

# **NORTH ORANGE COUNTY INTERGROUP ASSOCIATION OF ALCOHOLICS ANONYMOUS GROUPS, INC.**

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## **BY-LAWS**

### **ARTICLE I - NAME AND PURPOSE**

#### **Section 1 – Name**

This Society shall be known as North Orange County Central Office of Alcoholics Anonymous Groups, Inc.

#### **Section 2 – Purpose**

The purpose of the North Orange County Central Office of Alcoholics Anonymous Groups, Inc, and (hereafter known as “the Society”) shall be to aid the groups in their common purpose of carrying the A.A. message to the alcoholic who still suffers and to perform the local functions of the North Orange County Central Office of Alcoholics Anonymous.

#### **Section 3 – Location**

The principal place of business for the Society shall be within the County of Orange, State of California, as may be established by the Service Board.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1 – Qualifications**

The membership of the Society shall consist of any A.A. Group that appoints a representative, and supports the Society in accordance with the accepted guidelines of Alcoholics Anonymous in observance with the Traditions, Concepts, and Warrantees.

#### **Section 2 – Group Representation**

Each member Group may have only one (1) voting intergroup representative, but any member of a participating Group may attend and observe any membership meeting. No representative shall represent more than one group. A change in the intergroup representative may occur at any time, but the Society must be notified of the name and contact information of the new representative.

### Section 3 – Voting Rights

The representative of each member group, who is present at a meeting of the membership, shall be entitled to one (1) vote. Voting for members of the Service Board shall be by written secret ballot, and election shall be by plurality vote. Voting on general business shall be by voice vote or show of hands as deemed best by the presiding member of the board, with a majority vote at any meeting necessary to pass any motion unless otherwise prescribed in these By-laws.

## ARTICLE III – MEMBERSHIP MEETINGS.

### Section 1 – Place of Meetings

All meetings of the membership shall be held at a place convenient to the majority of the member representatives and designated by the Service Board.

### Section 2 – Regular Meetings

The Service Board shall meet with the member representatives on a monthly basis, the date and time of such meetings to be determined by the Service Board and the membership.

### Section 3 – Special and Annual Meetings

Special meetings of the membership, for any purpose or purposes whatsoever, may be called by the Chairperson or Vice-Chairperson of the Service Board, or by any two (2) members thereof, or by ten (10%) of the intergroup membership. Elections will be held at the annual meeting in June, as prescribed in Article IV, Section 4 of these By-laws.

### Section 4 – Notice of Meetings

Notice of the annual meeting in June and any special meetings shall be sent to each member representative's contact address of record at least ten (10) days prior to the meeting date. Notice of any meeting of the membership shall specify the place, the date and hour of the meetings, as well as the general nature of the business to be transacted.

### Section 5 – Quorum

At all meetings of the membership, at least ten (10) members must be present to constitute a quorum.

## ARTICLE IV – SERVICE BOARD

### Section 1 – Membership of the Service Board

The Service Board shall consist of seven (7) voting members, elected as prescribed in Article IV, Section 4 of these By-laws. The Executive Director shall be a non-voting, ex-officio member.

Any member of Alcoholics Anonymous, who, at the time of the election, has attained two (2) years of continuous sobriety, shall be eligible to serve on the Service Board. Continuous sobriety shall be a prerequisite for continuous service on the Board.

### Section 2 – Service Board Responsibility

The Service Board shall govern as directed by the membership of the Society. Herein provided by the Society, the Service Board has the authority to:

- Report to the Society all financial matters including operations and maintenance of Central Office
- Review, appoint, and disband any committees, where deemed necessary, in conjunction with the approval of the Society.
- Recommend to the Society appointments and removal of designated agents and employees
- Call special meetings of the board
- Act on any membership recommendations and motions approved by the Society
- Maintain sufficient operating funds plus an ample prudent reserve fund covering 3 months of operating expenses
- Require incoming Service Board members review these By-laws on-or-before being seated to perform their respective roles, duties, and responsibilities
- Become familiar with “Robert’s Rules of Order” and implement these rules during normal Society business functions

The Service Board will govern in accordance with the laws of the State of California, these By-laws, the 12 Traditions of A.A, and guidance under AA General-Services practices. The By-laws will be reviewed and updated on a regular basis, not to exceed 3 years.

### Section 3 – Meetings

The Service Board shall meet monthly at a consistent date, time, and place most convenient to the majority of its members. The Chairperson or any two members of the Service Board may call a special board meeting provided all Board members are notified of said meeting and the purpose thereof. At any meeting of the Service Board, a simple majority of total voting Board members shall constitute a quorum.

## Section 4 – Elections

At the membership meeting in May of the odd years, nominations shall be made for 3 seats. At the membership meeting in May of the even years, nominations shall be made for 4 seats. At the annual membership meetings in June of those years the membership will vote on nominated candidates to fill the Board seats. Nominations may be made by any Society member present at the membership meetings in May or June.

The term of office shall be for (2) years. No Service Board member may serve more than two (2) consecutive elected terms, either full or partial. A member may be elected to the Service Board, in accordance with the procedures prescribed in Article IV, Section 4 of these By-laws, after an absence of at least two (2) years from the Service Board.

Officers shall be chosen by each newly constituted Service Board at the next board meeting following the annual membership meeting at which the new Service Board members are elected. Actual term of office shall begin on the first day of July of that year.

## Section 5 – Vacancies

A Service Board seat may be declared vacant if the incumbent is absent from three (3) regular monthly meetings of the Service Board during one (1) calendar year.

Should a vacancy occur on the Service Board, other than those resulting from the expiration of a regular term, the Board shall notify the membership immediately. The membership shall nominate and elect an interim Board member at the following monthly membership meeting. The interim board member shall complete the original term of the vacated board seat.

## Section 6 – Roles and Responsibilities of Board Members

The Officers of this Society shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer. Only Board members are eligible to be officers.

### A. Chairperson will

- Serve as Chairperson of the Service Board, and preside at all meetings of the membership and of the Service Board.
- Provide direct oversight of the Executive Director's function and duties.
- Work in conjunction with the Treasurer to ensure the financial matters of the Society are in order.
- Become familiar with and utilize Robert's Rules of Order to conduct structured Board meetings and membership meetings.
- Serve as an ex-officio member of all committees created by the board
- Perform all other roles and responsibilities as may be prescribed by the Service Board or by these By-laws.
- Assume interim role of a vacated Service Board seat until the next following membership meeting, in accordance with Article IV, section 5

B. Vice Chairperson will

- Assume all duties of the Chairperson in the event of absence or disability of the Chairperson,
- Have such other roles and responsibilities as may be prescribed by the Service Board or by these By-laws.

C. Secretary will

- Record minutes of board meetings, and distribute them at the next membership meeting.
- Record and distribute minutes of membership meetings.
- Ensure that the membership meeting packet complies with Article VIII – Order of Business

D. Treasurer will

- Work with the Executive Director to prepare an annual budget, which shall be presented to the Service Board for approval at its regular meeting in December of each year.
- Communicate with the Executive Director regarding ongoing Central Office income and disbursements
- Report monthly to the Service Board and the membership regarding the financial position of the Central Office
- If decided upon by the Society via a Two-Thirds (2/3) vote, participate in an outside, independent review of the finances of the Society
- Have a knowledge of bookkeeping or accounting practices, including taxes (recommended if possible)

E. Executive Director (paid position) will

- Follow the direction of the Service Board and report to the Chairperson
- Consult with the Treasurer to prepare an annual budget for the following year, which shall be presented, and made available online, to the Society at its regular meeting in December of each year.
- Be responsible for all services provided and received in regard to the 12th -Step referral program of the Central Office
- Manage day to day operations of the Central Office
- Perform all duties as described in the NOCCO Executive Director position description
- Serve at the will of the Service Board

F. Other Areas of Responsibility shall be assigned:

to members dependent upon their ability, and may include, but not limited to, Communications, Public Information, Activities and Special Events, Hospitals and Institutions, Newsletter, Web-Site, or any other areas as they present themselves and found to be appropriate by the Society.

### Section 7 – Roles and Responsibility of Member Representatives

Member representatives shall:

- Have at least one (1) year of continuous sobriety (suggested)
- Support the purpose of the Society as outlined in these By-laws
- Provide to the Society contact information for the purpose of meeting announcements
- Represent their respective meeting groups by voting on motions presented, presenting a motion when so needed, nominating member representatives for Board positions, and reporting back to and disseminating Society information at group meetings

A quorum of ten (10) member representatives has the authority of substantial unanimity to propose changes to the Society as a whole.

## ARTICLE V – GENERAL BUSINESS

### Section 1 – Records

The Society, by way of the roles and responsibilities outlined in these By-laws for the Treasurer, Executive Director, and Accountant Advisor, shall maintain adequate and correct accounts, bookkeeping and records of business operations. All such books, record, and accounts shall be kept at its principal place of business in the State of California.

### Section 2 – Inspection of Books and Records

All books and records as provided for by law shall be open to public inspection upon request.

### Section 3 – Certification and Inspection of By-laws

The original or a copy of these By-laws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Service Board members of the Society.

### Section 4 – Society Support Agents

In the event that the Society requires the hiring of an outside consultant, advisor, counselor, or agent, approval is required by a minimum of 4 members of the Service Board with continued approval by the Society following the start of service of said Support Agent.

This action pertains to, but is not limited to, the following professionals considered for hiring: attorney, financial accountant, and advisor.

An outside Support Agent will only be hired on an as-needed basis, unless deemed necessary by the Service Board and Society as a whole.

## ARTICLE VI – AMENDMENTS

Amendments to these By-laws may be proposed at any meeting of the Service Board by majority vote of the Board members, or at any membership meeting with the support of ten (10) or more members. Proposed amendments, to become effective, must be sent to each member representative's contact address of record at least ten (10) days prior to the meeting date. In addition, copies of the amendment shall be available at the next monthly membership meeting. At the meeting following the distribution of the proposed amendments, 2/3's of members present must vote for approval.

## ARTICLE VII – RULES OF ORDER

The rules of order contained in the most recent edition of the publication, "Robert's Rules of Order" shall be used to govern this Society in all cases to which they are applicable, and in which they are not inconsistent with the rules of the Society.

## ARTICLE VIII – ORDER OF BUSINESS

The order of business for this Society shall be as follows:

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|--|----------------------|
| 1. Serenity Prayer                         | 6. Committee Reports |
| 2. Roll Call                               | 7. Old Business      |
| 3. Approval of minutes of previous meeting | 8. New Business      |
| 4. Treasurer's Report                      | 9. Lord's Prayer     |
| 5. Executive Director's Report             | 10. Adjournment      |