

SOUTHERN MARYLAND INTERGROUP ASSOCIATION, INC.

BY-LAWS

SOUTHERN MARYLAND INTERGROUP ASSOCIATION, INC.

BY-LAWS

TABLE OF CONTENTS

| DESCRIPTION | PAGE |
|---|------|
| ARTICLE 1 NAME | 1 |
| ARTICLE 2 PURPOSE | 2 |
| ARTICLE 3 MEMBERSHIP | 3 |
| ARTICLE 4 MANAGEMENT | 4 |
| ARTICLE 5 DIRECTORS | 6 |
| ARTICLE 6 MEMBERSHIP MEETINGS | 11 |
| ARTICLE 7 COMMITTEES | 14 |
| ARTICLE 8 FISCAL POLICY | 17 |
| ARTICLE 9 AMENDMENTS | 19 |
| ARTICLE 10 EFFECTIVE DATE | 20 |
| APPENDIX A CERTIFICATION OF ADOPTION | |

ARTICLE 1

NAME

- 1.1** The name of this organization (which is hereafter called the Corporation), shall be the Southern Maryland Intergroup Association, Inc. (SMIA).

A true copy of the approved By-Laws. Voted on and passed by the General Membership in February 2010, replacing and superseding any and all previous By-Laws.

ARTICLE 2

PURPOSE

- 2.1** The primary purpose of said Corporation shall be to aid in the relief and recovery of persons suffering from alcoholism and its attending problems. To accomplish this, the Corporation is empowered to do the following:
- 2.1.1 To receive and disburse funds. To perform any other lawful acts necessary or desirable to carry on any of the Corporate purposes.
 - 2.1.2 To carry on any activity; to purchase, acquire, hold and/or dispose of any property (real, personal, or mixed), as may be requisite or desirable for the transaction of the business or the affairs of the Corporation.
 - 2.1.3 To acquire property for Corporate purposes by grant, gift, purchase, wills or bequeaths. Individual contributions shall not exceed the limitations prescribed by the AA General Service Office.

ARTICLE 3

MEMBERSHIP

- 3.1** Membership is open to any AA group in Calvert, Charles, St. Mary's or nearby Counties that select to participate in the Corporation.
- 3.2** Each participating group shall elect one person as its Intergroup Representative to serve as its voice in the affairs of the Corporation and to vote its wishes. Each group may elect one or more alternate representative(s) as it deems necessary, but voting remains at one vote per group. No person shall have more than one (1) vote.
- 3.3** The aggregate of the Intergroup Representatives, their alternates, and Standing Committee Chairs shall be known as and hereafter referred to as the Membership.
- 3.4** Each member shall be given a copy of these By-Laws.

ARTICLE 4
MANAGEMENT

- 4.1** The business and the property of the Corporation, except as otherwise provided for by statute or these By-Laws, shall be conducted and managed by the Board of Directors.
- 4.2** The membership of the Corporation shall meet once each month with the Board of Directors. Other meetings of the membership of the Corporation may be called at any time by the Chairperson or by a majority of the Board of Directors. Such meetings shall be announced by the Secretary or Chair not less than five (5) days prior to the meeting date.
- 4.3** All actions taken by the membership are subjected to approval by the Board of Directors except as provided in Section 6.8. Action taken by the membership at its regular meeting shall be deemed to be approved by the Directors UNLESS a specific objection is noted by one or more of the Directors present. This sub-section shall NOT overrule the provisions of ARTICLE 9 (AMENDMENTS) of these By-Laws.
- 4.4** The Board of Directors shall have the responsibility to review all contributions to the Corporation.
- 4.5** The Board of Directors shall approve all amendments, additions~ and deletions to the By-Laws as provided in ARTICLE 9 (AMENDMENTS).
- 4.6** Powers not specifically assigned to the Directors by these By-Laws shall reside with the membership.
- 4.7** No Director, member or employee of the Corporation shall receive or be lawfully entitled to receive any profit from the operations of the Corporation.
- 4.8** In general, compensation for personal services rendered is not provided. Exceptions must be authorized in advance by the Finance Committee, approved by the Board of Directors and voted on by the membership.

ARTICLE 4 (CONT)

MANAGEMENT

- 4.9** The registration of the Corporation shall be duly maintained in the Counties of Calvert, Charles, and St. Mary's; State of Maryland. Such Corporation shall be kept current by appropriate payments of taxes, etc., if applicable, which shall be taken from the funds of the Southern Maryland Intergroup Association.
- 4.10** The original copy of the Articles of Incorporation, current and previous By-Laws and other Corporate documents deemed appropriate shall be stored in a safe deposit box provided by the Corporation.

ARTICLE 5

DIRECTORS

- 5.1** The number of Directors shall be five (5); one (1) County Director from Calvert, Charles and St. Mary's Counties and two (2) Directors "at large". The location of the Directors' "Home Group" shall determine the "residence" of the Director. The Directors shall serve as officers of the Corporation. They shall be Chair, Vice Chair, Secretary, Treasurer and Parliamentarian. The Chair position shall rotate in succession among the three (3) Counties. In the event there are no qualified, willing candidates for Chair, the position shall rotate to the next County and the rotation shall continue.
- 5.2** EACH DIRECTOR MUST BE A MEMBER OF ALCOHOLICS ANONYMOUS. It is mandatory that each Director have at least two (2) years of continuous sobriety.
- 5.3** Directors shall be elected from the membership for two (2) year terms. The Chair, Secretary and Parliamentarian shall be elected in EVEN NUMBERED years and the Vice Chair and Treasurer shall be elected in the following year. No Director shall be elected to more than three (3) terms in succession. No Director shall serve a consecutive term in any one office. The terms of office shall begin on the second (2nd) Saturday of April. Each Director shall hold office until a qualified successor is elected, the Director resigns or is removed, or dies.
- 5.3.1 In the event the membership, as set forth in ARTICLE 3, Section 3.3, DOES NOT have a willing qualified candidate, then other candidates will be nominated.
- 5.3.2 When more than one (1) Director "resides" in the same County, they shall determine which is the "County Director". To ensure each County has a Board member, "County Directors" should maintain their "residence" during term in office. ARTICLE 5, Section 5.7.2 applies.
- 5.4** ELECTING THE DIRECTORS
- 5.4.1 The provisions of ARTICLE 7, Section 7.4 apply.

ARTICLE 5 (cont.)

DIRECTORS

5.4.2 At the February Membership meeting, nominations will be accepted from the Nominating Committee. All nominations must comply with ARTICLE 5.

5.4.3 At the annual membership meeting in March, further nominations that comply with ARTICLE 5 will be accepted and the elections shall be held.

5.4.4 Elections shall be by office. Voting will be by secret written ballot except as provided below.

5.4.5 The parliamentarian shall distribute ballots to qualified voters only.

5.4.6 Ballots shall be counted and the results announced by two (2) members designated by the Chair.

5.4.7 The nominee securing the largest number of votes shall be declared elected.

5.4.8 In the event of a tie vote between two (2) nominees, the names of both will be placed in a hat and the winner will be determined by random selection.

5.4.9 In the absence of an opposing nominee for any office, the Chair shall direct the Secretary to cast one (1) vote for the candidate who shall then be declared elected.

5.5 DUTIES OF THE OFFICERS

5.5.1 CHAIR

The Chair shall be the Director of the Corporation and shall preside at all Board of Directors and Membership meetings. All powers ordinarily exercised by the President of a Corporation shall be exercised by the Chair. The Chair shall appoint all committees and serve as ex-officio member of all committees except the Nominating Committee.

ARTICLE 5 (cont.)

DIRECTORS

5.5.2 VICE CHAIR

In the absence of the Chair, the Vice Chair shall assume all roles and authority usually vested in the Chair and can be assigned such other duties as the Chair may direct.

5.5.3 SECRETARY

The Secretary shall keep the minutes of all meetings of the Corporation and shall perform all duties of a Secretary of a Corporation. In the absence of the Chair and the Vice Chair, the Secretary shall preside.

5.5.4 TREASURER

The Treasurer shall pay all obligations incurred by the membership, have charge of and be responsible for all funds, securities, receipts, disbursements of the Corporation and shall perform all duties ordinarily incidental to the office of a Treasurer. The Treasurer shall serve as the Chair of the Finance Committee.

5.5.5 PARLIAMENTARIAN

The Parliamentarian shall be responsible to ensure that all procedures, meetings, elections and actions taken by the Membership, Board of Directors and/or Executive Committee are in accordance with:

- A. The Articles of Incorporation
- B. The By-Laws of the Corporation
- C. Roberts Rules of Order

In the event of a conflict between the above, The Articles of Incorporation shall take precedence over the By-Laws and the By-Laws shall take precedence over Roberts Rules of Order.

ARTICLE 5 (cont.)

DIRECTORS

5.5.6 ASSISTANTS

The Chair may appoint one or more Assistant Secretaries and/or Treasurers from the members of the Corporation to serve as needed.

5.6 RESIGNATION OR REMOVAL OF DIRECTORS FROM OFFICE

- 5.6.1 Any Director who desires to resign should submit a written letter of resignation to the Board of Directors Chair. If the Chair chooses to resign, he/she should address the resignation to the Vice Chair. All other members of the Board shall be immediately notified of the resignation. The Chair shall hold an election at the next regularly scheduled meeting of the membership to replace the Director for the remainder of the current term.
- 5.6.2 An unexplained absence from two (2) regularly scheduled meetings shall constitute just cause for removal.
- 5.6.3 Any member of the Board who drinks alcohol shall be removed.
- 5.6.4 Any Director may be removed for just cause. The majority vote of the membership shall prevail on a motion to remove a Director. No action shall be taken to remove a Director unless he/she has been advised by certified mail at least five (5) days prior to the meeting that the removal is to be considered. Prior to a vote being taken on the removal, the Director shall have the opportunity to speak on his or her behalf or to be represented by another to speak for him/her.

ARTICLE 5 (cont.)

DIRECTORS

5.7 MEETINGS OF THE BOARD OF DIRECTORS.

5.7.1 The Board of Directors shall meet each month with the membership to conduct affairs of the Corporation. Other meetings shall be held as needed. The Board of Directors Chair or any other two (2) Directors may call a meeting as required.

5.7.2 A quorum of three (3) Directors shall be necessary and sufficient to conduct all business of the Board provided always that two (2) of the members present shall be "County Directors" .

5.7.2.1 In order to ensure timely transaction of Corporate affairs, each Director shall designate one person to cast his/her proxy vote AS A DIRECTOR. This proxy will be valid only during the term of office of the Director making the declaration. This proxy will be recorded with the Parliamentarian and may be changed at any time. This proxy vote will be cast ONLY in the absence of a Director as provided by Section 5.7.2 and ONLY in the event the Board of Directors are instructed to meet under the provisions of Section 6.8 of these By-Laws.

5.7.3 The Board shall keep minutes of its meetings and a full account of all of its transactions.

5.7.4 All meetings shall be open to any AA member who has business with the Board.

ARTICLE 6

MEMBERSHIP MEETINGS

- 6.1** The provisions of Section 4.2 apply.
- 6.2** All meetings of the membership shall be open to any AA member and shall be conducted in accordance with Roberts Rules of Order unless otherwise provided in the Articles of Incorporation or herein. The meeting will be held on the second Saturday of each month at a time to be set by the Membership.
- 6.2.1 An annual meeting of the members of the Corporation shall be held at the Intergroup Office or elsewhere, on the second (2nd) Saturday of March of each year at the designated meeting time. The purpose of this meeting is to elect Directors.
- 6.2.2 During the first (1st) week of February each year, each Intergroup Representative will notify his/her group of the date, time, place and purpose of the annual meeting.
- 6.3** A quorum consists of five (5) VOTING members and at least two (2) Directors. A quorum thus constituted shall be necessary and sufficient to conduct any business of the membership except as provided elsewhere in these By-laws.
- 6.4** At all meetings, wherever practical, the order of business shall be as follows:
- A. Roll Call of Member Groups
 - B. Reading of minutes of Preceding Meeting(s)
 - C. Reports of Officers and Committees
 - D. Elections of Officers /Directors (When required)
 - E. Old Business
 - F. New Business
 - G. Good of the Order
 - H. Adjournment
- 6.5** At every meeting, each AA Group shall be entitled to one (1) vote. The Parliamentarian shall monitor and validate all voting and shall resolve any questions or disputes regarding voting authority in accordance with these By-laws.

ARTICLE 6 (cont.)

MEMBERSHIP MEETINGS

- 6.6** The Members of the Board shall relinquish their voting rights upon election to the Board except for the Chair who shall have the right to cast the decisive vote in case of a TIE VOTE ONLY. Because of this the affected group should ensure it has a vote at all meetings.
- 6.7** Any AA member can participate in discussion. Only Representatives, Standing Committee Chairs and Directors may introduce business, make motions and vote. The provisions of Sections 3.2, 3.3, 6.6 and 7.2 apply.

6.8 OVERRULING THE BOARD OF DIRECTORS

- 6.8.1 In the event the Board elects to refer any action taken by the membership to the full Board of Directors for consideration, this referral shall be recorded in the minutes of the membership meeting. The matter must be considered by the Board of Directors prior to the next meeting of the membership and its decision announced at that meeting.
- 6.8.2 If a referral is noted as outlined in Section 6.8.1, the membership may, upon simple majority vote, elect to recess the membership meeting and instruct the Board of Directors to meet and consider the matter forthwith.
- 6.8.2.1 If a quorum of the Board of Directors is present as provided by Section 5.7.2, they shall immediately convene and consider the question and report its decision to the membership.
- 6.8.2.2 If a quorum is not present, the Chair will advise the membership that a meeting cannot be held due to the lack of a quorum.
- 6.8.2.3 The membership may, by a two-thirds (2/3) vote, instruct the Board to convene by use of the proxy votes recorded with the Parliamentarian under the provisions of Section 5.7.2.1.

ARTICLE 6 (cont.)

MEMBERSHIP MEETINGS

- 6.8.3 If the Board of Directors votes to overrule the membership, the decision will be announced to the membership with an explanation.
- 6.8.4 The membership may overrule a decision of the Board by a two thirds (2/3) majority vote.

ARTICLE 7
COMMITTEES

7.1 Section 5.5.1 shall apply.

7.2 STANDING COMMITTEES

7.2.1 The Standing Committee Chairs shall serve for a period of one (1) year from May 1st through April 30th. Chairs should have a minimum of one (1) year continuous sobriety. They shall consist of the following:

- A. Telephone
- B. Where & When/Lifeline
- C. Institutional
- D. Public Information/C.P .C
- E. Finance
- F. Bookstall
- G. SMIA Website

7.3 DUTIES OF THE COMMITTEES

7.3.1 TELEPHONE

The Committee shall be responsible for, but not limited to, maintaining a current 12th Step telephone listing and meeting list (including changes) at the Answering Service Office. The monthly report should reflect the general areas from which calls were received. AA Guidelines MG-12 apply.

ARTICLE 7 (Cont.)

COMMITTEES

7.3.2 WHERE & WHEN/LIFELINE

The Editor shall collect and prepare information for publication of the Newsletter; ensure adequate copies are available at the monthly meeting; maintain a current label listing of subscribers and groups; maintain information on group changes and prepare revised Where & When meeting listing for semi-annual publication. The Lifeline can be a separate Committee from the Where & When. As a separate Committee, the Where and When would be published when decided by vote of the Membership.

7.3.3 INSTITUTIONAL

AA Guidelines MG-06 and MG-19 apply.

7.3.4 PUBLIC INFORMATION/C.P.C.

AA Guidelines MG-07 and MG-11 apply.

7.3.5 FINANCE

The Treasurer shall serve as the Chair of the Finance Committee which shall consist of three (3) members, two (2) of whom shall not be current officers of the Corporation. This Committee shall have the authority to incur any essential immediate expenditure not to exceed Two Hundred Dollars (\$200.00). All such expenditures shall be reported to the membership at the next meeting.

ARTICLE 7 (cont.)

COMMITTEES

7.3.6 BOOKSTALL

The Committee shall be responsible for the overall operation of the Bookstall in a profitable manner. ONLY AA Conference-approved material will be ordered and sold, with the exception of anniversary medallions. (Chips). The Treasurer shall reimburse the Bookstall from the budget(s) of the Committee(s) requiring materials. Profits after operating expenses shall be transferred to the General Fund.

7.3.7 SMIA Web Site

The Committee shall be responsible for the overall operation of the SMIA Web Site. The Committee will be responsible for material displayed on the Web Site and the legality thereof. The Treasurer shall reimburse the Committee for operating costs incurred, not to exceed \$150.00 per month.

7.4 NOMINATING COMMITTEE

7.4.1 The Nominating Committee shall be appointed by the Chair at the regular meeting of the membership during the month of January. The Committee shall consist of at least three (3) members, one (1) each from Calvert, Charles and St. Mary's Counties.

7.4.2 At the regular February membership meeting, the Committee will submit specific nominations for the offices of:

- A. Chair
- B. Vice Chair
- C. Treasurer
- D. Secretary
- E. Parliamentarian

7.4.3 The nominations shall comply with the provisions of ARTICLE 5 of these By- Laws.

7.5 SPECIAL COMMITTEES

7.5.1 Special Committees may be appointed by the Chair for a specific purpose and duration.

ARTICLE 8

FISCAL POLICY

- 8.1** ALL CONTRIBUTIONS of money, goods and/or services shall be accepted in strict adherence to the principle that we are self supporting. No contributions shall be accepted without the unanimous approval of the Finance Committee. The provisions of section 4.4 apply.
- 8.2** The budget for the Corporation shall be adopted annually at the May meeting of the membership. The Treasurer and the Finance Committee shall prepare a budget proposal for consideration and discussion at the April meeting. In election years, both the newly elected and the outgoing Treasurers shall participate.
- 8.3** All motions brought before the membership requiring funds will include an estimate of cost. The Treasurer shall report on the status of the budget before discussion takes place. This report shall include recommendations for budget revisions if adjustments are required.
- 8.4** The regular checking and savings accounts shall bear the signatures of the Treasurer, Chair and Vice Chair. Two (2) signatures shall be required to disburse funds. The special accounts shall also bear three (3) signatures, two (2) of which shall be required to disburse funds. One signature disbursing funds must be that of a Board Member.
- 8.5** The Prudent Reserve is defined as funds required to support activities for a period of three (3) months should no income from any source is received. Additional funds may be set-aside in savings to support special projects or planned purchases of high cost equipment approved by the membership.
- 8.6** With the exception of the purchase of large equipment items, the budget should be balanced and provide for some funds being added to the Prudent Reserve each year.
- 8.7** In the event that SMIA funds are greater than the Prudent Reserve, and there are no special projects or planned equipment purchases requiring savings, all funds in excess of the Prudent Reserve shall be sent monthly to World Services and Maryland General Services on a 60/40 percent basis.

ARTICLE 8 (cont.)

FISCAL POLICY

- 8.8** The Board of Directors shall ensure that the General Fund and the Bookstall Fund be audited annually and whenever the Treasurer and/or Bookstall Chair leave their position. Should any Special Event(s) account be set up, they shall be audited upon completion of the event.

ARTICLE 9

AMENDMENTS

- 9.1** The provisions of Section 4.5 apply.
- 9.2** Any duly elected Intergroup Representative may introduce an amendment. It must first be introduced at a regular meeting of the membership. After all discussion has been heard, the question of voting on the amendment shall be called. Majority rule shall prevail. If the vote approves submission of the amendment, the proposed amendment shall be referred to the Directors for formal wording. The formal amendment shall be prepared in time for the next meeting of the membership (or sooner if the Directors so desire). The Secretary shall read the formal amendment to the membership. Such reading shall take place at two (2) consecutive normally scheduled meetings of the membership. (The first reading may be at the meeting where the matter was first introduced.) Immediately following the second reading of the amendment, it shall be voted upon by the membership. A two thirds (2/3) majority of all members present shall be necessary to approve the amendment. If it is approved by the membership, it shall be submitted to the Board of Directors.
- 9.3** The Board of Directors shall approve or disapprove all amendments, additions and deletions to the By-laws. The Board shall have a period of thirty (30) days to act upon any change. Failure of the Board to formally act on an amendment shall constitute approval. A majority vote by the Board shall be sufficient to approve or reject an amendment.
- 9.4** The Board of Directors shall make their decision known to the membership at the next regular meeting of the membership.
- 9.5** Adverse decisions of the board of Directors may be overruled using the provisions of Section 6.8 of these By-Laws.

ARTICLE 10

AMENDMENTS

- 10.1** These By-Laws shall become effective upon adoption and shall remain in full force and affect until such time as they are either amended, revised or repealed as set forth in ARTICLE 9.
- 10.2** Nothing in these By-Laws shall be construed as interfering with the autonomy, the internal business, policies or organization of any of the local groups forming the Corporation.
- 10.3** Upon adoption, these By-Laws shall supersede and replace all previous By-Laws.