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Omaha Area Central Committee, Inc.

Bylaws

Incorporates all amendments adopted prior to October 31, 2012

OMAHA AREA CENTRAL COMMITTEE, INC. BYLAWS

PREAMBLE

In solemn affirmation of the letter and the spirit of the Twelve Steps, Twelve Traditions, and Twelve Concepts of Alcoholics Anonymous, and placing all of our activities under the guidance of a Higher Power, the various and several groups of A.A. in the Greater Omaha Area have met to form an Association known as the OMAHA AREA CENTRAL COMMITTEE, INC. (DBA The Omaha Area Intergroup). These bylaws serve to fulfill our legal obligations as an incorporated association, but more importantly to serve as a guide for our successors.

ARTICLE I

Definitions

- Section 1. Association. The Omaha Area Central Committee, Inc. (DBA Omaha Area Intergroup) shall hereinafter be referred to as the "Association".
- Section 2. Central Office Committee. A standing committee of the Association organized and existing pursuant to the bylaws of the Association and hereinafter referred to as the "Committee."
- Section 3. Standing Committee. Committees deemed necessary by the Association and organized pursuant to its bylaws.
- Section 4. Quorum. Within the Association, a quorum is defined as 10% of the member groups of the Association.

ARTICLE II

Objectives

- Section 1. The objectives of this Association are as follows:
- a) To assist in the recovery and rehabilitation of men and women suffering from the disease of alcoholism.
 - b) To maintain a central business office with paid employees as a clearing house for activities involving member groups of Alcoholics Anonymous.
 - c) To complement and cooperate with the General Service Office of Alcoholics Anonymous in the effective development of the A.A. program at the local group level in the Greater Omaha Metropolitan Area.
 - d) To serve and function as the communications center for the member groups with respect to matters of local area policy and interest.

- e) To conduct and/or support special events committees in accordance with and in the furtherance of these objectives.
- f) To assist in the distribution of literature and materials deemed necessary or useful in the recovery of men and women suffering from the disease of alcoholism.

ARTICLE III

Excluded Objectives

Section 1. Specifically excluded from the objectives of the Association are:

- a) The operation and maintenance of a club or clubhouse.
- b) A.A. matters of policy at the national or international level because this is the function and responsibility of the General Service Board of Alcoholics Anonymous.
- c) Carrying on propaganda, or otherwise attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office.
- d) Performing any unlawful act or permitting the property of the Association to be used in connection with the performance of any act that is unlawful.
- e) Raising funds for any purpose other than one selected by the Association to carry the A.A. message and to attract people to the program.

ARTICLE IV

Membership

Section 1. The membership of the Association shall consist of present member A.A. groups registered with the Association and such other A.A. groups as shall become members in accordance with this Article.

Section 2. A.A. groups shall become members of the Association upon submitting: (a) The names of its representative and alternative representative, if applicable, and (b) notification of the dates, times and locations of its meetings.

Section 3. Future membership in the Association shall be restricted to A.A. groups holding meetings at locations within the Greater Omaha Metropolitan Area.

Section 4. Traditionally, each member A.A. group supports the Association either by pledges or by special contributions. However, financial support (although needed) is not required for an A.A. group to remain or become a member.

ARTICLE V

Group Representatives

- Section 1. Each A.A. group comprising the membership of the Association shall be represented by a representative and alternate representative, if applicable. It is suggested that wherever possible groups choose an alternate representative who should attend all meetings of the Association with the group representative. The alternate representative may vote on behalf of the A.A. group in the absence of the group representative.
- Section 2. Each group representative shall faithfully reflect the "group conscience" and shall act as a liaison between his or her group and the Association in the following manner:
- a) He or she should be a member of the A.A. group he or she represents.
 - b) He or she should attend all meetings of the Association.
 - c) He or she should communicate to his or her A.A. group the activities, growth and current issues of the Association.
 - d) He or she can expect to perform any other services which relate to his or her office.
- Section 3. Everything covered in this Article relates equally to the alternate who performs for the representative in the representative's absence.
- Section 4. It is suggested that the representative and alternate representative have at least two years sobriety and that he or she be interested not only in the welfare of his or her own A.A. group, but also in the welfare and growth of A.A. in the Greater Omaha Metropolitan Area.

ARTICLE VI

Officers

Section 1. Officers and their duties:

- a) The officers of the Association shall be the President (hereinafter referred to as "Chairperson"), the Vice-President (hereinafter referred to as "Vice-Chairperson"), the Treasurer and the Secretary.
- b) The Chairperson shall preside at all meetings of the Association, and shall perform such duties as required for the office or those that may be directed by the Association.
- c) The Vice-Chairperson, in the absence of the Chairperson, shall preside at all meetings of the Association, and shall perform such other duties as may be required.
- d) The Treasurer shall be responsible for the collection and disbursement of the group contributions and all other contributions and donations and shall keep the accounts of the Association and shall deposit and disburse the funds of the Association as ordered by the Association. If so directed by the Association, he or she shall obtain a bond for himself or herself, for the salaried staff of the Association office or for such other individuals as the Association may designate, in the penal sum specified by the Association, conditioned upon the faithful performance of the duties of the individuals named as principals on such bonds, which shall be procured at the expense of the Association.

- e) The Secretary shall see that any required notice is given of all meetings of the Association. He or she shall keep the minutes of such meetings. He or she shall be responsible for the correspondence and see to it that the records are kept on file at the Association's office. The Secretary shall furnish to the Association the names of all groups that have become members of the Association, and shall perform such other duties as the Association may assign.

Section 2. Qualifications of officers.

a) Chairperson

1. It is suggested that he or she have at least three years of sobriety.
2. He or she shall be a member of one of the Association's member groups (see Article IV, Section I).
3. He or she should be elected on the basis of capability, experience, leadership and organizational abilities.

b) Vice-Chairperson.

1. It is suggested that he or she have at least three years of sobriety.
2. He or she shall be a member of one of the Association's member groups (see Article IV, Section I).
3. He or she should be elected on the basis of capability, experience, leadership and organizational abilities.

c) Treasurer.

1. It is suggested that he or she have at least five years of sobriety and be capable and experienced in financial matters.
2. He or she shall be a member of one of the Association's member groups (see Article IV, Section I).
3. He or she should be elected on the basis of capability and experience in financial matters.

d) Secretary.

1. It is suggested that he or she have at least two years of sobriety.
2. He or she shall be a member of one of the Association's member groups (see Article IV, Section I).
3. He or she should be elected on the basis of capability and experience for this particular office.

Section 3. Election of Officers and Terms of Office.

- a) In September of each odd numbered year, the Chairperson shall appoint a Nominating Committee, and shall announce the names of the members of this committee at the Association's regular October meeting. The Committee shall consist of at least three members, all of whom shall be group representatives for the members of the Association.
- b) The nominating Committee shall accept nominations for the election of officers of the Association from the members of the Association and nominations will be received from the floor at the regular November

meeting of the Association. The nominations shall be compiled into a list which shall be delivered to the group representatives at the regular November meeting of the Association.

- c) Each member group shall be entitled to one vote for each office, which shall be cast by the representative or alternate of each group at the Association's regular December meeting. Any group representative or alternate desiring to cast a vote for his or her group must be present at the Association's regular December meeting in order to do so. No proxy votes are accepted.
- d) Officers shall be elected by a two-thirds majority vote of the members present at the December meeting during which the election is held, provided that a quorum is present. In the event that no candidate for a particular office receives the required vote on the first ballot, then a second ballot shall be held with only the two candidates receiving the greatest number of votes on the first ballot. If neither candidate receives the required vote on the second ballot, the election shall be decided by lot from the hat.
- e) The results of the voting shall be announced by the Secretary at the Association's regular December meeting.
- f) Newly elected officers except for the Treasurer shall assume the duties of their respective offices at the regular January meeting of the Association, and shall remain in office for a term of two years or until their duly elected successors assume the office(s). Installation of officers shall take place at the January meeting in even numbered years. The Treasurer will serve a five year term or until the duly elected successor assumes the office.

Section 4. Vacancies and replacements.

- a) Any officer may resign at any time.
- b) Any officer may be removed from office by a two-thirds affirmative vote of the members present and voting at a regular meeting of the Association where a quorum is present, provided that the motion for removal was presented and seconded at the previous regular meeting.
- c) Should an officer cease to maintain his or her sobriety, his or her office shall be considered to be vacant.
- d) Any existing vacancies shall be announced at the regular meeting of the Association. Vacancies shall be filled by election from among the representatives to the Association at the next regular meeting of the Association, using the procedure described in Section 3.d. Replacement officers shall serve until the end of the regular term for which they are installed.

Section 5. Consecutive terms.

- a) No officer of the Association may serve consecutive terms in the same office, other than replacement officers who have served as replacement officers for no more than one year.

ARTICLE VII

Membership Meetings

Section 1. Schedule.

- a) Regular meetings of the Association shall be held on the first Monday of each month at a location to be designated by the Chairperson and specified by announcement to be delivered to the representatives as

hereinafter provided. In the event that the first Monday of any month shall fall upon a legal holiday, the regular meeting for that month shall be held on the following Monday.

Section 2. Procedures.

- a) Prior to the meeting, representatives and alternates shall register at the door.
- b) Each member group having a representative or alternate representative present at any meeting of the Association, shall have the right to cast one vote upon each matter coming before the Association for a vote, as shall the officers of the Association.
- c) Voting shall be by show of hands except where ten or more representatives request a closed ballot. In the event of a closed ballot, the Chairperson shall appoint three representatives to count and record the votes.
- d) The Chairperson has the right to address the merits of a motion before calling for a vote thereon. A quorum is necessary for voting on items presented to the Association. All items require a majority vote to be accepted.
- e) The order of business at all meetings of the Association shall be as follows:
 - 1. Call to order.
 - 2. Reading of the minutes of prior meeting.
 - 3. Report of the Treasurer.
 - 4. Report of Permanent Committees.
 - 5. Report of Temporary or Special Committees.
 - 6. Communications.
 - 7. Old business.
 - 8. New business.
 - 9. Miscellaneous matters.
 - 10. Announcements.
 - 11. Adjournment.

This order may be changed or dispensed with by a majority vote of the members present.

Article VIII

Central Office Committee Bylaws

In acknowledgement of the bylaws of the Omaha Area Central Committee, Inc., the Central Office Committee adopts the following bylaws:

Section 1. Membership.

- a) The Central Office Committee shall consist of the officers of the Association, officers of the Committee, and two (2) representatives from each district as defined by the Association and located within the Greater Omaha Metropolitan Area.
- b) District Representatives should be appointed or elected by their District to serve alternating two-year terms. Both terms should begin at the regular January meeting, with one term beginning on the even numbered years and the other term beginning on the odd numbered years.

- c) It is suggested that each District Representative have at least two years sobriety, that he or she be a member of a group located in the district that he or she represents, that he or she be interested not only in the welfare of his or her own district, but also in the welfare and growth of A.A. in the Greater Omaha Metropolitan Area and be selected on the basis of business, fiscal and organizational experience and capabilities.
- d) The Committee shall be responsible for all activities of the Association's business office, for the publication and dissemination of the Where and When directory and responsible to the Association for the funding and administration of the Standing Committees of the Association, subject to Resolutions adopted by the Association.

Section 2. Committee Meetings.

- a) Quorum.
Eleven of the members of the Committee or one-tenth of the members of the Committee, whichever is greater, shall constitute a quorum for any meeting of the Committees. In the absence of a quorum, the members of the Committee may adjourn the meeting and reconvene when a quorum is present.
- b) Regular Meetings.
The regular meetings of the Committee shall be held on the last Monday of each month at 7:00 p.m. at the Central Office. The Committee, by majority vote of those in attendance after quorum is present, may change the frequency, time and/or place of regular meetings. No notice is required for regular meetings.
- c) Special Meetings.
Special meetings of the Committee may be called at any time by the Chairperson or the Vice-Chairperson of the Committee or upon request of members constituting one-twentieth of the membership of the Committee, provided that notice must be in writing and include the place, day, hour and purpose(s) of the meeting. Notice, personally or by mail, must be given not less than 10 days and not more than 50 days before the meeting. Notice may be waived in writing at any time before the meeting or at the meeting. Waiver of Notice must be in writing and specify the place, day, hour, and purpose(s) of the special meeting for which notice is waived.
- d) Voting.
Each member of the Committee present at any meeting shall be entitled to one vote on any question presented. All matters shall be decided by a majority of votes of those members present at a meeting and voting after a quorum has been called. No voting by proxy shall be allowed.

Section 3. Officers.

- a) Number.
The committee shall have a Chairperson, Vice-Chairperson, Liaison Officer and Secretary and such other officers as shall be deemed necessary from time to time by the Committee. Committee officers cannot be Association officers and shall be selected from the Central Office Committee membership.
- b) Election and Terms.
The officers of the Committee shall be elected biennially at the meeting of the Committee in December by a majority vote, for a period of two years. Officers shall not hold the same office for successive terms.
- c) The Chairperson.
The Chairperson of the Committee shall preside at all meetings of the Committee at which he or she is present and shall have such other powers and duties as may be assigned by the Committee.

d) The Vice-Chairperson.

The Vice-Chairperson, in the absence of the Chairperson, shall preside at the meetings of the Central Office Committee.

e) The Liaison.

The Liaison shall be the agent between the Committee, the Association and the Central Office personnel. The Liaison shall transmit all matters involving employees from the Committee to the employees involved and shall transmit concerns of the employees to the Committee. The Liaison will directly supervise the Central Office employees. The Liaison shall attend all Association and Committee meetings and report to the Association regarding action(s) taken at meetings of the Committee.

f) Secretary.

The Secretary shall record all proceedings of the meetings of the Committee and shall furnish copies of the minutes of said meetings to the members of the Committee. The Secretary shall (1) have custody of the records of the Committee and shall see that all notices are sent as required by these bylaws; (2) have and perform all duties incident to the office or which may be assigned from time to time by the Committee; and (3) provide the approved minutes to the Central Office Manager.

Section 4. Vacancies and replacements.

a) Any officer may resign at any time.

b) Any officer may be removed from office by a two-thirds affirmative vote of the members present and voting at a regular meeting of the Committee where a quorum is present, provided that the motion for removal was presented and seconded at the previous regular meeting.

c) Should an officer cease to maintain his or her sobriety, his or her office shall be considered to be vacant.

d) Any existing vacancies shall be announced at the regular meeting of the Committee. Vacancies shall be filled by election from among the representatives to the Committee at the next regular meeting of the Committee, using the procedure described in Section 3.b. Replacement officers shall serve until the end of the regular term for which they are installed.

Section 5. Sub-Committees.

a) Sub-Committees. The Committee shall have authority to establish such other sub-committees as the committee may, from time to time, determine necessary to carry out its purposes.

Section 6. Employees.

a) Central Office Employees. The Committee shall hire, supervise and (when necessary) discharge employees of the Central Office. The Committee will conduct periodic personnel evaluations, such evaluations to be taken into account in setting wages and granting raises.

b) Outside Hiring. The Committee shall have authority to hire such other individuals or entities, such as accountants and attorneys, as it shall deem necessary in the regular course of business, subject to the disapproval of the Association.

Section 7. Expenditures.

- a) Wages. The Committee shall have the authority to set/pay all wages of the Central Office employees without further approval of the Association.
- b) Inventory. The Committee shall have the authority to order and pay for all inventory of the Central Office store without further approval of the Association.
- c) Committee Expenses. The Committee shall have the authority to pay all expenses for the standing committees of the Association without further approval of the Association, provided that the expenses were: (1) present in the standing committee budget; and (2) the budget was previously approved by the Association.
- d) Other Expenditures. The Committee shall have the authority to make such other expenditures as it shall deem necessary in carrying out its purposes unless such expenditures exceed \$500.00; an expenditure in excess of \$500.00 shall first be approved by the Association.

Section 8. Rules and Regulations.

- a) The Committee may adopt such rules and regulations, policies and procedures, as are deemed necessary to carry out the purposes of the bylaws of the Association and the bylaws of the Committee. All such rules and regulations, policies and procedures shall be appended to these bylaws, and an official copy shall be kept by the Secretary of the Committee.

Section 9. Prudent Reserve.

- a) The Central Office maintains a prudent reserve (segregated funds for unusual situations) of approximately 50% of current budgeted annual expenses, in the event normal operating revenues do not cover its obligations. The Committee may access these funds as approved by the Association. This fund will be reviewed annually by the Association.

Section 10. Executive Session.

- a) Committee meetings are open to any A.A. member but only elected District Representatives and officers may vote. When personnel matters must be discussed at Committee meetings, an "Executive Session" can be called wherein only members of the Committee attend. All employee matters discussed in an Executive Session shall be held in strict confidence. Minutes shall be kept by and with the Secretary, but not published. If an Executive Session necessitates a vote, the vote will be held and recorded after the Executive Session ends and the regular meeting has reconvened.

Section 11. Amendments.

- a) These bylaws may be amended at any time by the vote of a majority of the members of the Committee at a meeting if a quorum is present. Notice must be given to the members of the Committee of any proposed amendment. Such notice shall be made personally or by mail and sent to all members of the Committee at least ten days prior to the meeting, at which the amendment is called to a vote.

Section 12. Authority of the Association.

- a) All functions and actions of the Committee as provided in the bylaws of the Association and these bylaws of the Committee shall be to the ultimate authority of the Association. Therefore, any action of the Committee may be overturned by vote of the Association in accordance with its bylaws.

Section 13. Budgets.

a) Central Office Committee Review.

A standing committee shall submit to the Central Office Committee members one week prior to the March Central Office Committee meeting, the following for consideration of its annual budget: (1) its proposed budget in writing; and (2) a copy of its past budget and actual expenditures for the year immediately preceding. A standing committee representative should be present at the Committee meeting to answer questions concerning the proposed and past budgets. The Committee will deliver its recommendation to the Association within one week after the review.

b) Association Review.

All budget proposals of Standing Committees to be submitted to the Association shall be in writing and accompanied by the recommendation from the Committee.