting following any election of officers by the members. As officers the Board shall chose those persons elected by the members. Any vacancy shall be filled in the same manner

**Section 2. President/Chairman.** The President/Chairman shall be the General Manager and Chief Executive Officer of the corporation. The President/Chairman shall have the general powers and duties of management usually vested in the office of President/Chairman and General Manager of a corporation. The President/Chairman shall be one of the co-signers on the bank accounts of the corporation.

**Section 3. Vice-President/CQ-Chairman.** The Vice President/co-Chairman shall assist the President/Chairman and perform the duties of the President/Chairman in the President/ Chairman's absence or disability.

**Section 4. Secretary.** The Secretary shall keep a book of minutes of all meetings of the members and the Board. The Secretary shall give notice of all meetings of the members and of the Board as required by these By-Laws or by law, and shall keep the seal of the corporation.

**Section 4. Treasurer.** The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain adequate and correct accounts of the books and records of the corporation. The books of account shall, at all times, be open to inspection. The Treasurer shall deposit all monies in the name, and to the credit, of the corporation. The Treasurer shall be one of the co-signors of the corporation's bank accounts and shall make a report of contributions and expenditures at each regular meeting of the Board and Intergroup meeting.

**Section 5. Public Information Coordinator.** The Public Information Coordinator shall handle requests for information about A.A. from local news media, cooperate with producers of local radio and television programs concerning alcoholism and A.A., and furnish speakers for non-A.A. organizations. The Public Information Coordinator shall make a complete report at each meeting of the Board of Directors as well as the Intergroup meeting.

**Section 6. Bank Account.** The Board may appoint a third person as co-signer on the bank accounts.

**ARTICLE VII  
GENERAL PROVISIONS**

**Section 1. Financing and Donations.** The activities of corporation shall be financed by the contributions of its member groups and from such projects, activities or distributions may be authorized by the corporation. The corporation may accept donations from A.A. members, forming with the general practice of Alcoholics Anonymous. The acceptance of bequests from any source or donations from any side source is prohibited. The corporation shall not accept the responsibility of, trusteeship for, or enter into the distribution allocation of any fund, or funds other than those of the corporation.

**Section 2. Input from Members.** Matters which relate to policy affecting groups in the Fresno area or affecting A.A. as a whole shall be automatically tabled by the Board for thirty (30) days and referred to the members for discussion, consideration, and recommendation to the Board.

**Section 3. Non-Profit.** The corporation is a non-profit, mutual benefit corporation and is not organized for the private in of any person. It is organized and operated for charitable purposes within the meaning of Section 501 ( c) of the Internal Revenue Code. No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Any profit of the corporation is irrevocably dedicated to charitable purposes shall ever inure to the benefit of any director, officer, or member or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining payment or provision for payment of all debts and liabilities, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 ( c) of the Internal Revenue Code.

**Section 4. Amendment.** These By-Laws may be amended at any time by a majority vote of the members of the corporation at any regular or special meeting of the members.

Adopted \_\_\_\_\_  
by the Board of Directors