BYLAWS OF EAST BAY INTERGROUP, INC.

A California Nonprofit Public Benefit Corporation
TABLE OF CONTENTS

ARTICLE 1   PURPOSE
ARTICLE 2   PRINCIPAL OFFICE
ARTICLE 3   MEMBERS
   3.1 MEMBER GROUPS
      3.1.1 INTERGROUP REPRESENTATIVES
   3.2 NUMBER OF MEMBERS
   3.3 FEES, DUES AND ASSESSMENTS
   3.4 NON-LIABILITY OF MEMBERS
   3.5 MEMBERSHIP RECORDS
   3.6 TERMINATION OF MEMBERSHIP
   3.7 INTERGROUP
ARTICLE 4   SERVICE BOARD
   4.1 -- ELECTED SERVICE BOARD MEMBERS
      4.1.1 Duties
      4.1.2 Qualifications
      4.1.3 Terms of Office
      4.1.4 Vacancies
      4.1.5 Compensation
ARTICLE 5   CHAIR OF THE BOARD
ARTICLE 6   OFFICE ADMINISTRATOR
   6.1 Qualifications
   6.2 Term of Office
   6.3 Compensation
      6.4 Duties and Responsibilities
      6.4.1 Duties and Responsibilities as Office Administrator
      6.4.2 Duties and Responsibilities as Secretary Treasurer
ARTICLE 7   COMMITTEES
   7.1 Standing Committees
   7.2 Other Committees
ARTICLE 8   DECISION MAKING AND GROUP CONSCIENCE
   8.1 DECISION MAKING POLICIES
   8.2 GROUP CONSCIENCE
   8.3 RIGHT OF DECISION
ARTICLE 9   MEETINGS
   9.1 GENERAL PROVISIONS
      9.1.1 Quorum
      9.1.2 Chairperson
      9.1.3 Recording Secretaries
   9.2 INTERGROUP MEETINGS
      9.2.1 ELECTION OF CENTRAL SERVICE BOARD MEMBERS
   9.3 CENTRAL SERVICE BOARD MEETINGS
      9.3.1...ATTENDANCE AND PARTICIPATION IN BOARD MEETINGS
ARTICLE 10  NON-LIABILITY
ARTICLE 11  INDEMNIFICATION
ARTICLE 12  INSURANCE FOR CORPORATE AGENTS
ARTICLE 13  FISCAL POLICIES
13.1 FISCAL YEAR
13.2 TAX EXEPT POLICIES
   13.2.1 CONDUCT OF BUSINESS
   13.2.2 NONINURMENT
   13.2.3 DISTRIBUTION OF FUNDS UPON DISSOLUTION
ARTICLE 1  PURPOSE

East Bay Intergroup shall provide service and support to its member groups by performing A.A. service activities that are better handled collectively than by individual groups. These activities include but are not limited to: publishing a meeting directory, maintaining a telephone hot line, supplying a full stock of AA literature, coordinating public information and cooperation with the professional community (PI/CPC), and coordinating special events and intergroup activities.

East Bay Intergroup is composed of member A.A. groups and is registered with the California Secretary of State as a nonprofit public benefit corporation. Member groups send representatives to monthly Intergroup meetings. Ultimate authority for all services and activities rests with Intergroup, but responsibility and authority for conducting all Intergroup corporate activities is delegated to the Central Service Board.

ARTICLE 2  PRINCIPAL OFFICE

The principal office of the corporation or East Bay Intergroup Central Office shall be the primary place of business and the focal point for Intergroup activities and shall be located within the state of California as determined by the Service Board. Central Office shall be a full service center of Alcoholics Anonymous. The Board may change the principal office from one location to another within the state of California.

ARTICLE 3  MEMBERS

3.1 MEMBER GROUPS

Any Alcoholics Anonymous Group or Fellowship within the East Bay Intergroup service area that registers with Intergroup by sending an Intergroup Representative to the Intergroup meetings is automatically a member. Intergroup Representatives vote for their respective groups and hence are defined as voting members.

Service Board members are also voting members at Intergroup meetings.

No voting member may hold more that one Intergroup membership, thus each may cast but one vote.

3.1.1 INTERGROUP REPRESENTATIVES

Intergroup Representatives should be active in the groups they represent, have at least one year's continuous and current sobriety, should maintain sobriety while a Representative, should have a knowledge of the Twelve Traditions and Twelve Concepts of Alcoholics Anonymous and must register at each Intergroup meeting attended. In the event a Representative cannot attend an Intergroup meeting, the member group may select an alternate qualified representative to attend.

3.2 -- NUMBER OF MEMBERS
There is no limit on the number of members the corporation may admit.

3.3 -- FEES, DUES AND ASSESSMENTS

Memberships shall be non-assessable. No application or membership fees shall be charged to members by the corporation.

Traditionally, each member group is asked to make contributions for the purpose of supporting the corporation in all of its responsibilities and activities.

3.4 NON-LIABILITY OF MEMBERS

Member groups of this corporation, their representatives or participants are, not liable for the debts, liabilities, or obligations of the Corporation, Similarly, the Corporation assumes no liability for the actions or legal responsibilities of any of the member groups their representatives, or their participants.

3.5 MEMBERSHIP RECORDS

The corporation shall keep a membership list containing the name and address of each current member group and its representative. Such list shall be kept at the corporation’s principal office. Names and addresses of member groups and the names of Intergroup Representatives shall be available for inspection by any Director or Intergroup Representative during regular business hours.

The personal information: addresses, email addresses, phone numbers, sobriety dates, etc. of Intergroup Representatives, Service Board members, and corporation Officers shall remain confidential and shall not be used, in whole or part, by any person for any purpose not specifically related to the conduct of Intergroup business.

Membership records, and all minutes, Bylaws, Articles of Incorporation and other corporate records may by kept in any form capable of being converted to a clearly legible and tangible form. Such records shall be certified to be true copies by the Secretary/Treasurer and shall be kept at the principle office of the corporation.

3.6 TERMINATION OF MEMBERSHIP

The membership of a member group shall terminate upon the occurrence of any of the following events:

Upon the member group’s Intergroup Representative or Alternate Intergroup Representative failing to register at the monthly Intergroup meeting for four consecutive months;

Upon receipt of written notice of termination of membership from a member group;

It is expected that registered groups will adhere, essentially, to the Twelve Traditions of Alcoholics Anonymous. Determination by Intergroup that a member group’s disregard for one or more of the Traditions is substantially detrimental to the Corporation, the other
BYLAWS OF EAST BAY INTERGROUP, INC.
A California Nonprofit Public Benefit Corporation

member groups, or to Alcoholics Anonymous as a whole shall be grounds for termination of membership. Upon such determination by Intergroup, the subject group shall be notified by mail.

Recourse upon Termination

Any group notified of termination by mail shall have the right to be heard at the next regular Intergroup meeting following its termination, but only for the purpose of responding to the termination and requesting reinstatement. A terminated group has no voting privileges until such time as said group is reinstated.

3.7 INTERGROUP

The ultimate authority and responsibility for the effectiveness of East Bay Intergroup lies with its member groups. For effectiveness, certain powers, and responsibilities are delegated to the Service Board, and the corporate Officers. These delegated powers provide a considerable freedom of action. Hence, it is the responsibility of member groups, primarily through representation at Intergroup meetings, to monitor and review these actions.

Thus, Intergroup, by an informed group conscience of the Representatives present at any regular monthly or specially called meeting in accordance herewith may overrule any action taken by the Service Board or its Officers, or may do any other thing in compliance with law these Bylaws and with the Articles of Incorporation. Such decisions by Intergroup shall be binding upon the Service Board and the corporate Officers.

No action outlined in Article 6.1 may be taken by Intergroup without both a quorum being present as defined in Article 7.1.1 and a notice having been given to voting members in accordance with the provisions of these Bylaws.

ARTICLE 4 SERVICE BOARD

The conduct of all corporate activities and affairs and all corporate powers are delegated to the Service Board, subject to the provisions of law and any limitations of the Articles of Incorporation or these Bylaws. Thus the Board shall plan, set objectives, establish policies, monitor progress, evaluate effectiveness, make modifications and keep the member groups apprised of all corporate affairs and activities.

The Board shall monitor, and evaluate the corporate financial condition, making appropriate modifications if needed.

The Board shall meet monthly, at other times as needed, and conduct an annual corporation meeting,

The Board selects, employs, and discharges the Office Administrator.

The elected members of the Board annually review the performance plus the salary and other benefits of the Office Administrator, making modifications as they deem needed.

The full Board fixes the salary and health, retirement, vacation and other benefits of all special workers except the Office Administrator.

The Board advises the Office Coordinator on Central Office activities and affairs.

Members of the Board attend all Intergroup meetings.
4.1 -- ELECTED SERVICE BOARD MEMBERS

4.1.1 Duties

In addition to their collective duties, each elected Board member has individual responsibilities.

The Central Office Coordinator is the direct overseer of Central Office functions.

The Special Events Chair chairs the Special Events Committee, which coordinates planning and hosting of special events, such as picnics, dances, and All Groups Day.

The Telephone Committee Chair chairs the Telephone Committee and is responsible for the 24-hour AA hotline and Twelfth Step activities.

The PI/CPC Committee Chair chairs the PI/CPC Committee and coordinates all public information and cooperation with the professional community events and activities.

The Beginners Committee Chair chairs the Beginners Committee and coordinates the weekly Beginners Meetings.

4.1.2 Qualifications

An elected member of the Central Service Board should have a minimum of two years continuous and current sobriety, be active in a member group, and have knowledge of the services, Traditions and Concepts of Alcoholics Anonymous.

4.1.3 Terms of Office

The term of office for each elected member of the Central Service Board is fifteen months. Terms are scheduled to begin at three-month intervals on the first of March, June, September, and December, so there shall be only one new Board member elected every 90 days. No person may serve more than one term on the Central Service Board within a period of 30 months, although a member filling an unexpired term shall be eligible for election to a full term if the length of the unexpired term is six (6) months or less.

4.1.4 Vacancies

Vacancies on the Central Service Board shall exist when a member’s term expires, or upon the death, resignation or removal of any member. The Board may remove any member who is no longer sober, has been absent from four consecutive Board meetings, or is unfit or unable to act as determined by the Board.

Board members may be removed without cause by group conscience at an Intergroup meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to an officer of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected officer or in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled as provided in Article 7.2.4 of these Bylaws. A person elected to fill an unexpired term shall hold office until the scheduled end of the term, or until his or her death, resignation, or removal from office.
4.1.5 Compensation

Elected Central Service Board members shall serve without compensation. However, they shall be allowed reasonable remuneration for expenses incurred in the performance of their regular duties as specified in these Bylaws.

Notwithstanding any other provisions of these Bylaws, no Service Board member except the Secretary/Treasurer may be an interested person.

ARTICLE 5 CHAIR OF THE BOARD

The Chair of the Board shall be the chief executive officer of the corporation and shall, subject to the control of the Service Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Service Board.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Service Board.

ARTICLE 6 OFFICE ADMINISTRATOR

6.1 Qualifications

The Office Administrator shall have a minimum of ten years continuous and current sobriety, show evidence or extensive A.A. service experience be familiar with small business practices, and have other qualifications as set by the Board.

6.2 Term of Office

The Office Administrator’s term of service is indefinite, subject to annual review by the Service Board.

6.3 Compensation

The Office Administrator’s compensation shall be comparable to the salaries and benefits of those in the local community with similar responsibilities and duties.

6.4 Duties and Responsibilities

6.4.1 Duties and Responsibilities as Office Administrator

The Office Administrator is responsible for all activities and affairs of Central Office. These include, but are not limited to:
Assuring that Central Office is open for business and staffed during established business hours
Maintaining the meeting room in an orderly and clean manner
Purchasing all necessary equipment, supplies, and resale stock
Monitoring and maintaining a complete and adequate stock of A.A. literature.
Providing clerical and secretarial services to members of the Service Board as requested to aid them with their responsibilities and duties
Employing, discharging; and establishing work hours for special workers; subject to concurrence by the Office Coordinator and the Service Board
Keeping abreast of activities and affairs of other Central Offices and Service Centers through networking and representation at appropriate seminars and conferences

6.4.2 Duties and Responsibilities as Secretary Treasurer

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Service Board.
Receive, and give receipt for money due and payable to the corporation from any source whatsoever.
Disburse or cause to be disbursed the funds of the corporation as may be directed by the Service Board, taking proper vouchers for such disbursements.
Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
Provide reports of all assets, liabilities, receipts, disbursements, gains and losses to the Board and to members at such intervals and times as the Board shall determine.
Keep at the principal office of the corporation all corporate records as stated in Article 10 of these bylaws.
See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these bylaws.
Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation; and
Exhibit at all reasonable times the books of account and financial records to any Board member of the corporation, or to his or her agent or attorney, on request therefore. Render to the Chair and members of the Board, whenever requested, an account of any or all corporate transactions and of the financial condition of the corporation
In general, perform all duties incident to the office of Secretary/Treasurer and such other duties as required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the Service Board.

ARTICLE 7 COMMITTEES

Standing Committees
Telephone Committee: Staffs and conducts all activities of the Intergroup telephone hotline.
PI/CPC Committee: Provides information about A.A. to the public and cooperates with professionals in the recovery community.
Special Events Committee: Plans and presents special events such as dances, parties, picnics, and All Groups Day.
Beginners Committee: Provides volunteers and coordination for all Intergroup Beginners Meetings
Banking Committee: Provides support and counsel to the Secretary/Treasurer and the Board on matters concerning depositories for corporate funds.
The Banking Committee is composed of the Secretary/Treasurer and two additional members selected from the A.A. community by the Secretary/Treasurer.
Other Committees
Nominating Committees: A separate committee is appointed by Intergroup to search for candidates for each vacancy or pending vacancy on the Service Board.
Ad Hoc Committees may be formed from time to time by Intergroup, the Board, or its members. These committees shall be provided with specific instructions concerning purpose, authority, scope and duration.

ARTICLE 8  DECISION MAKING AND GROUP CONSCIENCE

8.1 DECISION MAKING POLICIES

Decisions made by Intergroup, the Service Board, its member its officers and all committees shall be based on the Twelve Steps, Twelve Traditions, Twelve Concepts and especially the Warranties of Article 12 of the A.A. Conference Charter, as follows:

- Intergroup shall never become the seat of perilous wealth or power.
- Sufficient operating funds plus a prudent reserve shall be its financial principle.
- No Intergroup Representative or Board member shall ever be placed in position of unqualified authority over any of the others.
- All important decisions shall be reached by discussion, vote and whenever possible by group conscience.
- No Intergroup action shall be punitive or an incitement to public controversy.
- Intergroup shall act as a service body. It shall always remain democratic in thought and action and never perform any acts of government.

8.2 GROUP CONSCIENCE

Although some routine housekeeping chores may be completed by a show of hands or a voice vote, all important decisions at all meetings, Intergroup, Service Board, Committees, should be made by the attainment of a group conscience.
A good group conscience is reached through enlightenment, spirituality and adherence to the Steps, Traditions and Concepts of Alcoholics Anonymous. It is not determined by simple majority vote, by the persuasiveness of a dominate voice, or by competition between two or more dominate voices. Even unanimity alone is not enough unless it is reached through enlightenment, spirituality, and adherence to AA principles.
Enlightenment means that all the pertinent facts must be presented and all different perspectives must be considered. Spirituality implies that each member of the group is considering God's will or the greater good rather than her or his own will. After all the facts have been presented, rather than opening the topic for general discussion, the chairperson should call on each member for input. No member should be allowed to speak a second time until all members have been heard. This round robin method should be continued until all have finished. If there is general unanimity, then any minority opinion should be voiced before a group conscience is taken. If essential unanimity is not reached after due consideration of all the facts and views, and the use of spiritual principles, it is probably better to postpone a group decision until reasons for the differences are understood.

8.3 RIGHT OF DECISION

In keeping with Concept III of Alcoholics Anonymous, the Service Board, committees, corporate officers, volunteers, and special workers shall have the right to determine which decisions are made independently and which require consultation, input, or specific directions.

ARTICLE 9 MEETINGS

9.1 GENERAL PROVISIONS

9.1.1 Quorum

A quorum for an Intergroup meeting shall consist of twenty-five percent of the voting members of the corporation. A quorum for Service Board meetings shall consist of four members.

Except as otherwise provided in this Article, (below) of these Bylaws, in the Articles of Incorporation or by law, no business shall be considered at any meeting at which a quorum is not present.

Those present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawals from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of those required to constitute a quorum.

In the absence of a quorum, any meeting may be adjourned from time to time by the vote of a majority of those at the meeting, but no other business shall be transacted at such meeting.

9.1.2 Chairperson

Intergroup meetings and Central Service Board meetings shall be chaired by the Chair of the Board. In the absence of the Chair of the Board, an interim chair shall be selected by those present.
9.1.3 Recording Secretaries

In the interest of producing adequate, complete, and timely records of all corporate activities, it is recommended that a special worker be provided through Central Office as Recording Secretary for all Intergroup and Service Board meetings. In lieu of an employed special worker, a competent and dedicated volunteer may be chosen by those present at the meeting.

9.2 INTERGROUP MEETINGS

9.2.1 Regular Intergroup Meetings

Regular monthly Intergroup meetings shall be held at the corporation’s principal office or at such other places as may be designated by resolution of the Central Service Board or by the corporate officers.

At each Intergroup meeting, an agenda and the minutes of the last Intergroup meeting will be provided to representatives in writing. A copy of the foregoing shall be filed in Central Office and made available to all member groups and their participants. Intergroup shall at each meeting receive the financial and policy reports of the Central Service Board and its related services. Intergroup will advise the Central Service Board upon all matters presented as affecting the functioning of the corporation and its services. A copy of these Bylaws shall be available at every Intergroup meeting.

9.2.2 Special Intergroup Meetings

Special Intergroup meetings may be called by the Central Service Board, or the Officers of the corporation.

In addition, special Intergroup meetings for any lawful purpose may be called by twenty percent (20%) or more of the registered voting members stating the date, time, location, and purpose of the meeting. The notice must be sent not less than 14 days nor more than 30 days before the meeting.

Written notice of special Intergroup meetings must be sent by mail or email to all voting members.

Rules of conduct and voting privileges at any special Intergroup meeting are the same as at a regular Intergroup meeting except that the only business that may be conducted is that stated in the notice.

If a special meeting is called by Intergroup Representatives as authorized by article 9.2.2, paragraph two (above) of these bylaws, the request for the meeting shall be submitted in writing, to a corporate officer in person, by registered mail, or by email, specifying the general nature of the business proposed to be transacted. The officer receiving the request shall promptly cause written notice to be given to the voting members of Intergroup as provided in section 4.3 of these bylaws. If the notice is not provided within twenty (20) days after the receipt of the request, those requesting the meeting may give the notice themselves.

9.2.3 VOTING PROCEDURES
Voting at duly held meetings shall be by voice vote. Election of Central Service Board members, however, shall be by secret ballot. Proxy voting or actions are not permitted. Intergroup is not permitted to take action by written ballot without a meeting.

9.2.4 ELECTION OF CENTRAL SERVICE BOARD MEMBERS

Central Service Board members shall be elected by Intergroup. Intergroup will select a nominating committee of at least three Intergroup Representatives at a regular meeting at least two months prior to the election meeting. A different nominating committee will be elected to fill each vacancy on the Central Service Board. The spirit of Rotation will be observed in the selection of nominating committee members. Each nominating committee shall meet, identify qualified candidates and ask them personally to agree to nomination. The names of potential candidates along with their qualifications shall be submitted to Intergroup. These names shall be presented to Intergroup at its regular meeting next preceding the election.

All nominees shall have the opportunity to solicit votes from the membership. If requested, the corporate secretary shall provide nominees with a list of member groups to facilitate such solicitation.

Election of members of Central Service Board shall be by written ballot and by simple majority vote unless there is only one candidate for the position, in which case the vote may be by show of hands. Should the individual elected decline the office, the same nominating committee shall submit another slate for election by the next regular meet. If a Service Board position becomes vacant, it may be filled as soon as Intergroup has determined that a willing qualified candidate has been identified.

9.3 CENTRAL SERVICE BOARD MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the person or persons calling the meeting.

9.3.1 REGULAR MEETINGS

Regular meetings of the Central Service Board shall be held monthly at a place and time agreed upon by its members.

9.3.2 SPECIAL MEETINGS

Special meetings of the Central Service Board may be called by the Chairperson, or by any two board members, and such meetings shall be held at a time and place designated by the person or persons calling the meeting. Notice of special meetings shall be sent by the person or persons calling the meeting, by mail, telephone, or email, to all board members at least seven days prior to the meeting date.

9.3.3 BOARD ACTION WITHOUT A MEETING
An action permitted or required by the board may be taken without a meeting if all elected members of the board shall individually or collectively consent in writing to that action. The written consent shall be filed with the other board minutes.

9.3.4...ATTENDANCE AND PARTICIPATION IN BOARD MEETINGS

Members of the board may participate in a meeting by means of conference telephone, video screen, or by other electronic means as long as all participants can concurrently communicate with each other and be able to propose, interpose or object to all actions before the board. Such electronic participation constitutes attendance at the meeting.

ARTICLE 10  NON-LIABILITY

All agents of the corporation shall be immune from personal liability in accordance with California Corporation Code, Section 5231.

ARTICLE 11  INDEMNIFICATION

All agents of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of California provided that such indemnification is proper as determined by the Service Board or by the court in which the proceeding is or was pending.

ARTICLE 12  INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the corporation shall maintain an insurance policy against liabilities asserted against or incurred by members of the Service Board, whether or not the corporation would have the power to indemnify the Board member against such liability under the Articles of Incorporation, these Bylaws, or provisions of law, provided however that the Corporation shall have no power to purchase or maintain insurance to indemnify a Board member for violation of Section 5233 of the California Corporations Code.

ARTICLE 13  FISCAL POLICIES

13.1 FISCAL YEAR

The fiscal year of the corporation shall begin at 12:01 AM on the first day of January and end at 12:01 AM on the first day of January of the following year.

13.2 TAX EXEMPT POLICIES

East Bay Intergroup will conduct its business in such a way as to be exempt from federal taxation within the meaning of Section 501 (c) (3) of the Internal Revenue Code, January 1, 2006 or the corresponding provision of any future United States Internal Revenue Code.
BYLAWS OF EAST BAY INTERGROUP, INC.  
A California Nonprofit Public Benefit Corporation

No Part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, intergroup representatives, service board members, corporate officers, or other persons except reasonable compensations to employees and for expenses incurred as stated in article 4.1.5 of these bylaws.

Upon dissolution of this corporation any assets remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code to Alcoholics Anonymous Word Service or other tax exempt Alcoholic Anonymous entities.

SECTION 11.1  AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted in the same manner as provided by Section 12 below.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Service Board of said corporation on the date set forth above.

Dated: ________________________________

ARTICLE 1  DEFINITIONS

As used in these Bylaws, the following terms shall have the meanings described:

East Bay Intergroup or Intergroup consists of registered member groups of Alcoholics Anonymous within the service area

Member group is an AA group that registered with Intergroup

Intergroup Representative represents a member group

Central Service Board or Service Board consists of six members five elected by Intergroup plus the Office Administrator. It is responsible for all operations of East Bay Intergroup.

Member of the Board or Board Member is a member of the Central Service Board. These terms are synonymous with Director as defined in the California Corporations Code.

Voting members are registered Intergroup Representatives plus the members of the Central Service Board.

Central Office is the primary place of business and the focal point for Intergroup activities

Office Administrator is special worker, the paid day to day manager of Central Office

Office Coordinator is the member of the Service Board who oversees the functions and activities of Central Office

Chair of the Board of East Bay Intergroup, Inc. is the Central Office Coordinator and is the chief executive officer of East Bay Intergroup
Secretary/Treasurer is the chief financial officer of East Bay Intergroup, Inc. and is the Office Administrator. Corporation officers are the Chair of the Board and the Secretary/Treasurer. They are the legal representatives of the Corporation. Traditions or Twelve Traditions are the Twelve Traditions of Alcoholics Anonymous. Concepts or Twelve Concepts are the Twelve Concepts of Alcoholics Anonymous. Special worker is a paid employee. Interested person is one compensated by the Corporation for services rendered it currently or within the previous twelve months, whether as an employee, independent contractor, or otherwise, excluding any reasonable compensation paid for certain expenses incurred in the performance of duties. Agent means any person who was or is a member of the Board or any Committee, or an employee of the corporation. Service Area is the western portions of Alameda and Contra Costa Counties, or as defined by the Service Board. Record date is the date for determining voting eligibility and right of notice and shall be the date of the most recent regular Intergroup meeting.