

# **BALTIMORE INTERGROUP COUNCIL OF ALCOHOLICS ANONYMOUS, INC.**

**Revised April 2012**

## **BYLAWS**

### **Preamble**

The purpose of The Baltimore Intergroup Council of Alcoholics Anonymous, Inc. (hereinafter referred to as The Corporation) is to serve the Fellowship of Alcoholics Anonymous by providing and maintaining services for those who express a desire to cease or stop drinking alcoholic or intoxicating beverages and by providing and maintaining services to Alcoholic Anonymous Groups which are now or may hereafter be created. It is an organization the aim of which is to assist those who seek, through Alcoholics Anonymous, the means of arresting the disease of alcoholism through the application, to their lives, of the Twelve Steps constituting the program of recovery upon which the Fellowship of Alcoholics Anonymous is founded. The Corporation is not, and may not be, affiliated in any manner with any religious sect or denomination, political party, organization or institution of whatsoever nature or kind, whether private or public. It takes no sides in any outside issues and is neither allied with nor opposed to any cause. Its sole purpose is to assist those individuals or groups of individuals who have a desire to stop drinking or to maintain sobriety. In its endeavors, The corporation shall be guided by and adhere to the Twelve Concepts, Twelve Traditions and Twelve Steps of Alcoholics Anonymous, these bylaws and any amendments or additions thereto.

### **Article I**

**SECTION 1** - The Baltimore Intergroup Council of Alcoholics Anonymous, Inc. is a non-profit, non stock corporation organized under the laws of the State of Maryland for the furtherance of the purposes set forth in the Preamble, above.

**SECTION 2** - The Corporate Seal shall be circular in form, and bear the name and year of incorporation of The Corporation.

### **SECTION 3** - The Intergroup Council

A. The Baltimore Intergroup Council of Alcoholics Anonymous, Inc. shall be composed of representatives chosen by the Alcoholics Anonymous Groups, which elect to participate in the affairs of the Intergroup Council.

B. Each Alcoholics Anonymous Group, which elects to participate, shall be entitled to have one representative to the Intergroup Council, regardless of the size of such group or the number of times it meets.

C. In amplification of the proclamations set forth in the Articles of Incorporation and the Preamble hereof, the purpose of the Intergroup Council is to provide services to those who desire to stop drinking in

accordance with the Twelve Steps, Twelve Traditions and Twelve Concepts of the Fellowship of Alcoholics Anonymous. More specifically, the primary objectives of The Corporation are as follows:

1. To provide an office from which service may be rendered to A.A. Groups, A.A. members and any individual seeking recovery from the disease of alcoholism.
2. To provide a telephone answering service for alcoholics seeking help.
3. To provide and disseminate information concerning Alcoholics Anonymous and the program of Alcoholics Anonymous to individuals, Alcoholics Anonymous Groups and the public at large.
4. To provide and sell to Alcoholic Anonymous Groups and individuals conference-approved literature of Alcoholics Anonymous and other materials which the Intergroup council may deem appropriate.
5. To assemble and provide a listing of volunteer members of Alcoholics Anonymous who are willing to assist in making Twelfth Step calls and render assistance to active alcoholics.
6. To provide a current directory of meetings of Alcoholics Anonymous Groups in the general metropolitan Baltimore area and other areas deemed appropriate by the Intergroup Council.
7. To provide, as appropriate, Alcoholic Anonymous meetings at institutions.
8. To provide a periodic bulletin of news and activities of Alcoholic Anonymous Groups located within the general metropolitan area of Baltimore or of interest to the Fellowship at large.

## **Article II**

### **SECTION 1 - Directors**

A. The Board of Directors of the Corporation shall consist of the Chairperson, Co-Chairperson, Treasurer, Assistant Treasurer, Secretary and such other members as deemed appropriate by the Intergroup Council, provided that at no time shall there be more than ten (10) directors. The Chairperson, Co-Chairperson, Treasurer, Assistant Treasurer and Secretary shall constitute the Executive Committee of The Corporation, and shall have the powers provided herein.

B. The Chairperson shall serve as the chief executive officer of The Corporation and shall have the responsibility for the general management of the affairs of The Corporation and shall preside over all meetings of the Intergroup Council. He or she shall direct the overall activities of The Corporation and execute the resolutions of the Intergroup Council. With the exception of the Standing Committees created hereunder, the Chairperson shall have the power to create and appoint members to such committees as he or she may deem appropriate for the management of The Corporation, and shall serve as an ex-officio, voting member of all committees appointed by him or her. He or she shall, likewise, have the power to dissolve such committees which in his judgment are unnecessary. In the absence of any one or all of the Treasurer, Assistant Treasurer or Secretary of the Corporation, he or she shall act in their capacity.

C. The Co-Chair shall serve to assist the Chairperson. He/she shall preside over the Intergroup council meeting in the absence of the Chair. The Co-Chair shall assist the Chair by

attending committee meetings in the absence of the Chair. The Co-Chair shall report to the Chair. The Co-Chair shall be a member of the Advisory Committee and Personnel Committee. The Co-Chair shall assist the Chair in the absence of the Treasurer, Assistant Treasurer, or Secretary.

D. The Secretary shall assist the Chairperson in all areas of activity and operations of The Corporation and Intergroup Council at the direction of the Chairperson. The Secretary shall record the minutes of all meetings of the Intergroup Council and make the same available in the office of The Corporation. He or she shall maintain and be responsible for all corporate records, other than financial. He or she shall maintain the corporate seal and affix it to any documents authorized by the Chairperson or the Intergroup Council.

E. The Treasurer shall assist the Chairperson in all areas of activity and operations of The Corporation and Intergroup Council, especially in financial matters, at the direction of the Chairperson. He or she shall maintain the care and custody of all funds of The Corporation, manage all accounts and pay all authorized bills and obligations of The Corporation as they may become due. He or she shall be responsible to maintain a true and accurate account of all receipts and disbursements and to present a true and accurate financial account at each meeting of the Intergroup Council or as otherwise requested by the Chairperson. He or she shall work in cooperation with any outside accountants or bookkeepers engaged for the purpose of preparing an audit by The Corporation and shall assist in the preparation and completion of any and all records necessary for the filing of tax returns or any other records or documents required by law.

F. There shall be an Assistant Treasurer who shall assist the Treasurer in the performance of his or her duties and in whatever manner the Treasurer may direct. The Assistant Treasurer shall assume the duties of the Treasurer in the event that he or she should become disabled or otherwise unable to continue in the performance of the duties of his or her office, until a successor Treasurer is duly elected. The Assistant Treasurer shall also serve as the treasurer of the Activities Committee.

## **SECTION 2 - Executive Committee**

The Executive Committee, comprised of the Chairperson, Co-Chairperson, Treasurer, Assistant Treasurer, Secretary and the immediate past chairperson, shall meet as necessary and shall have the authority to conduct the business affairs of the Intergroup Council and to bind The Corporation in all matters of interest which require corporate action between regular meetings of the Intergroup council.

## **SECTION 3 - Personnel**

The Corporation, in accordance with the Twelve Traditions of Alcoholics Anonymous, may retain the services of such employees or volunteers as it deems necessary to conduct the daily affairs of the Corporation, including, but not limited to, an Administrator. The Chairman of the Intergroup Council, upon the advice of the Personnel Committee, shall oversee and prescribe the duties of such personnel.

## **Article III**

### **SECTION I - Authority of the Intergroup Council and the Directors**

The Intergroup Council, as herein above described under Article I and its elected Board of Directors shall be and are duly authorized to conduct all of the affairs of The Corporation including, but not limited to: the operation and maintenance of any and all property owned or leased by The Corporation; the adoption and execution of policies; and the transaction of any and all business of whatsoever nature and kind as may be necessary in furtherance of the purposes of The Corporation.

### **SECTION 2 - Election and Term of Office of the Directors and Elective Members of the Standing Committees**

**A. Term of Office** - The Chairperson and the Co-Chairperson shall be elected from the present or past representatives to the Intergroup Council and shall hold office for a term of one (1) year. The Chairperson and the Co-Chairperson may run for and be elected to a second successive term of office, but may not be elected thereafter to any further successive term of office. Any such member, however, may run and be re-elected to the Board of Directors after abstinence therefrom for a period of not less than one (1) year. The Treasurer and Assistant Treasurer shall be elected for a term of two (2) years and may be re-elected without limitation. The Secretary shall be elected from the present or past representatives for a term of one (1) year and may be re-elected without limitation.

**B. Qualifications** of Board Members - In order to qualify for election to the Board of Directors of The Corporation, a proposed candidate must be of lawful age and have a minimum number of years of continuous sobriety as specified herein. The Chairperson, the Co-Chairperson, the Treasurer, and the Assistant Treasurer shall have a minimum of five (5) years of continuous sobriety prior to their nomination or election. The Secretary shall have a minimum of two (2) years of continuous sobriety.

**C. Nominations** - Nominations for candidates for the Board of Directors and elective positions on the Standing Committees may be made and recorded at the regular May, June and July meetings of the Intergroup Council. Any such nominations may be made from the floor or in writing and submitted to the Intergroup Administrator. The names of all such nominees shall thereafter be turned over to the Nominating Committee. The Nominating Committee shall select candidates for any positions for which nominations have not otherwise been made and shall make a determination relative to the qualifications and willingness of each nominee to serve in the position for which he or she has been nominated.

The Nominating Committee shall submit a report reflecting the names of all qualified persons whose names have been placed in nomination and its findings at the regular July meeting of the Intergroup Council. Additional nominations may be made from the floor or in writing until the close of business at the July meeting of the Council. A listing of all qualified nominees shall be published two weeks prior to the regular August meeting of the Council. In addition to the qualifications of any nominee as otherwise stated in these bi-laws, any given nominee must be present at no less than one meeting of the Intergroup Council within the three months immediately preceding the August meeting. In the event that he or she should fail to make such an appearance, his or her name shall be removed from nomination.

**D. Election** - The annual election of officers and elective members of the Standing Committees, unless otherwise provided herein, shall be held at the regular August meeting of the Intergroup Council. Election for all Directors and Chairpersons of the Standing Committees shall be by closed ballot, except in instances where a candidate for any given position is unopposed, in which event the Secretary shall cast the ballot for that candidate by acclamation. Election to any position shall be achieved by that candidate receiving the greatest number of votes. No person may be on the ballot for more than one officer position during the same term.

**E. Policy** – The following policies guide the election of officers and committee chairs of the Intergroup Council:

1. Each AA Group in the Baltimore Intergroup may have one representative at the Council monthly meetings.
2. No person can represent more than one group when voting.
3. Each group has one vote on election of officers and committee chairs.
4. Officers and Committee Chairpersons each have one vote, except the Nominating Committee which has no vote.
5. If an individual is a group representative and an officer or committee chair, she/he may only have one vote. In such an event, a group may appoint an alternative group representative for purposes of voting.
6. When a member is nominated for an office or Committee he/she must attend the May, June or July Council Meeting to be eligible for election.
7. Jobs of Officers and Committees have various recommended lengths of sobriety.
8. Votes are cast at the August meeting by a closed ballot and are counted by the Nominating Committee.
9. Officers and Committee members are elected by simple majority vote. In the event of a tie vote, the Nominating Committee shall request a re-vote for the contested position. If the re-vote results in a tie vote, the Nominating Committee shall select the name of the winning candidate from a hat.
10. At the August meeting, Officers, Committee Chairs, and Intergroup Representatives must sign in for an accurate count in the election.

**F. Succession** - Any elected officer who becomes unable-to fulfill the duties of his/her office through ineligibility, resignation or incapacitation, shall be removed from office and the Intergroup Council will elect, as soon as possible and practicable a replacement to fill the vacancy for the remainder of the existing term. If such elected officer is the Chairperson of the Intergroup Council, the Co-Chairperson is to conduct the monthly meeting until such time as the Intergroup Council shall elect a new Chairperson. If any other elected officer becomes unable to fulfill the duties of his/her office, the Chairperson of the Intergroup Council shall appoint an interim officer who shall act in that capacity until the Intergroup council shall elect a successor officer.

For purposes of these Bylaws the term "ineligibility", shall include the breaking or interruption of the period of sobriety of an individual; the term "incapacitation" shall include any sickness, illness or infirmity, whether mental or physical, by reason of which a Director is incapable of performing his or her duties. The Intergroup council, itself, shall be the sole judge in questions of ineligibility and incapacitation. Removal of a Director can be accomplished only by a two-thirds majority vote of those present and qualified to vote.

## **Article IV**

### **STANDING COMMITTEES**

#### **SECTION 1. COMMITTEES**

There shall be **twelve** Standing Committees which shall be designated as the, Advisory Committee, Activities Committee, Answering Service Committee, Cooperation With The Professional Community Committee, Institutions Committee, Literature Committee, Nominating Committee, Outreach Committee, Personnel Committee, Public Information Committee, Speakers Committee, and **Website Committee**.

#### **SECTION 2. QUALIFICATIONS OF COMMITTEE MEMBERS**

Eligibility for election or appointment as Chairperson of any Standing Committee shall require a minimum of two (2) years of continuous sobriety, unless otherwise specified herein. All other members of such committees shall be required to have one (1) year of sobriety.

#### **SECTION 3. Roles and Responsibilities of Standing Committees**

##### **a. ADVISORY COMMITTEE**

The Advisory Committee shall consist of at least six members - the -immediate past Chairperson, the current Chairperson, the Co-Chairperson, the Treasurer, one or more members appointed by the current Chairperson, and one member elected by the Intergroup Council. The term of office of this Committee shall coincide with that of the presiding Chairperson of the Intergroup Council.

The Committee shall provide advice to the Chairman of the Intergroup Council on all matters not specifically assigned to designated standing committees. The duties of the committee shall be advisory only, however, in the interval between monthly meetings, upon the request of the Chairperson or any other officer it may make advisory decisions or recommendations on any matters affecting the policies or administration of The Corporation. Such decisions or recommendations shall be presented to the Intergroup Council at its next regular meeting for ratification. In any such decision involving a member of the Advisory Committee, such member shall be excluded from the voting.

In the case of -illness, prolonged absence or removal from office of the Chairperson for due cause the Co-Chairperson shall assume the duties and conduct the monthly meeting until the Council elects a new Chairperson.

##### **b. ACTIVITIES COMMITTEE**

The Activities Committee shall consist of no less than sixteen members, who shall be elected from members of Alcoholics Anonymous groups of the Intergroup Council. The members of the Committee shall serve for a term of two (2) years. In the event that less than a requisite number of candidates are

elected to the Activities Committee, the Chairperson of the Committee, with the advice of the Committee, shall make such appointments as are necessary to fill any or all vacancies. The Committee Chairperson shall be elected by the elected members of the Activities Committee at its first meeting in September. The Chairperson must have served at least one (1) year on the Committee and must have at least two (2) years of continuous sobriety. The Assistant Treasurer shall serve as the Treasurer of this Committee, but shall not be counted in determining the number of members on the Committee.

The purpose of the Activities Committee shall be to organize, conduct and promote all social affairs run by The Baltimore Intergroup Council of Alcoholics Anonymous, Inc., which may include the Gratitude Breakfast, Banquet, Friends of Bill W. Bull Roast, and Sobriety Show. It shall be responsible for making any and all arrangements for such functions including but not limited to; securing an appropriate location for each such event, devising, promulgating and circulating appropriate publicity; and the marketing of tickets. The Committee shall have the responsibility and power to devise and conduct fund raising programs or events, including but not limited to raffles, white elephant sales, flea markets, games and sales, whether ancillary to or separate from the aforesaid social affairs.

The Activities Committee, through the Assistant Treasurer, shall provide the Chairperson with periodic reports relative to the expenses and proceeds realized or associated with any such affairs or events and shall submit a final financial report within a reasonable time following each affair or event.

#### **c. ANSWERING SERVICE COMMITTEE**

The Answering Service Committee shall be comprised of no less than one (1) member, who shall be elected for a term of one (1) year by the Intergroup Council. In the event that nobody is so elected, the Chairperson of the Intergroup Council acting with the advice of the Advisory Committee shall appoint a member to serve as chairperson of the Committee.

The Answering Committee shall devise and develop a program to establish and operate a telephone answering service for alcoholics seeking help. It shall secure and maintain such telephone facilities as may be necessary; and shall receive telephone calls or messages from alcoholics seeking assistance or persons expressing a need for assistance with problems related to alcohol. In furtherance of its objectives, the Committee shall develop and maintain a list of volunteer members of Alcoholics Anonymous to whom it can refer such calls for any follow-up action which may be appropriate in accordance with the Twelfth Step as set forth in the program of Alcoholics Anonymous.

#### **d. COOPERATION WITH THE PROFESSIONAL COMMUNITY COMMITTEE**

The Cooperation with the Professional Community Committee (CPC Committee) shall be comprised of no less than one (1) member, who shall be elected for a term of one (1) year by the Intergroup Council. In the event that nobody is so elected, the Chairperson acting with the advice of the Advisory Committee shall appoint a member to serve as chairperson of the Committee.

It shall be the function of the Cooperation with the Professional Community Committee to provide assistance in matters related to alcoholism, as needed or requested, to professional groups, organizations, associations, institutions or individuals. It may upon its own initiative or upon request provide lectures, speakers, discussion groups; or it may organize and present seminars, symposiums, workshops, or any other educational or informative activity or program which may be deemed to be of assistance to the professional community.

#### **e. INSTITUTIONS COMMITTEE**

The Institutions Committee shall consist of no less than five (5) members, including, but not limited to, a Chairperson, Assistant Chairperson, Treasurer, Coordinator, Secretary and such other officers as the Committee may deem appropriate. Organization of the Committee, including the creation of any sub-committees, shall be determined by the Committee, itself. The officers of the Committee shall be elected internally. The Chairman shall be elected for a term of two (2) years, while the Assistant Chairman and all other officers shall be elected for terms of one (1) year. All such officers may be reelected to ensuing terms without limitation. The Chairperson shall be required to have five (5) years of continuous sobriety and the Assistant Chairperson and Treasurer shall be required to have three (3) years of continuous sobriety. All other officers shall meet such sobriety requirements as the Committee may specify.

The purpose of the Institutions Committee shall be to carry the message of Alcoholics Anonymous to the suffering alcoholics who are incarcerated, hospitalized, committed or otherwise detained in institutions by encouraging and attending regularly scheduled A.A. meetings at such institutions and by supplying information to individuals in such institutions.

#### **f. LITERATURE COMMITTEE**

The Literature Committee shall be comprised of no less than one (1) member, who shall be elected for a term of (1) year by the Intergroup Council. In the event that nobody is elected, the Chairperson, acting with the advice of the Advisory Committee, shall appoint a member to serve as chairperson of the Committee.

It shall be the function of the Literature Committee to facilitate making A.A. related literature available to the groups and members of Alcoholics Anonymous at Intergroup Council meetings and other Intergroup-sponsored events. The Literature Committee may accomplish this in a variety of ways, as determined by the Committee and the Council to best suit the needs of the Fellowship. Such ways may include selling literature at Intergroup Council meetings and making available mail-order forms through which A.A. groups and members may place orders for literature. The Literature Committee may choose which of the literature to make available, depending upon the needs and interest of the Fellowship.

#### **g. NOMINATING COMMITTEE**

The Nominating Committee shall consist of three members, one appointed by the Chairperson and two elected by the Intergroup Council. The two elected members of this committee may stand for re-election each year, and the appointed member may be retained or replaced at the discretion of the Chairperson.

The Nominating Committee shall receive from the Secretary the names of all persons placed in nomination in accordance with Article III, Section 2C, hereof. The Committee shall ask each nominee if he or she is willing to serve and will determine whether the nominee possesses the requisite period of sobriety and is otherwise qualified. It shall make a like determination and recommend nominees for any offices or elective committee positions for which no nominations have been received.

A report shall be prepared and submitted by the Committee, at the July meeting of the Intergroup Council, containing the names of all qualified persons placed in nomination for the various Intergroup council offices. The Nominating Committee shall accept any further nominations which may be made from the floor or in writing at that meeting or at any time up to the close of business at the July meeting of the Intergroup Council.

Immediately following the July meeting of the Intergroup council, the Nominating Committee shall cause



a list of all candidates for election to be published to the membership of the Intergroup Council, without recommendation, at least two weeks prior to the August meeting of the Council.

#### **h. OUTREACH COMMITTEE**

The Outreach Committee shall be comprised of not less than one (1) member, who shall be elected for a term of one (1) year by the Intergroup Council. In the event that nobody is so elected, the Chairperson acting with the advice of the Advisory Committee shall appoint a member to serve as chairperson of the Committee.

The function of the Outreach Committee shall be to maintain a communication link between the Intergroup Council, the Intergroup Office, and its member AA groups. The Committee may accomplish its function in a variety of ways, as determined by the Committee or the Intergroup Council to best suit the needs of the AA fellowship at any given time.

#### **i. PERSONNEL COMMITTEE**

The Personnel Committee shall be comprised of no less than six (6) members - the Current Chairperson, the immediate past Chairperson, the Co-Chairperson, the Treasurer, one member professionally qualified in personnel work appointed by the Chairperson, and one (1) member elected by the Intergroup Council.

The function of the Personnel Committee shall be to devise and adopt appropriate personnel guidelines and policies for the administration of the Intergroup office, including but not limited to the hiring and termination of all personnel. It shall determine the numbers and qualifications of personnel needed to operate that office; and shall set and/or adjust the salaries to be paid, or benefits to be provided, to any and all personnel on an annual basis. It may delegate to the Administrator authority to hire, retain or terminate clerical or secretarial personnel, provided that any such action shall be subject to the review of the Committee. In these and all other respects it shall assist the Chairperson in administering policy regarding personnel as set forth in the "Personnel Policy and Procedures" guidelines.

#### **j. PUBLIC INFORMATION COMMITTEE**

The Public Information Committee shall be comprised of not less than one (1) member, who shall be elected for a term of one (1) year by the Intergroup Council. In the event that nobody is elected, the Chairperson, with the advice of the Advisory Committee, shall appoint a member to serve as chairperson of the Committee.

The function of the Public Information Committee shall be to develop, maintain and implement an appropriate public information program for the purpose of carrying the message of Alcoholics Anonymous to the still suffering alcoholic. It shall develop, wherever practical, a program designed to attract suffering alcoholics to the program of Alcoholics Anonymous, including but not limited to making appearances and distributing information at health fairs and alcohol awareness programs, and soliciting and making media releases or announcements designed to create a public awareness of the availability of the program of Alcoholics Anonymous. In keeping with the Traditions of Alcoholics Anonymous any and all programs and activities adopted or undertaken by the Public Information Committee shall be based upon a concept of attraction rather than promotion.

#### **k. SPEAKERS COMMITTEE**

The Speakers Committee shall be comprised of not less than one (1) member, who shall be elected, for a term of one (1) year by the Intergroup Council. In the event that nobody is elected, the Chairperson,

with the advise of the Advisory Committee shall appoint a member to serve as chairperson of the Committee.

The purpose of the Speakers Committee shall be to receive and review requests submitted to the Intergroup Office, or otherwise, for speakers. In response, it shall provide appropriate speakers, capable of intelligently discussing the recovery program of Alcoholics Anonymous, including the Twelve Steps and Twelve Traditions, whenever appropriate and possible. It shall maintain a list of speakers and make a determination relative to which speaker would be the most effective to satisfy any given request.

#### ***I. WEBSITE COMMITTEE***

The Website Committee shall consist of Webmaster and two elected members of which one is well-versed in the Traditions and the other representing an AA Group. The members of the Committee shall serve for a term of two years and may be re-elected to ensuing terms without limitation. The Committee Chair shall be elected by the members of the Website Committee at its first meeting in September. The Chair shall serve for a term of one year and may be re-elected without limitation. The Webmaster serves as an ex officio and shall not hold the position of Committee Chair. The Chair shall have a minimum of five years of sobriety, and the Webmaster and the two elected members a minimum of two years of sobriety.

The Website Committee shall manage the Intergroup Council website and its related functions as a vital resource to any individual seeking recovery from the disease of alcoholism and to all members of Alcoholics Anonymous. The Committee shall develop and recommend web policies and monitor compliance with all approved policies; serve the needs of the Intergroup Council and its various committees; and oversee maintenance of the website.

The Webmaster is responsible for maintaining the Intergroup Council website. Duties include ensuring that the web servers, hardware and software are operating accurately; generating and revising web pages; and examining traffic through the site.

#### **SECTION 4. OTHER COMMITTEES**

The Chairperson of the Intergroup Council, at his or her discretion, may create any other committees which he or she may deem desirable or necessary, and shall have the authority to appoint any and all Chairpersons to such committees. Such committees shall be constituted in number upon the discretion of the Chairperson in consultation with the Chairperson of each such committee. Any committees so created or constituted shall serve only during the term of the Chairperson of the Intergroup Council who created or appointed them, but any such committee may be reconstituted by a successor Chairperson.

### **Article V**

#### **DUES AND ASSESSMENTS**

There shall be no dues or fees for membership in the Intergroup Council. The Baltimore Intergroup council of Alcoholics Anonymous, Inc. shall be supported by voluntary contributions from groups and individual members, in accordance with the Twelve Traditions of Alcoholics Anonymous.

## **Article VI**

### **MEETINGS**

The Intergroup Council shall meet monthly at such time and place as designated by the Council. The monthly meetings of the Intergroup Council shall be guided by Robert's Rules of Order. Any member of the Fellowship of Alcoholics Anonymous shall be entitled to attend meetings of the Intergroup Council, but only designated representatives of Alcoholics Anonymous Groups, elected members of the Board of Directors and standing committee chairpersons may participate in the discussion and voting. No proxies shall be accepted or presented in voting on any matters, which shall come before the Intergroup Council at any meeting.

At a meeting, any Intergroup representative, officer of the Council, Committee Chairperson or the Administrator may present a motion for consideration. A free and full discussion both pro and con shall be allowed and amendments to such motion may be made. A majority vote of the Intergroup Council then present and voting shall make a final decision, unless otherwise provided herein. After a deciding vote has been taken, an interval of three (3) months shall elapse before the same motion or amendment may be submitted to the Council for review and discussion.

## **Article VII**

### **ANNUAL MEETING**

The annual meeting of The Corporation shall be held on the second Monday of August in each ensuing year, at which time the annual election of directors shall be held. Any newly elected officers shall assume office at the conclusion of the Annual meeting at which they are elected.

## **Article VIII**

### **JURISDICTION**

The jurisdiction of the Intergroup Council 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. group or A.A. organization.

## **Article IX**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall provide any indemnification required or permitted by the laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

- a. The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or

proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was such director or officer or an employee or agent of The Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of The Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no to contenders or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

b. The Corporation shall indemnify any director or officer of The Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was such a director or officer or an employee or agent of The Corporation, or is or was serving at the request of The corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or heir in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of The corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to The Corporation unless and only to the extent that the court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

c. To the extent that a director or officer of The Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph a. or b. of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph d. of this Article.

d. Any indemnification under paragraph a. or b. of this Section (unless ordered by a court) shall be made by The Corporation only as authorized in the specific case upon a determination that the indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph a. or b. of this Article. Such determination shall be made (i) by the Board of Directors of The Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for The Corporation) in a written opinion; and any determination so made shall be conclusive.

e. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by

The Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by The Corporation as authorized in this Article.

f. Agents and employees of The Corporation who are not directors or officers of The Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

g. Any indemnification pursuant to this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

h. Other Interest. No contract or other transaction between The Corporation and any other corporation or other entity or person and no act of The Corporation or Board of Directors shall in any way be affected or invalidated by the fact that any member of The Corporation or Board of Directors is peculiarly or otherwise interested in, or is a director or officer of such other corporation or entity; any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction with The Corporation provided that the fact that he or she or such firm is so interested shall be disclosed in writing or shall have been known to the Board of Directors; and any director of The Corporation who is also a director or officer of any such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of The Corporation or the Board of Directors thereof which shall authorize any such contract or transaction, with like force and effect as if he or she were not such director or officer of such corporation or entity, or not so interested.

## **Article X**

### **AMENDMENTS**

The Bylaws of The Corporation may be amended, added to, rescinded, or repealed at any meeting of the Intergroup Council, provided notice of the meeting containing a copy of the proposed change is given no less than thirty days in advance. A change of the Bylaws must be approved by two-thirds vote of the representatives present and entitled to vote. Proposed changes in the Bylaws must be submitted to the Chairperson, for consideration of the Executive Committee and distribution of the required notice, no less than sixty days preceding the meeting at which they are to be presented. The Executive Committee shall only be empowered to review and report on any proposed changes to the Bylaws. No change of the time or place for the annual meeting of the stockholders for the election of officers shall be made except in accordance with the statutes of the State of Maryland in such cases made and provided.

**WHEREUPON** the official seal of the Baltimore Intergroup Council of Alcoholics Anonymous, Inc. has been affixed to these by-laws this        day of        , two thousand eight.