

# Northern Delaware Intergroup Bylaws

## January 2010

### Article I Name

The name of this incorporation shall be “Northern Delaware Intergroup” and shall be referred to hereinafter as Intergroup.

### Article II Purpose

The Northern Delaware Intergroup organization exists to aid all AA groups in their primary purpose to carry the AA message to the alcoholic who still suffers. Intergroup shall also assist in the administration and coordination of AA activities common to the various groups comprising its membership, including the maintenance of an Intergroup Office. The purpose of this office is to function as a centralized resource for the AA community at large and to assist with the appropriate coordinating functions necessary for the effective implementation of the AA program in the area Intergroup serves which is defined as New Castle County and surrounding areas.

### Article III Membership

The membership of Intergroup shall consist of each AA group or any future AA group, in the area as defined by Article II, which shall choose to participate in Intergroup. Each group shall elect a representative and an alternate representative (optional). Each participating group shall be entitled to one vote at regular or special meetings of Intergroup. Each representative can represent only one group per meeting for voting purposes.

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NDIAA Chairman

## **Article IV Meetings**

Regular meetings of the representatives shall be held the first Wednesday of each month at such time and place as shall be designated from time to time by the Chairperson or the representatives.

Intergroup meetings are open to all AA members; however, only officers as defined by Article VII and representatives have a vote in the proceedings. Special meetings may be called at any other time by the Chairperson or upon the request of a majority of the Steering Committee, hereafter defined, or on **oral** request of representatives of at least a majority of the participating Member Groups present.

Notice of all special meetings shall be posted on the NDIAA web site for no less than one week prior to the meeting. A written summary of the issue that precipitated the special meeting will accompany the notice of the subsequent meeting. It is the responsibility of the Chairperson to write or appoint a representative to write this summary.

The Secretary shall send email or phone all representatives and/or their alternates at their last known email addresses or phone numbers.

This contact will be given at least one week prior to the designated date for such meeting.

## **Article V Quorum**

A quorum at all meetings shall consist of representatives from at least one-third of the participating member groups. Should a quorum not be present at a duly announced Meeting, a subsequent meeting shall be called by written notice as provided in article IV, at which meeting representatives from at least one-fifth of the participating Member Groups shall constitute a quorum. In all instances, for the purpose of quorum determination, the most current census of registered representatives shall be utilized. Immediately following the roll call at an Intergroup meeting, the Chairperson will announce if a quorum is present. In the event a quorum is not present, a written summary of the issue to be voted upon will accompany the notice of the subsequent meeting. It is the responsibility of the Chairperson to write or appoint a representative to write this summary.

## **Article VI Registration of Representatives**

Each participating Member Group shall register its representative, when elected, at any time throughout the year at a regularly held Intergroup meeting. It is recommended that each group elect both a representative and an alternate.

**Article VII**  
**Officers and Members at Large**

The elected officers shall consist of a Chairperson, Vice-Chairperson, Treasurer, Secretary and three Members at Large. Officers and committee chairs shall not be eligible to serve as, or perform the duties of representatives or alternate representatives of specific AA groups while serving as an elected officer.

**Article VIII**  
**Duties of Officers**

**Section 1.** The Chairperson shall preside at all meetings of Intergroup and shall participate as an ex-officio member of all committees and has oversight responsibilities for all legal reporting requirements of the organization. The Chairperson shall appoint all committees he/she deems necessary to the orderly administration of the affairs of Intergroup. The Chairperson shall appoint an Office Manager from existing elected members of the steering committee. The Chairperson shall perform all duties as assigned to him/her by the representatives of Intergroup from time to time. This office shall be for a term of one year.

**Section 2.** The Vice-Chairperson shall perform all the duties of the Chairperson when the Chairperson is absent for any reason whatsoever, and perform any such other duties as requested by the chairperson. The Vice Chairperson also fulfills other assigned committee duties as required by the Chairperson, the Steering Committee or the representatives of Intergroup. This office shall be for a term of one year.

**Section 3.** The Secretary shall keep correct minutes of all meetings involving the Steering Committee or Intergroup and be responsible for their publication and distribution. The Secretary shall issue notices for all special meetings and keep a current record of the names, e-mail and postal addresses and phone numbers of Intergroup Representatives and Alternate Representatives by group. This office shall be for a term of one year.

**Section 4.** The Treasurer shall be responsible for the financial records of all monies paid to Intergroup or any committee thereof. The Treasurer shall keep a monthly record of all monies received and/or disbursed including filing taxes and other financial regulatory responsibilities as required by law. He/She shall report monthly, the financial status to Intergroup and submit all books and records to be audited as requested. All financial records must be maintained in the Intergroup office. He/She shall issue an annual report, based on the calendar year, providing categorized revenues and expenditures. Prior to the new Treasurer assuming office, an audit will be arranged. This office shall be for a term of two years.

**Section 5.** Members at large shall be responsible for helping to determine the agenda of N.D.I. Members at large should be elected for a term of 2 years in alternating years.

**Article IX**  
**Election of Officers**

The Steering Committee will appoint and announce a Nominating Committee at the December meeting who will prepare and propose a slate of nominees for election of officers.

The Nominating Committee will present their proposed nominees at the January meetings. In addition, nominations may also be made from the floor at either the January or February meetings.

The Group Representatives present at the February meeting and ensuring that a quorum is present as defined in Article V, shall elect a Vice-Chairperson, Secretary, Members at Large as per Article 8, and (bi-annually), a Treasurer. The Vice-Chairperson shall take office as the Chairperson.

In the event any office becomes vacant for any reason whatsoever between annual elections, the Chairperson shall give notice of an election to fill such a vacancy either for a regular or special meeting to be designated in writing at least one week in advance. In the event the office of Chairperson becomes vacant, the Vice Chairperson shall take the office of Chairperson at the time of vacancy.

**Article X**  
**Steering Committee**

**Section 1.** The Steering Committees shall consist of the elected Officers, Chairpersons of all Committees, Central Office Coordinator and the past Chairperson.

**Section 2.** All elected officers as defined in section VIII shall have one vote. One Office coordinator shall have one vote.

**Section 3.** Any member missing three consecutive meetings may be replaced by a majority vote of the Steering Committee.

**Section 4.** The Steering Committee shall meet regularly on a monthly basis with the meeting being held on the last Tuesday of the month except when that date is the day before the regular Intergroup Meeting, and in that event, it shall be held on the preceding Tuesday.

**Section 5.** The Steering Committee shall recommend to the representatives such projects, activities or committees as it shall deem, from time to time, to be in the best interests of Intergroup. Implementation of these recommendations shall be by action of the representatives.

**Section 6.** The Steering Committee shall annually approve a list of those members authorized to co-sign checks issued against the Northern Delaware Intergroup checking account.

## **Article XI**

### **Financial Management**

#### **Section 1: Treasurer**

The treasurer is responsible for moneys received and deposited, moneys disbursed, payroll (including payroll taxes/reports), purchasing / inventory, and the recording of all financial transactions in the accounting system. Additionally, the treasurer prepares bank reconciliations, periodic reconciliation of petty cash and funds not yet deposited: Prepares and reviews monthly financial statements: Presents the statements to the Steering Committee, and then the Intergroup membership, with recommendations: Prepares IRS Form 990 (annual nonprofit tax return) and resolves any questions raised by the IRS. Informs the Steering Committee, then Intergroup membership, of any such questions and the resolution. Reviews all contracts and refers them to the Steering Committee with recommendations: Assures that appropriate and adequate insurance coverages are continued in force: Serves as non-voting member of the Finance Committee: Works with the Finance Committee and Steering Committee in the spirit of cooperation and collaboration: Provides both committees with requested financial information in a timely manner.

#### **Section 2: Finance Committee**

Finance Chair is appointed by the Intergroup Chair and shall be an experienced accountant and independent of the financial management of Intergroup. Finance Chair appoints additional members of the Finance Committee, as deemed necessary. Finance Committee prepares the budget (original and any revisions) with input from the Treasurer, reviews financial statements at least quarterly and prepares recommended finance related policies and procedures. Finance Chair reports the results of the Finance Committee activities to the Steering Committee, and then the Intergroup membership, in writing. The Finance Committee is expected to act with a spirit of cooperation to collaborate effectively with the Treasurer and Steering Committee.

#### **Section 3: Annual Internal Financial Review**

The Finance Chair conducts the annual review of the financial statements, records and internal controls, and determines the tests s/he deems necessary to carry out that review. The Finance Chair may obtain assistance in the review from other experienced accountants. All individuals involved in the review must be independent of the management of Intergroup funds. The Finance Chair submits a report and final financial statements to the Steering Committee and Intergroup in writing. The report is to include an assessment as to the reliability of the financial statements and selected internal controls, with any findings that resulted from the review, and recommendations for resolving any findings.

#### **Section 4: External Financial Review / Audit**

An external financial review or audit may be requested by an Intergroup Representative or voting member of the Steering Committee. Such requests must be directed to the Steering Committee, in writing, and include the specific reason(s) for the request. Requests received that lack sufficient specificity to be acted upon will be returned for clarification. The Steering Committee will obtain an assessment of the request, and a proposal for providing the appropriate services, from a Certified Public Accountant. The Steering Committee will then present both the request and CPA's assessment and proposal to the membership at an Intergroup meeting for approval by the membership. Approval requires a 2/3 majority of the members present and voting.

#### **Section 5: Steering Committee**

Reviews the budgets, statements and reports from the Treasurer and Finance Committee and reports the results of the Steering Committee review to the membership at the next Intergroup meeting.

## **Article XII Financing**

The activities of Intergroup shall be financed by:

(a) Contributions from Member Groups.

(b) Individual AA member contributions.

All contributions must be according to GSO guidelines.

(c) Sale of literature.

(d) Income derived from such projects or activities as may be authorized from time to time by the representatives.

## **Article XIII Sobriety**

In order to hold an office of Northern Delaware Intergroup or to be a member of the Steering Committee, a member should have been continuously sober for at least two years. It is recommended that the Chair, Vice Chair and Treasurer shall have 3 years continuous sobriety. In order to be elected as a representative to Intergroup or as an alternate representative, a person shall have been continuously sober for at least one year.

All Officers of Intergroup, members of the Steering Committee and representatives may be subject to recall by a majority vote at a duly constituted meeting of representatives or by action of the individual group which he/she represents, as the case may be, for the purpose of enforcing this provision regarding sobriety.

## **Article XIV Amendment to Constitution and By-Laws**

The Constitution and By-Laws may be amended at any time by a two-thirds vote of the participating members at any regular meeting providing a quorum has been ascertained to be present and providing notice of a proposed amendment has been included in the previous meeting's minutes and a copy of the proposed amendment has been posted to the official Intergroup website at least one month before the meeting in which the action is taken on the amendment.

## **Article XV Traditions**

The Twelve Traditions and guidelines of Alcoholics Anonymous are accepted, approved and adopted as guides regarding the conduct of Intergroup.

**Article XVI  
Non-Profit**

(a) Said organization is organized exclusively for charitable and educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt-organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in this paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(3)(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the 6 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

(c) Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (3) (c) of the Internal Revenue Code (or the corresponding provision of any United States Internal Revenue Law), or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

**Article XVII  
Delaware Service Assembly Representation**

The Chairperson, or in his or her absence the Vice-Chairperson, or a representative designated by the Chairperson will be the representative for Northern Delaware Intergroup at all Delaware Area Service Assembly functions.

**Article XVIII  
Recall of Officers**

Any officer and/or member of any committee may be removed from office for cause upon a 2/3 vote of Group Representatives present at a duly constituted special meeting (as per Article IV) where a quorum is present (as defined in Article V). Before a vote for removal from office, a full disclosure of charges shall be submitted in writing to this individual, and the individual under discussion shall be granted 10 business days to respond in writing to the Steering Committee.