

**BY-LAWS OF
A.A.S.F. VALLEY CENTRAL OFFICE**

ARTICLE I. NAME, PURPOSE AND LOCATION.

Section A. Name.

The name of this Corporation is A.A.S.F. VALLEY CENTRAL OFFICE.

Section B. Purpose.

The A.A.S.F. VALLEY CENTRAL OFFICE has as its primary purpose assisting in the recovery of alcoholics who are suffering from the disease of alcoholism; and, to that end, to provide a central service office through which the message of Alcoholics Anonymous may be brought to the suffering alcoholic and others by telephone, personal contact, mail, newspapers, film, television, radio, email, social media, internet and whatever other means are available for that purpose.

Section C. Location.

The location of the office of the Corporation for the transaction of business, as well as for Board of Directors' and other meetings, as set forth herein, is 16132 Sherman Way, Van Nuys, County of Los Angeles, California 91406.

The Corporation may locate its principal office elsewhere upon appropriate decision of the Board of Directors of this Corporation or of the Intergroup as provided in these By-Laws.

ARTICLE II. CORPORATE MANAGEMENT.

Section A. Governing Power of Corporation.

The governing power of this Corporation shall be vested exclusively in the Intergroup as represented by one member with one vote from each Alcoholics Anonymous Group or Meeting in the San Fernando Valley and vicinity. An Intergroup member may not represent more than one Group or Meeting at any given time.

Section B. Board of Directors.

The Board of Directors of Intergroup shall be responsible for the management of the A.A.S.F. VALLEY CENTRAL OFFICE. It shall oversee all aspects of the Corporation and shall be accountable for any deficiencies in the operation of said Corporation. The Board shall be responsible for the approval and hire of all employees except Executive Director, and be responsible for all salary, merit and cost of living adjustments. These adjustments shall be agreed to by a majority of the Board. The Board shall see to it that all employment laws of the State of California are followed to the letter, and employee records are kept current and accurate.

1. **Number of Directors.** The Board of Directors shall consist of a Chairperson, Vice Chairperson, Executive Director, Recording Secretary, Treasurer and three (3) at-large Directors, each of whom is a member of the Board and has one vote apiece. The total number of Directors shall be eight (8). Two alternate members of the Board will also be elected to sit on the Board of Directors at their regular meetings with voice but no vote. However, an Alternate Director may vote in the place of an absent Director if his or her presence is necessary to achieve a quorum for the conduct of business.

2. **Vacancies on the Board.**

a. Intergroup will hold an Annual Meeting in November of each year in order to fill any upcoming vacancies on the Board and to elect or ratify the selection of Officers whose term expires at year-end. In the event a vacancy occurs due to resignation or removal prior to the end of term, said election or ratification will take place at the next regularly scheduled Board and Intergroup Meetings.

b. A vacancy occurring in Directors-at-Large shall be immediately filled by one of the Alternate Directors and a new Alternate elected by Intergroup. An Alternate shall fill a Board vacancy by having been elected Alternate Number One, or by Alternate Number One having already filled a vacancy.

c. A vacancy occurring in Recording Secretary shall be filled by election from Directors-at-Large and Alternates by a majority vote of Intergroup members present. Nominations for Recording Secretary shall be made by the Board of Directors, and subsequently voted on by the Intergroup members.

d. A vacancy occurring in Treasurer shall be filled by appointment by the Board of Directors from the Directors-at-Large. If no qualified Director-at-Large is available, resumes will be accepted from Intergroup for review by the Board and selection of the most qualified person. This selection process shall be initiated sixty (60) days prior to the expiration of the Treasurer's term of office. Qualifications of Article II, Item 6 and Article III, Section E shall apply.

e. The Vice Chairperson shall be nominated by the Board of Directors from among its members, for election by the Intergroup Representatives. The Vice Chairperson will assume the office of Chairperson upon expiration of the Chairperson's term of office.

3. **Quorum.** A quorum shall be present when six (6) of the Board are in attendance for a duly called meeting.

4. **Officers.** Officers of the Board shall consist of a Chairperson, Vice Chairperson, Executive Director, Recording Secretary and Treasurer. Each of the officers, other than the Chairperson, shall vote on all matters brought before the Board of Directors. The Chairperson shall vote only in the case of a tie.

5. **Term of Office.**

a. **Board of Directors.** The term of office for each position of the Board (except Executive Director) shall be a period not to exceed two (2) years from the date of election or appointment to that position. Said term will consist of one full calendar year, together with

any portion of the previous year if the Director succeeded to an interim vacancy which occurred prior to the end of the year.

Absent resignation or removal, the term of office for all Board members (except Executive Director) shall expire at calendar year-end, with successors to be elected at the Annual Meeting in November in accordance with Section B.2.a., above.

b. Executive Director. The final selection of the Executive Director shall be made by a two-thirds (2/3rds) majority vote of Intergroup. There shall be a three (3) months' probation period. The Executive Director may be removed for cause by a two-thirds (2/3rds) majority vote of the Intergroup Representatives present at a meeting of Intergroup. The Executive Director shall be subject to an annual Performance Review by the Board of Directors.

Should there be a vacancy in the Executive Director position, a notice of the availability of the position must be posted and brought to Intergroup for sixty (60) days. Interviews will be conducted, and recommendations made by the Board of Directors, prior to final vote by the Intergroup Representatives.

6. Qualifications for Board Membership, Officers and Alternate Members. A person may not serve on the Board of Directors in any capacity unless or until he or she has achieved an uninterrupted period of sobriety of not less than two (2) years. The Chairperson, Vice Chairperson and Treasurer must have had a minimum of three (3) years of continuous sobriety in order to qualify for that office. The Executive Director must have a minimum of five (5) years of continuous sobriety in order to qualify for that office. Nominees for the Board of Directors, as well as Alternate Board Members, must, in addition, have served as an Intergroup Representative for at least six (6) continuous months immediately prior to their nomination and have regularly attended the monthly Intergroup Meetings. There shall be no waivers of time under any circumstances.

7. **Removal of Officers or Directors.** An Officer, Director or an Alternate Director may be removed from the Board by majority vote of the Board of Directors or of the Intergroup sitting as a whole, for insobriety, lack of attendance at Board meetings, or any conduct which is deemed by a majority vote of the Board of Directors or of Intergroup to be detrimental to the welfare and best interests of the Corporation.

Section C. Meetings of Board and Intergroup.

The Intergroup and the Board of Directors each shall meet once a month. Special meetings of the Board may be called by the Chairperson, Vice Chairperson, Executive Director, or any other three (3) members of the Board, acting as a group or a duly constituted quorum. It shall be the duty of the Executive Director or Recording Secretary to notify all Board members of special meetings, if requested by the Board.

ARTICLE III. DUTIES OF OFFICERS.

Section A. Chairperson.

It shall be the duty of the Chairperson to preside at all meetings of the Board of Directors and the Intergroup, and to appoint subcommittee chairpersons. The Chairperson shall be an ex-officio member of all standing committees. It shall be the Chairperson's duty to carry out the vote and instructions of the Board of Directors and the Intergroup as recorded in the rules contained in "Robert's Rules of Order, Revised" at all meetings of the Board of Directors and the Intergroup.

The Chairperson shall attend one (1) Central Office management meeting every other month, at a time to be agreed upon by the Chairperson, Executive Director and the Treasurer, to keep abreast of day-to-day issues, including financial, and aid in mediating the discussion of the solutions of said issues. The Chairperson will keep the Board informed of the details of these meetings.

Section B. Vice Chairperson.

It shall be the duty of the Vice Chairperson to act in the absence of the Chairperson and have the same powers. Duties noted in Article III, Section A., shall likewise apply to the Vice Chairperson.

The Vice Chairperson will also be responsible for conducting the monthly Orientation of new Intergroup Representatives (IGR's) prior to the regularly scheduled Intergroup meeting.

Section C. Executive Director.

Duties of the Executive Director shall be those as prescribed by the Board of Directors, including but not limited to the day-to-day management of Central Office. The Executive Director shall be bound to maintain expenses as low as possible and have authority to make purchases or incur expenses not to exceed \$5,000, except when purchasing AA literature from AAWS. Expenditures exceeding \$5,000 shall be brought to the Board of Directors for approval. The Executive Director shall have a voice and vote at all meetings of the Board of Directors and Intergroup. The Executive Director shall also represent the Intergroup Association at all affiliated organizations including General Service Area 93, Local Districts, Hospitals and Institutions and Conventions, whenever feasible.

Section D. Recording Secretary.

It shall be the duty of the Recording Secretary to record the minutes of the Board of Directors and the Intergroup meetings and to present these minutes at the following meeting of the Board and the Intergroup for approval. The Recording Secretary shall keep attendance records of Board meetings and shall keep other historic records of the Corporation. The Recording Secretary or the Board's designee shall keep attendance records of the Intergroup meetings. A copy of such records must be maintained at the A.A.S.F. VALLEY CENTRAL OFFICE. In the absence of the Recording Secretary, the Chairperson shall designate a person of his/her choosing to keep the minutes of such a meeting.

It also shall be the duty of the Recording Secretary to notify all Board members of Board and special meetings. All subcommittee chairpersons should be notified of meetings that require their attendance or submit a written report to the Board of Directors.

Section E. Treasurer.

It shall be the duty of the Treasurer to review all financial records of the Corporation and to submit to the Board of Directors any discrepancies or concerns. The Treasurer will also have signature authority on all Bank accounts and can act in financial matters on behalf of the Corporation in the absence of the Executive Director.

The Treasurer will be responsible for working with the Executive Director in reviewing the status of income and expenses monthly and in preparing monthly financial reports. The Treasurer will notify the Board of Directors of all observations pertaining to the monthly Profit & Loss Statements. Accurate disbursement journals shall be available monthly for inspection by the Board of Directors.

The Treasurer shall attend one (1) Central Office management meeting every other month, at a time to be agreed upon by the Chairperson, Executive Director and Treasurer for a financial review, including verification of account balances and activity.

Section F. Financial Audit or Review.

The corporate books of account, accounting processes and/or operating procedures will be audited or reviewed by a Certified Public Accountant (CPA) on an annual basis. The parameters and extent of the review will be determined each year by the Board of Directors. The Treasurer and Executive Director will coordinate with the Certified Public Accountant (CPA) in accomplishing said audit/review. The cost of any such accounting shall be borne by the Corporation.

Section G. Authorization.

The Chairperson, Vice Chairperson, Treasurer and Executive Director can sign Corporation checks and will have signatory authority on all Bank accounts. As set forth in Article III, Section C, any expenditure exceeding \$5,000, with the sole exception of inventory purchases from Alcoholics Anonymous World Services (AAWS), shall require Board of Directors approval and two (2) authorized check signatures.

ARTICLE IV. DUTIES OF DIRECTORS.

The Board of Directors, when acting as a body and not individually, shall be responsible for managing and conducting the affairs and business of the Corporation.

The Board of Directors will review all Central Office job descriptions as necessary. The Board of Directors will evaluate the job performance of the Executive Director annually.

ARTICLE V. ELECTION TO THE BOARD OF DIRECTORS

Section A.

The electors and the electorate body of this Corporation shall consist of one member of each A.A. Group or meeting in the San Fernando Valley and vicinity. Nominations shall be made at the Intergroup meeting when a vacancy occurs. The Vice Chairperson, Recording Secretary and Alternates shall be elected by a simple majority of Intergroup. The positions of Treasurer, Chairperson and Executive Director shall be filled according to specifications of Article II, Section B, 2., d., e., and Article II, section B., 5., b.

Section B.

Directors may not succeed themselves as members of the Board of Directors until one year has elapsed from their last date of service on the Board of Directors.

Section C.

For electing Officers, Directors or Alternates to the Board, or for any other reason in connection with the business of the Corporation, there shall be no proxy vote. In order to vote on any matter concerning the Corporation, a Director must be physically present. Absentee or cumulative votes will not be permitted.

ARTICLE VI. DISSOLUTION OF CORPORATION.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future

Federal tax code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes. If possible, the disposition of any such assets shall be made to qualifying organizations whose primary purpose is assisting in the recovery of alcoholics who are suffering from the disease of alcoholism.

ARTICLE VII. AMENDMENT.

These By-Laws may be amended from time to time as authorized by two-thirds (2/3) vote of the Intergroup Representatives (IGR's) in attendance at any meeting of Intergroup, upon recommendations of the Board of Directors. Such amendments shall immediately be filed with the Corporation's records and attached to the By-Laws.

ARTICLE VIII REPLACEMENT OF PREVIOUS BY-LAWS:


These By-Laws replace and supersede any previous By-Laws of the Corporation and Amendments thereto.

Adopted by Intergroup and executed by the Officers of the Board of Directors on October 10, 2022.

A. A. S. F. VALLEY CENTRAL OFFICE



SANDRA RICE - CHAIRPERSON



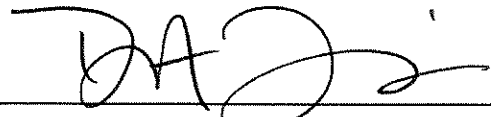
TINA KENNY - VICE CHAIRPERSON



DIANE DEATS - TREASURER



NATHAN DAVIS - RECORDING SECRETARY



DAVID A. FIGUEROA - EXECUTIVE DIRECTOR