

**Alcoholics Anonymous
San Fernando Valley
Central Office**

BYLAWS

Approved by the San Fernando Valley
Intergroup Association
Revision V: October 2025

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**San Fernando Valley
Intergroup Association of Alcoholics Anonymous
Bylaws**

ARTICLE I

Name, Purpose, Location

Section 1. Name. The name of this Corporation is A.A.S.F. VALLEY CENTRAL OFFICE.

Section 2. 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 3. 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 16134 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 Association as provided in these Bylaws.

ARTICLE II

Corporate Management

Section 1. Governing Power of Corporation. The governing power of this Corporation shall be vested exclusively in the Intergroup Association as represented by one member with one vote from each Alcoholics Anonymous Group or Meeting in the San Fernando Valley and vicinity (each such individual may be hereinafter referred to as an "Intergroup Representative" or "IGR"). An Intergroup Representative may not represent more than one Group or Meeting at any given time. The Intergroup Association shall act by two-thirds vote of the IGR's in attendance at a duly noticed meeting of the Intergroup Association, and any reference herein to acts of the Intergroup Association such as "election," "ratification," "confirmation," or "consent" shall refer to such a two-thirds vote of the IGR's.

Section 2. Board of Directors. The Board of Directors of Intergroup Association 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 Central Office Manager, 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.

Section 2.1. Number of Directors. The Board of Directors shall consist of a Chairperson, Vice Chairperson, Central Office Manager, 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.

Section 2.2. Vacancies on the Board.

a. The Intergroup Association 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 Association Meetings.

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

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- c. A vacancy occurring in the position of Recording Secretary shall be filled by a member of the Board of Directors and elected by the Directors-at-Large. In the event the position remains unfilled, nominations for Recording Secretary shall be made at the Intergroup Association meeting and elected by the Intergroup Association.
- d. A vacancy occurring in the position of 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 Representatives for review by the Board of Directors who shall select 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 2.6 and Article III, Section 5 shall apply.
- e. A vacancy occurring in the position of Vice Chairperson shall be filled by nomination by the Board of Directors from among its members, for election by the Intergroup Representatives. Whether elected to fill a vacancy as described in the foregoing sentence or elected in the usual course as described in Article V Section 1. below, the Vice Chairperson will assume the office of Chairperson upon expiration of the Chairperson's term of office.

Section 2.3. Quorum. A quorum shall be present when six (6) of the Board members are in attendance for a duly called meeting.

Section 2.4. Officers. Officers of the Board of Directors shall consist of a Chairperson, Vice Chairperson, Central Office Manager, Recording Secretary and Treasurer. Each of the officers, other than the Chairperson, shall vote on all matters brought before the Board of Directors. Chairperson shall vote only in the case of a tie.

Section 2.5. Term of Office.

a. **Board of Directors.** The term of office for each position of the Board (except Central Office Manager) 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. Maximum years of service not to exceed six consecutive years but may return after one year of absence.

Absent resignation or removal, the term of office for all Board members (except Central Office Manager) shall expire at calendar year-end, with successors to be elected at the Annual Meeting in November in accordance with Section 2.2., above.

Central Office Manager. Interviews will be conducted and recommendations made by the Board of Directors prior to confirmation by the Intergroup Association. The final selection of the Central Office Manager shall be made by the Board of Directors. There shall be a three (3) months' probation period. The Central Office Manager may be removed for cause by the Board of Directors. The Central Office Manager shall be subject to an annual Performance Review by the Board of Directors.

Should there be a vacancy in the Central Office Manager position, a notice of the availability of the position shall be posted and presented to the Intergroup Association for sixty (60) days. Interviews will be conducted and recommendations made by the Board of Directors prior to confirmation by the Intergroup Representatives.

Section 2.6. 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 Central Office Manager 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 Association Meetings. There shall be no waivers of time under any circumstances.

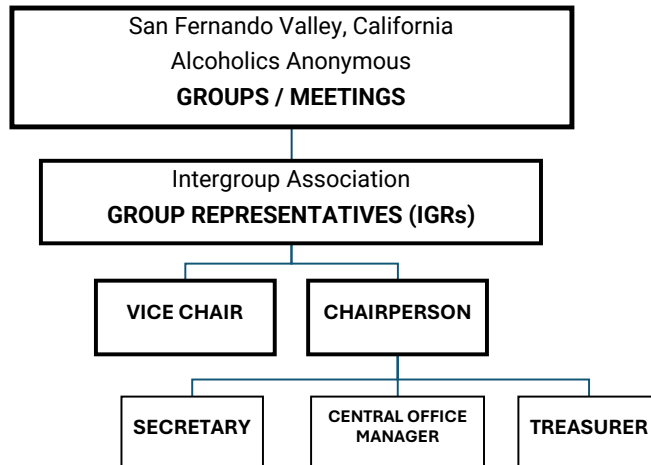
Section 2.7. Removal of Officers or Directors. An Officer, Director or an Alternate Director may be removed from the Board by vote of the Board of Directors or of the Intergroup Association, for insobriety, lack of attendance at Board meetings, or any conduct which is deemed by a majority vote of the Board of Directors or of Intergroup Association to be detrimental to the welfare and best interests of the Corporation.

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Section 3. Meetings of Board and Intergroup Association. The Intergroup Association and the Board of Directors each shall meet once a month. Special meetings of the Board may be called by the Chairperson, Vice Chairperson, Central Office Manager, 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 Central Office Manager or Recording Secretary to notify all Board members of special meetings, if requested by the Board.

ARTICLE III Duties of Officers

Intergroup Association is shown in the following diagram.



Section 1. Chairperson. It shall be the duty of the Chairperson to preside at all meetings of the Board of Directors and Intergroup Association, 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 Association as recorded in the rules contained in "Robert's Rules of Order, Revised" at all meetings of the Board of Directors and the Intergroup Association.

The Chairperson shall attend one (1) Central Office management meeting every other month, at a time to be agreed upon by the Chairperson and the Central Office Manager, 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 2. 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 1, 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 Association meeting.

Section 3. Central Office Manager. Duties of the Central Office Manager shall be those as prescribed by the Board of Directors, including but not limited to the day-to-day management of Central Office. The Central Office Manager 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 Central Office Manager shall have a voice and vote at all meetings of the Board of Directors and Intergroup Association. The Central Office Manager shall also represent the Intergroup Association at all affiliated organizations including General Service Area 93, Local Districts, Hospitals and Institutions and Conventions, whenever feasible.

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Section 4. Recording Secretary. It shall be the duty of the Recording Secretary to record the minutes of the Board of Directors and the Intergroup Association meetings and to present these minutes at the following meeting of the Board and the Intergroup Association 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 Association 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 5. 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 Central Office Manager.

The Treasurer will be responsible for working with the Central Office Manager 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, Central Office Manager and Treasurer for a financial review, including verification of account balances and activity.

Section 6. 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 as needed basis. The parameters and extent of the review will be determined each year by the Board of Directors. The Treasurer and Central Office Manager 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 7. Authorization. The Chairperson, Vice Chairperson, Treasurer and Central Office Manager can sign Corporation checks and will have signatory authority on all Bank accounts. As set forth in Article III. Section 3, 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 one (1) authorized check signature.

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 Central Office Manager annually.

ARTICLE V Election to the Board of Directors

Section 1. Nominations. 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 Association meeting when a vacancy occurs. The Vice Chairperson, Recording Secretary and Alternates shall be elected by the Intergroup Association. The positions of Treasurer, Chairperson and Central Office Manager shall be filled according to specifications of Article II. Section 2.2., d., e., and Article II, section 2.5., b.

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Section 2. Succession. Any Director serving as the Chairperson, Vice Chairperson or Recording Secretary may not succeed themselves in the same office until one year has elapsed from their last date of service in such office. Any Director serving as the Treasurer may succeed themselves as Treasurer for only one additional consecutive term of office, but once they vacate such office they may not serve as Treasurer again until one year has elapsed from their last date of service as Treasurer.

Section 3. Proxy Vote. 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 Conflict of Interest

Section 1. Interested Party Transactions. Except as described in Section 2 of this Article, this Corporation shall not be a party to any transaction in which one or more Directors or Officers has a material financial interest.

Section 2. Requirements to Authorize Interested Party Transactions. The Board of Directors shall not approve a transaction described in Section 1 of this Article unless:

- a. The Corporation enters into the transaction for its own benefit;
- b. The transaction is fair and reasonable to this Corporation at the time the transaction is entered into;
- c. Prior to consummating the transaction or any part thereof, the Board of Directors authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors or Officers), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- d. Prior to authorizing or approving the transaction, the Board of Directors considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- e. The minutes of the Board of Director's meeting at which such action was taken reflect that the Board of Directors considered and made the findings described in paragraphs a. through d. of this Section 2.

Section 3. Duty to Disclose Actual and Potential Conflicts of Interest. Directors and Officers shall make an appropriate disclosure of all material facts, including the existence of any financial interest, at any time that any actual or potential conflict of interest arises. This disclosure obligation includes instances in which a Director or Officer knows of the potential for an Interested Party Transaction as described in Section 1 of this Article related to their interests. It also includes instances in which a Director or Officer plans not to attend a meeting of the Board of Directors at which such Director or Officer has reason to believe that the Board of Directors will act regarding a matter about which such Director or Officer may have a conflict.

ARTICLE VII 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 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.

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**ARTICLE VIII
Amendment**

These Bylaws may be amended from time to time as authorized by the Intergroup Representatives (IGR's) in attendance at the monthly meeting, upon recommendations of the Board of Directors. Such amendments shall immediately be filed with the Corporation's records and attached to the Bylaws.

**ARTICLE IX
Replacement of Previous Bylaws**

These Bylaws replace and supersede any previous Bylaws of the Corporation and Amendments thereto.

Adopted by Intergroup Association and executed by the Officers of the Board of Directors on _____,
_____,
Los Angeles County, California.

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A.A.S.F. VALLEY CENTRAL OFFICE

RICHARD GOSSELIN – CHAIRPERSON

ERIC LANDEEN – VICE CHAIRPERSON

KIM BARTON – TREASURER

BLAKE E. NORD – RECORDING SECRETARY

DAVID A. FIGUEROA – EXECUTIVE DIRECTOR