



Intercounty Fellowship of Alcoholics Anonymous serving San Francisco and Marin Counties

Intergroup Meeting - Agenda

Wednesday, June 2nd, 2021, 7-8:30 PM

Intergroup coordinates services which individual groups in San Francisco and Marin cannot provide. We bring these services, as well as service opportunities, to our Member Groups. Our Intergroup observes the intent and spirit of A.A.'s Twelve Traditions and Twelve Concepts for World Service, as well as A.A.'s Three Legacies of Recovery, Unity, and Service.

7:00 Getting Started

1. Open with the Serenity Prayer
2. Call to order. Statement of Purpose
3. Review the minutes and agenda
4. Roll Call
5. New IGRs, Visitors, AA Anniversaries
6. Approval of agenda
7. Approval of last month's Intergroup Meeting minutes

7:10 Officer Reports

1. Board Chair
2. Treasurer
3. Executive Director

7:25 Elections

1. IFAA Board

7:55 Intergroup Committee Reports (up to 2 minutes/report)

8:05 Report from 71st General Service Conference

8:15 New Business

1. Intergroup Group Inventory Planning/Discussion

8:28 Targeted Message

1. IFAA Founders Day 2021: Saturday, June 12, 12:00 - 12:30 PM
2. Please submit in person meeting listings
3. May 20 Town Hall information posted on aasfmarin.org/resuming
4. Subscribe to The Buzz!

8:30 Adjourn with the Responsibility Statement

Breakout rooms (optional) open until 9:00 PM

Intergroup Information

1. **Next Intergroup Meeting** is Wednesday, July 7, 2021. Our monthly meeting will continue to be held online per local guidelines from the health department until further notice. Please email development@aasfmarin.org with any questions.
2. **Intergroup Newcomers:** If you are here for the first time tonight, we welcome you and we appreciate your presence and your participation.
3. **Intergroup Voting:** Only elected Intergroup Representatives (IGR) or Alternate Intergroup Representatives (AIGR) vote. An elected Intergroup Representative may vote after: a) having attended the Intergroup orientation and b) having attended a previous Intergroup meeting as an elected representative. An elected Alternate Intergroup Representative may vote at the first meeting attended. Time of term and method of selection of both IGR and AIGR is determined by individual Member Groups.
4. **Registration Sheet:** If you are an elected Intergroup Rep (IGR), please be sure to fill out the registration sheet. If you are visiting, please do not fill out the registration sheet!
5. **Meeting Absences:** Any Member Group who has not sent a representative for three (3) consecutive meetings will be considered "inactive" for purposes of voting and determining a quorum.
6. **Procedures for Intergroup Agenda** (i.e. how to get things going)
 - a. Intergroup Committee Chairs and Intergroup Reps may suggest that an item or topic be placed on the monthly Intergroup agenda by contacting the Executive Director or the Board Chairperson by email at least two (2) weeks prior to the monthly Intergroup meeting.
 - b. A proposed agenda item should be able to be stated as a single simple declarative proposition (e.g. "Intergroup Reps should be required to wear tennis shoes to Intergroup meetings").
 - c. The first time that a proposed item or topic is placed on the Intergroup agenda it shall be placed on the "New Business" calendar as a discussion only item (i.e. as opposed to a "voting item")
 - d. Thereafter, an item or topic which is placed on the agenda for a second time shall be placed on the "Old Business" calendar as either a discussion only item, or, if the issue is deemed ripe for a vote, as a voting item.
 - e. (The exception to this limitation (i.e. that an item not be on the agenda as a voting item until after it has at least once been on the agenda as a discussion only item) is where the item is determined by the Board Chairperson to be an "Urgent Matter")
 - f. Discussion of an agenda item shall not be unlimited, and shall be monitored by the Board Chairperson as to the allotted time to be afforded to any single individual to express an opinion or provide information on the item.
 - g. When the matter is on the agenda as a "voting item" the item will pass on a simple majority (i.e. 50% +1) if it is a minor matter (including, where applicable, the expenditure of only a nominal amount of money); but, that all other matters shall be passed only by substantial unanimity - a 2/3 majority, especially where policy or precedent are being established, or an appreciable amount of money is to be spent, or, where the issue has been the subject of considerable controversy (i.e. lots of "loving discussion").
 - h. In 2018 we adopted use of a Consensus Model for decision making. This model is a way of reaching agreement between all members of a group. Instead of simply voting for an item and having the majority of the group getting their way, a consensus group is committed to finding solutions that everyone actively supports - or at least can live with. This makes sure that all opinions, ideas and concerns are taken into account. By listening closely to each other, we aim to come up with proposals that work for everyone, by weaving together everyone's best ideas and most important concerns - a process that often results in surprising and creative solutions, inspiring both the individual and the group as a whole.



Intercounty Fellowship of Alcoholics Anonymous

serving San Francisco and Marin Counties

Intergroup Meeting - Proposed Minutes

Wednesday, May 5th, 2021, 7-8:30 PM

Intergroup coordinates services which individual groups in San Francisco and Marin cannot provide. We bring these services, as well as service opportunities, to our Member Groups. Our Intergroup observes the intent and spirit of A.A.'s Twelve Traditions and Twelve Concepts for World Service, as well as A.A.'s Three Legacies of Recovery, Unity, and Service.

7:00 Getting Started

1. Open with the Serenity Prayer
2. Call to order. Statement of Purpose.
3. Review the minutes and agenda
4. Roll Call: Message "Attendance" in the chat
 - a. 66 groups represented: 43 from San Francisco, 23 from Marin

Marin Groups	Not a Glum Lot	Be Still AA	God Could And Would If He Were Sought	Sun Night Castro Speaker Discussion
Awakenings	People of Color	Bernal New Day	Gratitude Center 6 AM	Sunday Sunrise
Awareness/Acceptance	Rise N Shine	Big Book Basics	High Noon weekday	Sunset Speaker Step
Barnyard	Saturday Night Fever	BIPOC Artists & Writers	Join the Tribe	Surf
Friday Night Book	Serendipity	Boys Night Out	Lush Lounge	Ten Years After
Keep It Simple Sister (KISS)	Sisters In Sobriety	Came to Park	Mellow Mission Sunrise	Thursday Night Women's
Larkspur Sat Morning 12 & 12	Strawberry Daily Remote	Cocoanuts	O.A.D.W. Monday	Too Early
Last Stop Men's Step Study	Sunday A Vision For You	Cow Hollow Men's Group	Pax West	Tuesday Downtown
Marin Young People	Terra Linda Thursday Men's Stag	Cow Hollow Young Peoples'	Pocket Aces	Valencia Smokefree
Mill Valley Group	Tuesday Chip	Daily Women's Meeting	Raising the Bottom	West Portal
Mill Valley Tuesday Beginners	San Francisco Groups	Each Day a New Beginning	Saturday Beginners	Wharf Rats
Monday Night Stag Tiburon	A New Start	Each Day a New Beginning - Sun	Say Hey Tuesday	Women's Kitchen Table
Monday Night Women's Group	Any Lengths	Federal Speaker	Sesame Step	
Monday Nooners	Artists and Writers	Friendly Circle	Sometimes Slowly	

5. New IGRs
 - a. Marie R, IGR Rise and Shine Novato
 - b. Shannon S, IGR Cocoanuts
 - c. Kate K, IGR Serendipity San Rafael
 - d. Chuck B, Alt IGR, Each day a new beginning
6. Visitors - Welcome
7. AA Anniversaries
 - a. Alexander D, 4 years in April
 - b. Peter M, 26 years Mar 1
 - c. Patrick M, 11 years Mar 16
8. Approval of agenda
 - a. Motion: Kaitlin
 - b. 2nd: Peggy
9. Approval of last month's Intergroup Meeting minutes
 - a. Motion: Jillian
 - b. 2nd: Paul

7:07 Officer Reports

1. Board Chair - Alan G.
 - a. Board has 4 seats open including treasurer
 - i. Election will be held at the June 2 meeting, Statements of Interest must be submitted by Weds, May 5th midnight (tonight)
 - ii. Statements can be filled out here: <https://aasfmarin.org/board-soi>

- b. Town Hall: Resuming In-person Meetings
 - i. Thursday, May 20th 7pm-8:30
 - ii. Flyer listed on events page at aasfmarin.org please share with groups
 - iii. Presentation from SF Department of Public Health. New guidelines - now in yellow tier. Q&A with panelists currently holding in-person meetings.
 - c. Website Refresh
 - i. Drew H, operations committee
 - 1. Biggest project happening right now. Tech committee has newest designs. If there's something you want not already there contact us!
 - d. Central Office Lease
 - i. Up in October, ongoing negotiations with building owner. Will have a detailed recap in June.
 - e. Join an Intergroup Committee! Check out the events on the website, spread the word!
2. Treasurer - Renee
- a. Group Contributions: \$22,916 → \$10,310 over budget (March) and \$5,122 under budget (YTD)
 - b. Individual Contributions: \$5,603 → \$557 over budget (March) and \$2,804 over budget (YTD)
 - c. Operating Expenses: \$24,690 → \$2,958 under budget (March) and \$9,550 under YTD
 - d. Unrestricted Cash: \$56,354 → equal to approx 2.1x monthly operating expenses
 - e. The rating for March 2021 is "Excellent"
 - f. Faithful Fivers:
 - i. Dec 20: 262 members, \$3,616 contributed, Avg \$13.80/member
 - ii. Feb 21: 263 members, \$3,758 contributed, Avg \$14.29/member
 - iii. Mar 21: 271 members, \$3,789 contributed, Avg \$13.98/member
 - iv. 8 additional members in March! Can we get 350 by the end of the year??
 - v. Small contributions matter! We appreciate all those who provide monthly support to Central Office by being Faithful Fivers!
 - 1. Chad IGR Valencia Smokefree: Tech expenditures should be listed separate from operations. No transparency on what tech expenses are and what we're paying for with operations, are we just writing checks with no transparency? Is the spending at the discretion of the groups or of the central office / board and should we not disclose every month what's being spent on tech vs operations.
 - 2. Renee: Operating expenses are all monthly expenditures. In IGR packet there are detailed income statements with all expenses broken out into Central Office Operational, program expenses related to committees, general & administrative expenses (consultant fees) and specifically spending related to tech. There are no current tech upgrade expenses which is why the figure is under budget because budget was approved last month. To clarify, we plan on bringing transparency to the spending and letting groups know what the plans are and what the funds will be for in more detail as it comes up.
 - 3. Paul A IGR West Portal: Like the idea of a finance rating system, can we do that YTD in addition to monthly?
 - 4. Renee: We give rating as of current month. If March is excellent but YTD we were suffering and we were off for the year, it would be reflected with the current rating. It does reflect YTD but it's assigned monthly.
3. Executive Director - Maury
- a. Introduces Marcus as Central Office special worker
 - b. Central Office reopens - sort of!

- i. COVID-19 protocols in place. Phone and online orders for shipping or curbside pickup are still encouraged and appreciated. Details at aasfmarin.org/order-aa-literature
- ii. No volunteers in the office but baby steps happening, please sanitize and wear a mask if you stop by. Hopefully up and running in the near future.
- c. Working on printed meeting schedule for in person meetings
 - i. Starting from scratch due to shifting gears for covid
- d. In Memoriam:
 - i. John V, 50 years on April 28th. Memorial yesterday.
 - ii. Jeff A, SF Dist Committee member Chair, area chair. Passed April 3, celebration of life will be May 30th. Information will be in chat, it's not an AA event specifically. Use discretion in sharing information please.

7:26 Intergroup Committee Reports

1. The Point - John
 - a. May is live, compendium of great articles for the month!
 - b. SF General Service Updates by Jackie B
 - c. Gratitude Attacks by Karen D | Who I Am by Ken J
 - d. Regaining Self-Respect by Rick R— and more!
 - e. On aasfmarin.org : Click Read | Listen
 - f. Point Committee Zoom: 12:30 PM | 2nd Saturday Each Month
 - g. Fresh story ideas for June, 6th month - 6th step
 - h. Story topics:
 - i. Love instead of manipulation
 - ii. Show up without expectations
 - iii. Show up without control
2. Fellowship Committee - Elena R
 - a. Founders Day - Diversity & Inclusion
 - i. Date not set yet, still in planning phase
 - ii. Please get involved to voice what you'd like see
 - iii. Peter with SF PR Committee to add on
 - b. Volunteer? Fellowship@aasfmarin.org
3. SF Public Relations - Peter M, co chair with Scott B
 - a. Recent Events & Activities:
 - i. Eleven San Francisco radio stations were offered PSAs: KALW Radio, KBLX, KCBS Radio, KDFC, KGO Radio (ABC), KMEL, KOIT, KQED Radio, KSAN (the bone), KPO
 - b. Working with Fellowship Committee on Inclusion Event for Founders Day
 - i. Talking over different dates
 - ii. Actual founders day June 10th, thursday. Maybe town
 - iii. June 12th possibility, weekend, option for longer or in-person or hybrid
 - iv. A lot of recent discussion about lack of diversity in fellowship, great to have members discuss so we can all learn
 - c. Calling Card is ready except we need a larger font.
 - d. A method is available for proof of attendance at zoom meetings. Need to add group emails to aasf.org
 - e. Will be doing a presentation for CPMC Social workers
 - f. This morning did presentation to UCSF nurses
 - g. Our next virtual meeting will be held on Monday, May 10th at 7pm. New Speaker Workshop/Orientation at 6pm that same evening. Please email for Meeting ID and password. Email us at sfpr@aasfmarin.org for information and to get involved!
4. SF Teleservice Committee - Luke H
 - a. Our shifts are mostly filled however we have a few that still need volunteers. As always, please be sure to include in your IGR report that Teleservice is a great opportunity for service outside of the group. Your help is greatly appreciated.

- b. Our orientations continue to be held on the third Monday of every month at 6pm via Zoom and the meeting ID can be found at www.aasfmarin.org.
 - c. Please email us at sfteleservice@aasfmarin.org for more information.
- 5. Sunshine Club - Clayton
 - a. The Sunshine Club (SC) makes phone calls to several AA members who do not have access to virtual meetings. To reach other AA's who are isolated we ask IGR's to please announce in meetings that this service is available. Send contact information for anyone interested in receiving calls to sunshine@aasfmarin.org
 - b. Orientation for new volunteers was held on ZOOM on April 24th.
 - c. Quarterly business meeting was held on ZOOM on April 29th.
 - d. Kate K. has volunteered to be a SC co-ordinator
- 6. Archives Committee - Mike
 - a. Archives committee preserves the legacy of AA through the collection and preservation of archival material, like objects, recordings, photographs, prints, documents, interviews, etc. Our goal is to collect and preserve local AA history for future generations. As a way of generating participation and enthusiasm for AA history, the committee hosts a series of history meetings on various topics of local interest. If you (or your group) has a topic, please send it to archives@aasfmarin.org.
 - b. We are looking for volunteers to help collect group histories, member stories, catalog, organize, create and recreate visual displays, scan, file and lots more. Meetings are held on Zoom on the 3rd Sunday of each month from 12-2pm. For more information contact archives@aasfmarin.org.
- 7. HelpChat - Caitlin
 - a. HelpChat is a chat service through our website where many people have their first interaction with a sober member of AA. Volunteers with at least one year of continuous sobriety can answer chats.
 - b. Monthly orientations: 3rd Tuesday from 5-6pm
 - c. Lots of room in schedule for new volunteers!
 - d. email helpchat@aasfmarin.org for meeting ID
- 8. Technology Committee - Alex
 - a. Good showing at our last meeting
 - b. Discussion of ongoing website maintenance and re-design
 - c. We are getting emails regarding transitioning to Hybrid meetings
 - i. We're looking at providing suggestions / guidelines for this
 - d. All our welcome to bring issues / requests for their meetings or group to our regular monthly meeting
 - e. Tech Committee meets first Monday of the month on ZOOM at 6 PM
 - f. email: tech@aasfmarin.org with any questions or to receive an invitation to our meeting
 - g. Marin Founders Day: Sunday, June 13th at Marin Alano Club on Lincoln Ave, 2-5pm in person will be a BBQ. Good relationship with Marin County Health Dept. Would love help establishing the tech to make it a hybrid.
- 9. The Buzz - Nikki T
 - a. The Buzz is our weekly digital newsletter highlighting upcoming events and service opportunities within our Fellowship.
 - b. The Buzz April stats: 1,848 subscribers, 1% increase in subscribers, 47% average open rate
 - c. Buzz Content Guidelines: To keep the newsletter fresh, we don't typically repeat announcements, and we try to publish information that is relevant for a two-week time horizon, with the exception of events for which people might need to act (i.e. reserve tix) well in advance.
 - d. For content to be posted in the Buzz, the post must be sponsored by an A.A. Group, Conference, or Service Entity and is in harmony with the spirit of the Twelve Traditions, including: Not directly supporting an outside entity. Posts do not have commercial advertising on the flyer.

- e. Have an upcoming event or service opportunity? Send it to us at thebuzz@aasfmarin.org by Monday to be included in that Friday's issue.

Alan G - Launches poll regarding opening the IFAA meeting in-person

7:43 Service Community Liaison Reports

1. Marin Teleservice - Jillian
 - a. MT will be doing a Group Inventory later this year.
 - b. We discussed Sunshine Club and sent out information to all the MT reps, volunteers, & committee members.
 - c. The next New volunteer orientation is at 6:30pm on May 25 followed by the business meeting at 7:30p. Meeting ID 947 9360 5622. Password BillBob35!
2. SF General Service, District 06 - Alison T
 - a. Delegate's Report: <https://drive.google.com/file/d/1JUz6S-LquTqiNhl3caG5djSUKj4iPjCn/view?usp=sharing>
 - b. May 15, 8:30am: Post-Conference Virtual Assembly; <https://www.cnca06.org/event/post-conference-virtual-assembly-asamblea-virtual-post-conferencia-2>
 - c. New Business (will be discussed but not voted on): That the Trustees Literature Committee develop a graphic novel or a series of graphic novels that depict the first 164 pages of the Big Book
 - d. Old Business (will be discussed AND possibly voted on): That AAWS publish a one-page summary of the Six Warranties; That CNCA requests that a pamphlet entitled "Experience, Strength and Hope: AA for the Spanish-Speaking LGBTQ Alcoholic" be produced.
 - e. Graphic Novel may be made, new way to connect with members
3. Marin General Service, District 10 - Molly M
 - a. Agenda Topics Workshop 2021
 - i. Theme: A.A. in a Time of Change
 - ii. Saturday, March 13th, 11:00 AM - 2:00 PM
 - iii. Meeting ID: 891 0064 1873, Passcode: 677211
 - b. Marin Accessibilities Committee has donated computers / tablets to give away to those who don't have access to virtual meetings!
 - c. Pre-Conference Assembly, virtual - Saturday & Sunday, April 3 & 4.
 - d. Al-Anon / AA panel: Sat May 22nd, flyers in chat and on aasfmarin.org

7:52 Old Business

1. Approved Bylaws Ratification
 - a. Recap of process to date
 - i. Bringing in line with CA Non-Profit law
 - ii. Included in IGR packet
 - iii. Board Governance Committee Amendments to IFAA Bylaws Process:
 1. Draft bylaws delivered via email and presented at Dec 2019, Jan 2020, and Feb 2020.
 2. IGR Feedback During 'Comment Period' of 2 months
 - a. Email us at governance@aasfmarin.org
 - b. Or meet us in person
 - i. Jan Governance Committee (1/16/20 @ Central Office 5:30)
 - ii. Feb Governance Committee (2/20/20 @ Central Office 5:30)
 - iii. Feb Intergroup meeting (2/5/20 @ 6PM)
 3. Governance reviewed feedback, made edits, and finalized the IGR proposed draft for discussion and voting. Approved Mar 2020 (29 in favor and 2 abstained)

4. Lawyer found to review & finalization of draft, this has been sent to IGRs in this months packet
 5. Received one members' feedback. Pointed out typos, will be correcting into final draft
- b. Questions on attorney's redline
- i. Fiona B IGR Ten Years After: Groups usually take 2-3 months for informed group conscious. Budget vote and this (bylaws) vote, it's been expressed we need more time. New business to old business then another month to discuss. My group doesn't feel there's enough time for group conscious. We abstained from the budget vote for the same reason. Requesting more time for review
 - ii. Maury P: interesting point, a lot of information in the service manual regarding right of decision. I'm a board member that worked on bylaws, many others have rotated. We presented these several times. This is not necessarily something that everyone needs to take for full group for group conscious. IGRs have the right of decision with their information here and as an IGR. This is not a request for a full group conscious on the attorney red-line. This is more of a business item. Much more important work to take back to group.
 - iii. Fiona B: after bequest I joined intergroup to be sure groups have a voice. It's important that the full group makes the decision on what intergroup does. I need more time than one month for group conscious, I am not the person making this decision.
 - iv. Jackie B: Happy to provide information on representatives to be empowered to make housekeeping decisions on behalf of the group. Happy to talk in more detail. Marin General Service, SF General: Chair@sfgeneralservice.org
 - v. Alan G: Thank you Fiona for comments. Very important for groups to have information, lawyers reviews are usually IGR items. Compliance items are not usually meant to take back to groups for group conscious. We're having an inventory topic next to discuss and this would be great for that. This is to come into compliance with state law. My opinion that state and local law is far down on how AA runs, principles are how AA works. Bylaws just a way to keep us informed of operation.

2. Vote on approval of bylaws:

- a. yes: ratify the lawyer's redline of bylaws
- b. no: do not ratify the lawyer's redline of bylaws
- c. Alison T: Please restate the vote and how it is determine
- d. Vote restated

IGR's

Alan G - Last stop mens step study - yay
 Alex s - sunset speaker step - yay
 Alexa d - monday night women's group - yay
 Alexander d - a new start - yay
 Alison T - sometimes slowly - yay
 Amy r - any lengths - yay
 Brian c - friendly circle - yay
 Carol w - thursday night womens - yay
 Carrie b - larkspur sat morning 12/12 - yay
 Chad f - valencia smokefree - yay
 Charles m - federal speaker - yay
 Chris f - each day a new beginning - yay
 Christina t - say hey tuesday - yay
 David d - monday nooners - yay

Eileen c - mill valley tuesday beginners - yay
Elaine m - not a glum lot - yay
Fiona b - ten years after - abstain
Gabrielle j - people of color - yay
Hunter g - sat beginners - yay
Irene s - sunday a vision for you - yay
Jaime g - sesame step - abstain
James h - tuesday chip - yay
James - bipoc artists and writers - yay
Jared a - artists and writers - yay
Jerry g - sat night fever - yay
Jillian e - rise and shine - NO ANSWER ON RECORDING
MARIE IS NEW IGR FOR RISE AND SHINE - DOES NOT HAVE A VOTE
Jim b - barnyard - yay
Joel m - sun night castro speaker disc - yay
John b - boys night out - yay
Kaitlin d - marin young people - yay
Karen g - strawberry daily remote - yay
Ken r - sunday sunrise - yay
Kristen e - awareness acceptance - yay
Lisa b - awakenings yay
Marshall m - friday night book - yay
Marty m - surf - yay
Mary w - god could and would if he were sought - yay
Michelle g - lush lounge - yay
Nancy p - raising the bottom - yay
Natalie g - keep it simple sister - yay
Nick p - each day a new beginning sunday - yay
Ole-Jan h - monday night stag tiburon - yay
Patricia c - mellow mission sunrise - yay
Paul a - west portal - yay
Peggy h - big book basics - yay
Rachel g - too early - yay
Rae m - womens kitchen table - yay
Robert w - join the tribe - yay
Sam p - gratitude center 6 am - abstain
Sarah d - bernal new day - yay
Scott b - tuesday downtown - yay
Shannon s - cocoanuts - yay
Sue l - wharf rats - yay
Tad h - cow hollow young people - yay
Tanya v - daily women's meeting - yay
Tim c - pax west - yay
Tom h - be still aa - yay
Vanessa b - mill valley group - yay

Committee Chairs - Non IGRs

Alex b - technology - yay
Caitlin p - helpchat - yay
Clayton b - sunshine club - yay
Elena r - fellowship - yay
Luke h - sf teleservice - yay
Michael o - archives - yay
Peter m - SF Public Relations - yay

MOTION CARRIES: BYLAWS ARE APPROVED: 62 YAY, 3 ABSTAIN

8:19 Discussion Topic

1. Intergroup Group Inventory Planning/Discussion
 - a. Create an ad hoc working group
 - b. Time frame after July most likely August, September
 - c. Directing to pamphlet “AA Group Inventory”
 - d. Questions to review
 - e. Format/Structure
 - i. Vanessa B: What is the process overall? Never participated in group inventory.
 - ii. Luke: Someone runs inventory, someone records it, recording secretary gets minutes back to the group. Usually have a few specific questions picked out but whatever needs to be answered will definitely be revealed with the questions chosen. Usually takes a few sessions to work through and gather responses. An inventory gauges where the group is, what needs to be adjusted, where we’re heading.
 - iii. Alison: Will there be a neutral unbiased party who comes in to facilitate? I’ve heard that is common, also heard some groups have GSRs come in. Who gets to be part of the ad-hoc working group?
 - iv. Patrick: Yes, we would use an outside facilitator for this. They will structure the inventory, what it looks like: days / times for the review, who we hear from, how to get a group conscious.
 - v. Paul: What are the roles and responsibilities of an IGR and board members? Seems over last year there have been many issues around this, definitely illustrates there is not knowledge of what these are.
 - vi. Patrick: We can do a better job on that, which may be what comes out of group inventory, better communication, aside from a firehose of information at orientation. How does an IGR take group inventories and bring that back. All great questions, please participate and send email to aasfmarin.org and help with ad-hoc group!
 - vii. Alan G: to Paul’s question, It would be great to look at the IGR and board roles and responsibilities document, to have that information reviewed every once in a while and would be great to review it again and find the easiest way to disseminate information, 90% of the board’s job.
 - viii. Kaitlin: As IGR it’s my responsibility to familiarize myself with those documents and to relay that to my groups.
 - ix. Maury: referencing orientation, it’s only 30 mins long but the message is to get familiar with the role of IGR. Some folks read every part of it [orientation packet], many don’t and many in between. There are also different documents that govern us. The bylaws are guidelines versus the operating manual which is a separate document along with the employee handbook that has legal information with responsibilities which the board has, like being compliant with CA non-profit law even if groups don’t want that. The board has the legal responsibility of the organization. We’re wearing two hats; running the organization and serving the fellowship. We’ve made some decisions for the fellowship, other decisions based on legal needs which ultimately does help the group.

8:32 Targeted Message

1. Soft reopen of Central Office: COVID-19 protocols in place. Phone and online orders for shipping or curbside pickup still encouraged and appreciated. Details at aasfmarin.org/order-aa-literature
2. Membership survey re: transitioning back into the rooms in the May 7 issue of The Buzz
3. Town Hall - Thursday, May 20, 2021 @7pm to discuss re-opening in-person meetings
4. Keep Central Office updated if your meetings move back to in-person.

5. Coming Up: Founders Day and an Inclusion and Diversity event

8:33 Adjourn with the Responsibility Statement

Next Intergroup Meeting is Wednesday, June 2, 2021. Our monthly meeting will continue to be held online per local guidelines from the health department until further notice. Please email development@asfmarin.org with any questions.

April 2021 Intergroup Board Meeting Minutes

Meeting Information

- Date: Monday, April 26 2021
- Time: 6:30 PM
- Location: 1821 Sacramento St, SF via Zoom

6:30 Open Meeting

- Check-Ins
- Roll Call - Alan, Patrick, Renee, Taran, Luke, Charlie, Maury, Nikki, Drew
- Planned Absences: Lara, Andy

6:45 Review/Approve

- Minutes - approved
- Agenda, no objections

6:50 Board Reports

- Executive Director
 - Annual CPA visit: Preference for July or August?
 - Maury to schedule the CPA for August
 - Reopening Central Office
 - Appendix A (from DPH)
 - Central Office specific: checklist
 - For safety door will be locked
 - Soft opening week of 5/4
 - Status quo with Central Office Service
 - Need specific hours by CA labor law, perhaps
 - 10am-2pm M,W,F
 - 2pm-6pm T,Th
 - Still best to place orders ahead of time
 - Mask required for entry
 - Social distance/have Marcus deliver books to the door on a cart. Contactless
 - Masks available for guests who don't have one
 - Vaccine for volunteers?
 - NIAC suggests we encourage volunteers to be vaccinated.
 - Have volunteers wear N95 masks
- Treasurer
 - Approved Budget!
 - QuickBooks automatically allocates expenses uniformly
 - Contributions were allocated based on our past experience
 - March 2021 Financials - Recommend upgrade to "Excellent"
 - Group Contributions
 - March \$22,916 → over budget by \$10,389
 - YTD \$56,317 → **under budget by \$5,122**
 - Individual Contributions
 - March \$5,603 → over budget by \$557

- YTD \$19,388 → over budget by \$2,804
 - Overall Deficit/Surplus
 - March \$3,950 surplus → over budget by \$13,113
 - YTD \$3,309 surplus → over budget by \$5,730
 - **Note:** we have only spent \$2,000 of the budgeted \$9,000 for Operational improvements YTD, which is major contributor to our being over budget by \$5,730 YTD
 - Expenses should be forecast and detailed as we spend budgeted money on the upgrades.
 - Expenditures are for paid outside services
 - Unrestricted Cash after adjustments made for payables (Payroll & CC) = \$58,424.17
 - New budget average monthly expenses of approx \$27K, this is 2.16x monthly expenses
- Chair
 - Review 2020-21 Board Working Agreements
 - Sign up for attendance to service entities and Intergroup committees
 - Annual Report progress
 - Still hearing back from the committee chairs; will hopefully meet with all of them in the next week or two
 - Need to update the committee.chairs group to make sure we have all (PR)
 - Another great example from Chicago
 - Board committee chairs/Executive Committee meet to prepare an outline
 - Inventory
 - Where, when, how?
 - Strawman date: November
 - Similar to General Service
 - New board members, retreat as foundation
 - Perhaps wait to after retreat but before November
 - Put together a working committee for the Inventory
 - Solicit Intergroup participation on the working committee sooner rather than later
 - Ad Hoc committee open to interested parties for the purpose of planning
 - Will find the last inventory IG did
 - Sooner than November
 - Suggests we provide some structure for the Inventory but perhaps introduce it in May meeting
 - Agenda item:
 - Introduce it and get a temperature check/feedback on whether Intergroup should do a group inventory.
 - Have people express interest in being a part of the ad hoc committee
 - The past year was challenging. Our program tells us to do regular inventories and it has been a long time since we have done one.

- The board feels that it would be helpful.
- Do we need to treat this a votable business item?
 - More a housekeeping task vs a votable business item.
 - If the board doesn't put it forward, someone will be asked to put this forward.
- To be presented as a discussion item for May

7:15 Board Committee Reports

- Development:
 - Meeting minutes
 - Town Hall: Hybrid/In-Person/Online AA on Thursday, May 20
 - Health regulations; statement from SF H&HS
 - Reach out to Dry Dock, Marin Alano for possible contribution to discussion regarding in-person or hybrid meetings
 - Revisit previous town hall discussion and polling
 - Agenda to be circulated soon to the board. Alan to put some ideas out.
 - More efficient way to send email to IGRs
 - More than one person should be able to send out an email
 - Patrick to discuss with Fred.
 - SendGrid is not tenable.
 - A better (mailchimp?) or easier(Google Groups) will be used
- Operations:
 - 2021-4-14 Board Operations Committee met
 - Zoom Phone migration is in progress
 - Still working on the process to find a good balance to use to make the process palatable to Teleservice volunteers. Few more weeks.
 - Website refresh is gaining momentum
 - Pace is picking up.
 - Taking receipt of new templates.
 - June deadline at risk.
 - Central Office Lease renegotiation is in progress.
 - Operations vs Tech (Maury)
 - Any internal Central Office operations work is Operations Committee
 - Website is an internal tool but it will interface with Technology
 - Board Ops people should attend the Tech Committee to liaise
 - Anything we are developing, curating, preparing for the fellowship belongs to the Tech Committee
 - Should we consider a Board level position for Tech
 - "Tech" is too broad. We need specialized skills for different roles.
 - Have subject matter experts (SMEs) on board committees. May be former board members, former Integroup Reps
- Finance:
 - Met April 15, 2021
 - 403b Plan is in place for IFAA employees
 - Form 990 internal deadline before the CPA comes to speak with BOD in August
 - CPA assisting with QBO payroll/IRS amendment

- Governance:
 - Strategizing candidate outreach
 - Are we considering other outreach with thoughts for diversity on the board in addition to skillset? YES
 - Still awaiting latest bylaws info from Chelsea
 - Lara is point-of-contact.
 - Given the busy agenda for May, should we get out ahead of the discussion to make sure that people are ready and aware we are planning to vote on it.
 - We have an Intergroup approved bylaws and we asking for approval of the markups that have been put through considerable review and expert updates from professionals
 - IGRs that they have the right of decision on this.
 - Additions and modifications were made in order to get ourselves in line with CA law.
 - The note is a formality. An acknowledgement that they have been provided the information. If we cannot adopt the new bylaws, we are working with bylaws that are outdated and the attorney revisions are required to bring us in sync with current CA non-profit laws.
 - Wording of vote: Your yes vote means, I acknowledge and accept the adoption of these bylaws.
 - June Voting:
 - All voting members put into breakout room
 - Vote by Google Form (or TypeForm)
 - Typeform will give us a results summary
 - Plan for folks who can't fill out TypeForm? Have them chat their vote. (MUST SAVE MEETING CHAT)
 - **Consensus: Typeform with chat backup**
 - Need to test
 - All non-voting members in waiting room
 - Zoom poll
 - More work in getting the right people into the waiting room
 - Agenda item will be to get a vote to pass the already approved Bylaws
 - Treasurer SOI submission- Jim M
 - Governance plus outgoing Treasurer should interview Jim
 - Taran to reach out to Jim to find available times
 - At large meeting in June:
 - At large BOD election, candidates speak
 - Treasurer/Renee presented her qualifications

Intergroup, June 2021

Treasurer's Report

Month Ended April 2021

For April 2021, Gross Profit (revenue minus COGS) was \$20,623 this was under budget by \$3,089 due to lower than expected Group Contributions. Gross Profit is \$6,756 under budget year to date.

Total Operating Expense for April was \$23,357, under budget by \$4,291. Total Expenditures are \$13,842 under budget year to date. This is primarily due to budget being allocated for technology work that has not yet been spent.

The result is a Net Operating Deficit of \$2,657 for the month, this is \$1,099 over budget. This leaves the fellowship with a \$652 surplus year to date (\$6,913 over budget).

Group Contributions for April \$13,384, under budget by \$2,522. Group contributions are \$7,644 under budget year to date. Individual Contributions for April were \$6,799, under budget by \$381. Individual contributions are \$2,423 over budget year to date.

Total Unrestricted Cash for April 2021 (adjusted for payables) was \$55,477. Unrestricted Cash is about 2.0x monthly operating expenses.

The rating for April 2021 is "Excellent".

OVERALL RATING: EXCELLENT

INTERGROUP FINANCE RATING SYSTEM

Every month we rate our monthly finances as "Excellent", "Good", "Fair" or "Poor". Generally speaking, here are the definitions of those terms:

EXCELLENT: We exceeded our budget. Our income was greater than our expenses for the month and we have more than two months' worth of operating expenses in unrestricted cash balances. Operating expenses are projected at roughly \$27K/month, so we'd have over \$54K in unrestricted cash balances for the month. Intergroup has been "excellent" since March 2021.

GOOD: We are meeting our budget. Our income for the month, or for the YTD, was slightly greater than our expenses and we'd have approximately 1.5 - 2 months of operating expenses in unrestricted cash balances. Intergroup was last rated "good" in February 2021.

FAIR: We are not meeting our budget. Our expenses were greater than our income for the month and for the YTD - and our unrestricted cash balance would be somewhere between 1 and 1.5x our operating expenses.

POOR: We are not meeting our budget and our unrestricted cash balances fell below one month of operating expenses. The last time we were "poor" was in December 2016.

Intercounty Fellowship of AA
Income Statement compared to Budget
 April 30, 2021

	Apr 2021			Year to Date (YTD)		
	Actual	Budget	Over (under) Budget	Actual	Budget	Over (under) Budget
Revenue						
Total Bookstore Sales Revenue	\$2,876	\$4,037	(\$1,160)	\$9,123	\$16,146	(\$7,023)
Total Group Contributions	\$13,384	\$15,906	(\$2,522)	\$69,701	\$77,345	(\$7,644)
Total Individual Contributions	\$6,799	\$7,180	(\$381)	\$26,187	\$23,764	\$2,423
Intergroup Event Revenue	\$0	\$0	\$0	\$0	\$0	\$0
Total Revenue	\$23,059	\$27,123	(\$4,063)	\$105,010	\$117,255	(\$12,245)
Total Cost of Goods Sold						
	\$2,437	\$3,410	(\$974)	\$8,152	\$13,641	(\$5,489)
Gross Profit	\$20,623	\$23,712	(\$3,089)	\$96,858	\$103,614	(\$6,756)
Expenditures						
Total Employee Expenses	\$16,559	\$17,024	(\$465)	\$67,900	\$68,096	(\$196)
Program Expenses						
Intergroup Committees						
Archives Committee	\$0	\$343	(\$343)	\$0	\$1,370	(\$1,370)
Fellowship Committee	\$0	\$137	(\$137)	\$0	\$547	(\$547)
Intergroup Expenses	\$147	\$129	\$18	\$584	\$517	\$67
SF PI/CPC	\$0	\$83	(\$83)	\$0	\$333	(\$333)
Sunshine Club	\$0	\$7	(\$7)	\$0	\$27	(\$27)
Teleservice Committee	\$22	\$46	(\$23)	\$121	\$183	(\$63)
The Buzz	\$31	\$53	(\$22)	\$212	\$212	(\$0)
The Point	\$0	\$27	(\$27)	\$0	\$108	(\$108)
Total Program Expenses	\$200	\$824	(\$624)	\$916	\$3,297	(\$2,381)
Operational Expenses						
Equipment Lease	\$167	\$167	(\$0)	\$666	\$667	(\$0)
Insurance	\$0	\$237	(\$237)	\$904	\$946	(\$42)
Internet Expense	\$103	\$135	(\$32)	\$423	\$540	(\$117)
IT Software Purchased	\$73	\$222	(\$149)	\$81	\$889	(\$809)
Office Supplies	\$0	\$110	(\$110)	\$0	\$438	(\$438)
Paper Purchased	\$0	\$15	(\$15)	\$0	\$60	(\$60)
Postage	\$0	\$11	(\$11)	\$0	\$43	(\$43)
Printing	\$0	\$8	(\$8)	\$0	\$33	(\$33)
Rent, Central Office	\$5,076	\$5,076	\$0	\$20,305	\$20,305	\$0
Repair & Maintenance	\$0	\$231	(\$231)	\$423	\$925	(\$501)
Security System	\$0	\$55	(\$55)	\$0	\$220	(\$220)
Telephone	\$1,179	\$300	\$879	\$2,106	\$1,200	\$906
Total Operational Expenses	\$6,598	\$6,567	\$31	\$24,909	\$26,266	(\$1,357)
General Administrative Expenses						
Accounting	\$0	\$208	(\$208)	\$1,000	\$833	\$167
Outside Services	\$0	\$3,000	(\$3,000)	\$2,000	\$12,000	(\$10,000)
Service & Filing Fees	\$0	\$25	(\$25)	\$25	\$100	(\$75)

Expenses	\$0	\$3,233	(\$3,233)	\$3,025	\$12,933	(\$9,908)
Total Expenditures	\$23,357	\$27,648	(\$4,291)	\$96,751	\$110,593	(\$13,842)
Net Operating Revenue	(\$2,734)	(\$3,936)	\$1,202	\$107	(\$6,979)	\$7,086
Total Other Revenue	\$77	\$180	(\$103)	\$545	\$718	(\$173)
Net Other Revenue	\$77	\$180	(\$103)	\$545	\$718	(\$173)
Net Surplus (Deficit)	(\$2,657)	(\$3,756)	\$1,099	\$652	(\$6,261)	\$6,913

INTERCOUNTY FELLOWSHIP OF AA
BALANCE SHEET
as of April 30, 2021

	30-Apr-21	31-Mar-21	\$ Change	30-Apr-20	\$ Change
ASSETS					
Current Assets					
Cash					
Unrestricted Cash	\$64,072	\$72,477	(\$8,405)	\$243,866	(\$179,794)
Restricted Cash (Prudent Reserve)	\$143,806	\$143,806	\$0	\$143,806	\$0
Total Cash	\$207,878	\$216,283	(\$8,405)	\$387,672	(\$179,794)
Accounts Receivable	(\$176)	(\$176)	\$0	(\$176)	\$0
Inventory - Bookstore	\$19,919	\$21,699	(\$1,780)	\$18,837	\$1,082
Total Current Assets	\$227,622	\$237,807	(\$10,185)	\$406,333	(\$178,711)
Fixed Assets	\$0	\$0	\$0	\$1,492	(\$1,492)
Deposits	\$6,698	\$6,698	\$0	\$6,698	\$0
TOTAL ASSETS	\$234,319	\$244,504	(\$10,185)	\$414,522	(\$180,203)
LIABILITIES & NET ASSETS					
Liabilities					
Current Liabilities					
Accounts Payable	\$2,117	\$2,070	\$47	\$308	\$1,808
Payroll Liabilities	\$6,358	\$13,963	(\$7,605)	\$7,264	(\$906)
Sales Tax Payable	\$120	\$89	\$31	(\$7)	\$127
Advanced Sales	\$0	\$0	\$0	\$0	\$0
Total Current Liabilities	\$8,595	\$16,123	(\$7,528)	\$7,565	\$1,029
Supplemental Compensation	\$0	\$0	\$0	\$11,714	(\$11,714)
Total Liabilities	\$8,595	\$16,123	(\$7,528)	\$19,279	(\$10,684)
Net Assets					
Net Assets, Beginning of Year	\$225,072	\$225,072	\$0	\$237,912	(\$12,839)
Net Surplus/(Deficit), YTD	\$652	\$3,309	(\$2,657)	\$157,332	(\$156,680)
Total Net Assets	\$225,724	\$228,382	(\$2,657)	\$395,243	(\$169,519)
TOTAL LIABILITIES & NET ASSETS	\$234,319	\$244,504	(\$10,185)	\$414,522	(\$180,203)

IFAA's Election Process

The purpose of this letter is to summarize the sections of the Bylaws from Article IV (§ 4.1(b), § 4.1(e), § 4.2, and § 4.3) that cover the election process from submission of Statements of Interest (SoI), to the Board's interviewing of candidates and recommending of candidates, and finally the general election at the Intergroup meeting with voting Intergroup Representatives (IGRs) and Intergroup Committee Chairs. If you or your group still has questions about the process, please feel free to email the Governance subcommittee at governance@aasfmarin.org.

We currently have four at-large positions to fill: three terms of three years due to members rotating off and one partial term due to a member leaving the IFAA Board mid-term. There are six candidates.

Each IGR and the Chair of each Intergroup Committee, who is not concurrently an IGR, is to cast votes for their top three candidates (distinguishing between 1st, 2nd, and 3rd preferred candidate isn't necessary). Once votes are cast, the top-ranked candidates fill the openings in order of the candidate with the most votes and so on. For the purposes of illustration, let's assume that there are two openings. If Candidate A received 35 votes, Candidate B received 23 votes, and Candidate C received 17 votes, A and B would then fill the openings and C would not be elected to the Board.

Thus, with our current situation, the four candidates with the most votes will fill the four open Board positions.

Of the four, the candidates with the most votes will fill the three terms of three years and the candidate with the fourth highest votes will fill the remaining term of two years and one month of the recently vacated position.

Finally, should a tie occur between candidates, a second round of voting would occur. The winner of that vote would then move on.

Each candidate has met with the Nominating Committee and each has stated that they meet the qualifications outlined in the Bylaws: that they are sober, involved in the A.A. recovery program, and has a minimum of two years of sobriety. Candidates are also expected to be actively involved in Intergroup.

The aforementioned interviews involve a set of questions presented to each candidate to assess relevant A.A. service experience, relevant nonprofit service experience, and relevant work experience, as well as a general discussion of what being on the IFAA Board entails (various responsibilities, time commitment, etc.). Using its best judgement as endowed by the Bylaws and based on information obtained from both the SoIs and the interviews, the Nominating Committee (and, by extension the IFAA Board) may choose which candidates to recommend. The

recommended candidates are presented to the Intergroup during the meeting at which the election is held. The SoIs (with personal information removed) are sent to the voting members five business days before the annual election to provide adequate review for those eligible to cast a vote.

We wish to revisit the matter of the recent vacancy on the Board. One of our Board members chose to leave before the end of their term. When something like that happens, the Board has the discretion to choose to elect a successor by a majority vote of the remaining Board members. This successor is then subject to the approval of the IGRs at the next Intergroup meeting. This is the standard process as outlined in § 4.3 of the Bylaws, and regularly executed as needed mid-term. However, given the timing of the departure, we have used our best judgement to have the position filled during the upcoming election.

IFAA Board of Directors - Statement of Interest (Responses)

Name	Sobriety Date	Homegroup, Day, Time	Education	AA Background Including Current AA Activities	Current & Past Activities Outside AA	Occupational Background	Special Skills related to serving on a Board of Directors
Chip G	3/29/1982	Serenity Seekers, Monday, 8:30 pm	University of California-Davis, B.A., 1974; University of San Francisco School of Law, J.D., 1993	Secretary of multiple AA meetings Multiple other AA commitments, including treasurer General Service Representative Hospitals & Institutions Committee commitment Teleservice commitment Intergroup Representative	[none stated]	State of California Deputy Attorney General, 2003-2019 Gordon & Rees, LLP, Litigation Associate, 1999-2003 Rice, Fowler, at al., Litigation Associate, 1996-1999	Legal experience
Elena R	1/17/2012	Any Lengths, Sat 9:30am & Serenity Seekers, M 7:30pm	Some college	I currently serve as Intergroup Fellowship Chair and H&I Committee Liaison. I am currently Treasurer for my home group. I have previously commitments as GSR, Intergroup Representative, District 06 Special Events Coordinator and, at the group level, secretary, treasurer and more.	I have a long history of volunteering - which I really enjoy. It spans from community services (such as the food bank and Stern Grove Festival) to education (served as PTA president of Elementary, Middle and High Schools in S.F, as well as School Site Council) to support of political candidates and events.	Sr. Account Manager - Commercial Insurance Brokerage	My work requires attention to detail, working under sometimes challenging time constraints and helping to find solutions to difficult situations that sometimes arise. I am a bridge between insurance carriers, clients and work colleagues. I am responsible for diplomatically addressing issues that could be uncomfortable. I think these could translate to attributes that would be useful to serving on the board.
Jaime G	3/15/1998	Sesame Step, Tuesday, 7:30pm	BA UC Berkeley Social Welfare	I have been a GSR, I've been a Secretary (multiple times), I've been set up and tear down person (multiple times), Coffee Maker (multiple times), Treasurer (multiple times), Literature (multiple times), Grapevine Rep (multiple times), Key holder (multiple times), I was in PI/CPC (multiple years), Bridging the Gap, and H&I (multiple years multiple facilities), I've sponsored hundreds of men and a few women.	I was a volunteer at an "at risk" youth shelter for multiple years and volunteered at the Own Recognizance Project for multiple years at UC Berkeley.	I was a substitute teacher in the SFUSD active in the Teacher's Union for ten years. I have been employed as a MUNI bus driver, and Transit Supervisor and active in the union for 8 years.	I believe that I can bring an informed opinion to the table regarding AA issues. Anything that has to do with running a 503(b) non profit I can learn. I am willing to take classes for it if that's what it takes. I firmly believe that I will be an asset to this board, and will fight like hell to preserve it's integrity, and be a voice for AA principles.
Leanna W	6/1/2018	Serenity Seekers, Monday, 7:30 pm	University of San Francisco, B.A. (2012); Saint Mary's College of California, M.A. (2018); Alliant International University, PsyD Candidate (anticipated date of graduation, May 2023)	Teleservice Committee (2019 or 2020-present) Lincoln Park Secretary (Saturdays) (2019) Alternate Intergroup Representative 2019 or 2020-present Marin General Service 2021-present GGYPAA Service Chair 2020-2021 GGYPAA Outreach 2021-present 2014-2018 Various meeting-level commitments	Outside of AA I like to spend time with family, friends, and my two dogs. Favorite activities include dog-friendly hikes and finding large bodies of water where we can go swimming. Prior to COVID, I traveled regularly (at least one trip every year). I was a ballet dancer for 8 years, and have been studying martial arts since childhood. For the past 2 years, I've boxed 3-4 days per week.	For the past p years I've been in graduate school pursuing first a master's degree in clinical psychology, and currently pursuing a doctoral in the same. I've been involved in yearlong practicum placements (since 2015) where I work as a pre-licensed clinician in K-12 schools. Prior to that, I worked in medical education for 5 years at the University of California, San Francisco (UCSF). Since 2018 I have also worked as a re-entry advisor at San Quentin State Prison, where I advise life-sentence and determinate sentence clients who will soon become eligible for parole or have an upcoming release date.	I am very detail oriented and I have a passion for reading, writing and research. I enjoy being of service to my friends, my family and especially to the SF/Marin AA community; and I am confident my clear and effective communication skills would be an asset to the Board. I also have a great sense of humor.

IFAA Board of Directors - Statement of Interest (Responses)

Name	Sobriety Date	Homegroup, Day, Time	Education	AA Background Including Current AA Activities	Current & Past Activities Outside AA	Occupational Background	Special Skills related to serving on a Board of Directors
Nikki T	2/4/2007	Reality Farm, Thursday, 8:30 pm	BA in Business & Women's Studies with a minor in Italian Studies; Certificate of Entrepreneurship from UCLA Anderson School of Business; Certified Associate Project Management from SF State School of Continued Learning	<p>I've been sober for 14 years and have been very active in my meeting groups. Last year I joined the IFAA Board to backfill James O's term for 1 year and would like to continue the work I have done to support the fellowship. I lead the communications team which has a mission to Educate, Engage, and Inform our Fellowship on the role and work of Intergroup. This past year the Communications Team was responsible for moving the Buzz to a weekly newsletter and I have been supporting building out content for the website refresh project.</p> <p>I have a Service Sponsor and I am doing a study of the 12 Concepts for World Service.</p> <p>In addition to my position on the Board, I hold service positions at the meetings I attend regularly and attend the business meetings to support the overall health of the meeting.</p> <p>Previously, I have held the role of General Service Representative for the Reality Farm group and now serve as an Alternate IGR for the Women's Kitchen Table Group.</p>	My life centers largely around my recovery, service and my work, however, on my off time I crochet and knit baby blankets, I'm an avid reader and have a virtual book club with a group of ladies I got sober with in San Francisco.	I work in corporate philanthropy and have spent the last 12 years of my career working with nonprofits, educational institutions, and government agencies to support individuals with access to reskilling/upskilling and placement in employment in careers which lead to economic prosperity. As the Director of Workforce Development, I lead nonprofit and philanthropic partnerships in North America as well as volunteer and event programming centered in the Bay Area. I oversee a \$3M grant portfolio and have helped to develop our philanthropic strategy.	Salesforce CRM Project and event management Google Suite including Excel/Google Sheets
Paul A	8/15/2009	Friendly Circle, Sunday, 7:15 pm	B.A.- Criminal Justice; J.D. - San Francisco Law School	I currently work with same sponsor for the last 6 years. I sponsor approximately 6 men. I serve as IGR for the West Portal Group.	I currently serve on the Board of Directors at Serenity House in San Francisco and I also serve on the Board of St. Anthony's Foundation (San Francisco).	I have been a practicing attorney for 39 years. I was a principal and the General Counsel for a large building contractor for approximately 20 years. I am currently Executive Vice President and General Counsel at Syar Industries, Inc.	I have served on a number of non profit and for profit boards. I am currently responsible for drafting the new Bylaws for St. Anthony's Foundation in San Francisco.

Operational Systems Updates

As of May 2021

Background

As part of FY2021 budget, Intergroup approved the expenditure of \$36,000 for updates to the operational systems and processes of IFAA Central Office. These budget expenditures are meant to cover any paid technology consultants and any new software/services/integrations needed as we move to a new central office database using Airtable.

In FY2020, meeting and member information was migrated from our legacy Central 360 system to Airtable and integrations to MailChimp were built for the bulk email distribution of The Buzz.

Key Initiatives for FY2021

As originally outlined in the March and April 2021 Intergroup Meetings, the following projects have been prioritized.

Initiative	Why It Matters	Status	Work Effort
Mail/Comm Integration	Improved outreach to engage and inform our fellowship	In Progress	Medium (≤ 40 consulting hours)
Website Redesign	Outreach to inform the newcomer of how to find support, engage and educate our fellowship about service opportunities and how to help the still suffering alcoholic	In Progress	High (≤ 120 consulting hours)
Accounting/Financial Workflow	Move away from manual processes to improve Financial Controls / Efficiency/Data quality	Planned	High (≤ 120 consulting hours)
Volunteer Management	Improved efficiency in engaging our fellowship in serving the still suffering alcoholic	Planned	Medium (≤40 consulting hours)
Alternate IGR Capture	Communications	In Progress	Medium (≤ 40 consulting hours)

Please note these projects have been reprioritized since they were presented in the March 2021 meeting as projects have been further scoped and Central Office needs have shifted.

Committed Outside Consulting

We have re-engaged with Fred McGovern who helped us with the Airtable migration in 2020. Fred is available up to 20 hours/month for consulting services for the foreseeable future.

Mail/Comm Integration Update

The first task in this effort is to enhance the capability to generate an adhoc list of members and customize a one-off email to these members.

This work is currently in process:

- **Total Consulting Hours spent as of 5/23, 2 hours @ \$50/hr.**
- **We do anticipate that our additional use of Zapier automations will add up to ~\$50/month to our operational costs.**
- ***These costs have not yet been billed to IFAA***

Website Redesign

Efforts are currently underway to update the IFAA website in order to improve user experience and access to information. **We have spent \$300 to date.**

Stay tuned on this one for project updates.

Accounting/Financial Workflow

Currently Central Office staff must manually re-enter all online literature sales and digital contributions (Groups, Faithful Fivers, etc.) received from their source system (Shopify, Stripe, Paypal, Venmo) into QuickBooksOnline. Once entered the contributions must be transferred to our bank account. No matter the size of the transaction, the same amount of manual double entry must be completed. In FY2020, 3,665 contributions and 1,039 bookstore sales transactions were processed.

Airtable integrations exist (via the integration product Zapier) that enable this workflow to be automated. The goal is to improve the financial controls as well as free up Central Office staff to focus on Primary Purpose work.

Additionally, we will develop further integrations between QuickBooksOnline and our database to connect contributions and purchase history to our groups and members.

Currently, no outside paid consulting hours have been spent in this work effort.

Volunteer Management

Starting with Teleservice, the goal of this initiative is to improve the volunteer management workflow from volunteer sign up, to shift scheduling, to 12th Step Worker communications to improve the member/newcomer and volunteer experience.

Currently, no outside paid consulting hours have been spent in this work effort.

Alternate IGR Capture

Adding the ability for Alternate IGRs to register as part of the trusted servant workflow is planned, however, due to resource limitations we are holding off on completing the modification of the Trusted Servant Registration process to include the addition of the Alternate IGR role (above: Alternate IGR Capture). For now, Central Office has a workaround to handle this manually.

Currently, no outside paid consulting hours have been spent in this work effort.

BYLAWS OF THE INTERCOUNTY FELLOWSHIP OF ALCOHOLICS ANONYMOUS

May 2021

These Amended and Restated Bylaws of the Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation, (“Bylaws”) govern the organization and operation of the Intercounty Fellowship pursuant to its Articles of Incorporation, as from time to time amended, and consistent with California Nonprofit Public Benefit Corporation Law.

PURPOSE The primary purpose of the Intercounty Fellowship of Alcoholics Anonymous (“Intergroup” or “the Corporation”, and formerly “Intercounty Fellowship Board” or “IFB”) is to assist Member Groups, as defined below, meeting in San Francisco and Marin counties in carrying the message of Alcoholics Anonymous (“A.A.”) to those who suffer from alcoholism. Intergroup has been organized by and is responsible to its Member Groups for coordinating services which individual Member Groups cannot provide and derives its authority therefrom. In all its activities, policies, and proceedings, Intergroup shall observe the intent and spirit of A.A.’s Twelve Traditions and Twelve Concepts for World Service, as well as A.A.’s Three Legacies of Recovery, Unity, and Service.

ARTICLE I. INTERGROUP MEMBERSHIP

Section 1.1 Membership in Intergroup.

A Member Group (individually, a “Member Group”, and collectively, “Member Groups”) is any A.A. group holding regularly scheduled meetings in the counties of San Francisco or Marin and listed in the meeting schedule published from time to time in print or electronic media by Intergroup or its Central Office, which has elected to become affiliated with Intergroup in accordance with the procedures established by Intergroup. Any A.A. Member Group wishing to become affiliated with Intergroup shall register with the Central Office by notifying the Executive Director, as defined below, of its intent to register and providing such contact information as may reasonably be required from time to time by the Executive Director.

Section 1.2 Confidentiality.

The names and addresses of all individual A.A. members submitted to and on file with Intergroup shall be kept confidential in accordance with A.A.’s principle of anonymity and as allowed by applicable law.

ARTICLE II. INTERGROUP REPRESENTATION AND REPRESENTATIVE VOTING

Section 2.1 Representative Selection.

Each Member Group may select from its membership, in such manner as it may choose, an Intergroup Representative (“IGR”) and one Alternative Intergroup Representative (“AIGR” and collectively with IGRs, the “Representatives”). It is suggested that each IGR and AIGR have at least one (1) year of continuous sobriety at the time of selection. The Representative shall represent the Member Group in all Intergroup affairs. In the absence of the IGR, a properly registered AIGR shall be entitled to represent the Member Group. No person may represent more than one (1) Member Group at any Intergroup meeting.

Section 2.2 Intergroup Representative Term.

An Intergroup Representative term shall be for two (2) years, commencing July 1. It is suggested that A.A.’s spirit of rotation be observed, although a Member Group may choose to have its AIGR serve one (1) or more successive term, as deemed appropriate by the Member Group.

Section 2.3 Intergroup Representative Registration.

Registration of an IGR or AIGR shall be effected by providing such contact information as may reasonably be required from time to time by the Executive Director or the Intergroup Recording Secretary.

Section 2.4 Voting Rights.

Each Member Group shall have one (1) vote at all annual, regular, and special Intergroup meetings, on the election of Directors, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, and on any changes to the articles of incorporation or bylaws. In addition, all Member Groups shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Votes are exercisable through a Member Group’s duly selected and registered IGR or AIGR present at the time of voting.

Intergroup Representatives are granted voting rights upon completion of both registration and such orientation session (“Orientation”) as the Board of Directors of the Corporation (the “Board”) may reasonably require, and after attending one (1) regularly scheduled Intergroup meeting. Alternates are granted voting rights upon completion of registration and may vote for three consecutive meetings without attending an Orientation. Following the third meeting, the registered IGR is considered inactive and the AIGR must then attend an Orientation to continue voting privileges. Following Orientation, the AIGR shall be considered the Group’s IGR. Individual A.A. members, as such, shall not be eligible to vote in Intergroup meetings.

In accordance with the above voting rights for Intergroup Representatives, any elected Intergroup Committee Chair not concurrently serving as an IGR, shall be granted the same voting rights. However, any individual serving in both capacities shall only be afforded one (1) vote.

Section 2.5 Record Date.

Any Member Group registered by the Executive Director or the Secretary of Intergroup, pursuant to these Bylaws, at the close of business on of third (3rd) business day, prior to any annual, regular, or special meeting of Intergroup (“Record Date”), shall be a member of record for purposes of establishing the total number of Member Groups, as well as the Member Groups entitled to receive notice of any subsequent meeting and to vote at any meeting. The Board may from time to time at its discretion authorize the Secretary to suspend this requirement for good cause.

Section 2.6 Suspension of Voting Privileges.

In the event a Member Group is not represented by its registered IGR or AIGR at three (3) consecutive regular or special Intergroup meetings, the Member Group’s voting rights shall be suspended, and for purposes of determining a quorum or the calculation of votes necessary to pass any measure submitted for vote, the Group shall not be counted as among those Groups entitled to vote at any Intergroup meeting until such time as the Group re-registers with the Executive Director or the Intergroup Secretary.

Section 2.7 Non-voting Members.

Notwithstanding anything to the contrary in these Bylaws, Intergroup and/or its Board may invite individual A.A. member(s) or individuals who are not A.A. members (“Non-voting Members”) to attend annual, regular and/or special meetings of Intergroup or any regular and/or special meetings of the Board, or any of their subcommittees, without such individual(s) having the right to vote on matters considered at any such meeting. Furthermore, any AA member may attend as a visitor, but will not have voting rights as “members”. Such persons shall not be “members” within the meaning of Section 5056 of the California Nonprofit Corporation Law.

ARTICLE III. INTERGROUP MEETINGS, NOTICE, QUORUM

Section 3.1 Regular Meetings.

Regular meetings of Intergroup shall be held at least monthly each year with the dates, times, and places determined at the annual meeting by a vote of the majority of Intergroup Representatives present and entitled to vote.

Section 3.2 Annual Meeting.

The regular meeting held in the month of June shall be the annual meeting of Intergroup. Election of directors (the “Directors”) to the Board shall be held at the annual meeting or such later meeting as may be determined by vote of the majority of Intergroup Representatives present and entitled to vote.

Section 3.3 Special Meetings.

Call of Special Meetings: Special meetings of Intergroup may be called by any of the following means: (a) resolution adopted at any regular Intergroup meeting, (b) upon written notice to all Intergroup Representatives from the Chair of the Board (the “Chair”), or (c) upon written notice from twenty- five percent (25%) of the Board. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Notice of Special Meetings: Notice of the time and place of any special meeting shall be given to each Group by any of the following means: (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Group’s IGR or to a person at the IGR’s office or residence who would reasonably be expected to communicate that notice promptly to the IGR; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the IGR’s address, email address, telephone number or other contact information, as registered on the Corporation’s records.

Notices shall be delivered at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation’s principal office. The notice shall specify the purpose of the meeting.

Section 3.4 Notice of Meetings.

(a) Notice Required. Written notice of the place, date, and time of any member meeting where members are required or permitted to take action shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at such meeting. The Secretary, upon receiving written demand or resolution for a special meeting, shall cause such notice to be given to the members entitled to vote. If the Secretary fails to do so within twenty (20) days of receiving such written demand or resolution, the persons entitled to call the meeting may give such notice.

(b) Delivery of Notice. Notice shall be given to each Member Group at its address or contact information as it appears on the records of the Corporation or at the address given by the Member Group to the Corporation for purposes of notice by one of the following methods:

- (i) First-class mail, with prepaid postage thereon, or certified mail;

- (ii) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- (iii) Personal delivery of oral or written notice, including by courier service; or
- (iv) Facsimile transmission, email, or other electronic means, if the member has consented to accept notices in this manner, except that notice by electronic transmission shall not be given if:
 - (A) the Corporation is unable to deliver two consecutive notices to the member by that means; or
 - (B) the inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, the transfer agent, or other person responsible for the giving of the notice.

Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. If a member's address or contact information does not appear on the books of the Corporation or is not given, notice shall be given when addressed to the member at the Corporation's principal office or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) Timing of Notice. Notice shall be given to each member at least ten (10) days but not more than ninety (90) days before the time set for the meeting.

(d) Content of Notice. The notice shall state:

- (i) The place, date, and time of the meeting;
- (ii) The means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting;
- (iii) In the case of a special meeting, the general nature of the business to be transacted;
- (iv) In the case of a regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members; and
- (v) If directors are to be elected at the meeting, the names of all those who are nominees at the time the notice is given to members.

Section 3.5 Quorum.

(a) A majority of the total number of registered Member Groups entitled to vote at an annual, regular or special Intergroup meeting, as of the Record Date for such meeting, shall constitute a quorum at such meeting.

(b) If a quorum is present at any meeting, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of

Intergroup, unless the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporations Code requires a greater approval percentage. Abstentions shall not be counted in determining the number of votes cast for or against a measure.

(c) If any meeting of Intergroup is attended by less than a quorum of registered Member Groups, the Member Groups present may conduct a meeting for informational purposes only, and any matters which may be acted on at such meeting shall not be the act of Intergroup unless ratified at a subsequent Intergroup meeting at which proper notice under these Bylaws has been given and a quorum is present.

Section 3.6 Meeting Procedure.

The Vice Chair of the Board (the “Vice Chair”) shall preside at Intergroup meetings and the Intergroup Recording Secretary (or IGR designee) shall take minutes of the meeting.

Section 3.7 Intergroup Committees

The Intergroup may act by and through such committees as may be specified in resolutions adopted by a majority vote of the IGR’s. Each such committee shall have such duties and responsibilities as are granted to it from time to time by Intergroup. Each committee is composed of Representatives and any other individual A.A. member who is willing to contribute time to Intergroup activities in the furtherance of the principles, purposes, and objectives of Alcoholics Anonymous. Committee chairs must be approved by a majority vote of IGR’s and a majority vote of the Board.

Section 3.8 Adjournment of Meeting.

- (a) In the absence of a quorum, any meeting of the Member Groups may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as otherwise provided herein or as agreed upon by the Board. No meeting of the Member Groups may be adjourned for more than 45 days.
- (b) Notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which the adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.
- (c) At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

3.9 Action Without a Meeting by Ballot.

- (a) Any action which may be taken at any regular or special meeting of the members may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter.
- (b) All solicitations of ballots shall:
 - (i) indicate the number of responses needed to meet the quorum requirement;
 - (ii) state the percentage of approvals necessary to pass the measure submitted with respect to ballots other than for the election of directors; and
 - (iii) specify the time by which the ballot must be received in order to be counted.
- (c) The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.
- (d) Approval by written ballot pursuant to this Section 4.1.b shall be valid only when:
 - (i) the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - (ii) the number of approvals cast by ballot equals or exceeds the number of votes required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Purpose, Elections, Number, Terms, Qualifications, Service Limitations.

- (a) Purpose. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the Membership, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board which is empowered to act on business and administrative affairs.
- (b) Elections. The Corporation shall elect Director(s) for vacant Director positions at the annual meeting pursuant to the system known as ranked-choice voting. The Corporation is to select and rank candidates based on their preferences. Eligible voting IGRs are to cast their ballot for their top three preferred candidates (distinction on preference between 1st, 2nd and 3rd priority is

unnecessary) which are to be summed and ranked. The top three candidates with the most votes shall be elected to serve on the Board. If there are more than three open positions on the Board, ideally there will be more candidates than open positions and the top ranked candidates (ordered by total votes) shall be elected to serve on the Board. When open Board positions exist with only partial terms remaining, these will be filled by candidates in the sequential order of votes cast from longest term (3 years) to shortest term length. If there is an equivalent number of candidates as there are available open positions on the Board, no voting is necessary. If a tie occurs between two or more candidates for one open Board seat, a second round of voting shall be facilitated.

(c) Number. The authorized number of Directors of the Corporation shall be eleven (11) Directors consisting of nine (9) elected Directors, as well as the elected Treasurer of the Corporation and the Executive Director of the Corporation.

(d) Terms. The Directors shall be elected by Representatives at the annual meeting of Intergroup. Three (3) Directors shall be elected each year to serve three (3) year terms, such that one-third (1/3) of the Board shall be retired and replaced annually.

(e) Qualifications. Each individual nominated for election to the Board (“Candidate” or “Nominee”) shall meet with and shall certify to a nominating committee (“Nominating Committee”) established by Intergroup Board that the Candidate is a sober member of Alcoholics Anonymous, actively engaged in an A.A. recovery program, and has a minimum of two (2) years of continuous sobriety. At the time of nomination, all Candidates shall be active participants at Intergroup and commit to maintaining that participation.

(f) Service Limitations. No individual shall serve as a Director for more than six (6) consecutive years, nor for more than six (6) years out of any ten (10) year period, provided, however, that service of not more than six (6) months as a Director to complete any partial term vacated for any reason shall not be calculated in determining service limits.

Section 4.2 Director Nominations.

Prior to the regular Intergroup meeting for the month of April, the Board secretary shall inform the Chair of the number of vacancies on the Board of Directors anticipated at the time of the Board Election, typically in June. A call for Candidates (nominations) shall be made at the April meeting and the Chair shall notify the Representatives that statements of interest and qualifications will be accepted by Intergroup from Candidates (“Candidate Statements”) interested in serving in any anticipated vacant Director positions. The Chair shall strive to ensure that there are at least twice as many Candidates as there are Director positions available at the time of election.

Candidate Statements of Interest are due to the Nominating Committee no fewer than twenty (20) business days before the June meeting. The Nominating Committee shall meet with each

Candidate prior to the June meeting to discuss the responsibilities of the position and to review the candidate's Statement of Interest.

Candidate Statements shall include a Candidate's sobriety date, the name of the Group represented, home group, relevant A.A. service experience, relevant nonprofit service experience, and relevant work experience. The Executive Director shall provide copies of all submitted Candidate Statements to the Intergroup Representatives by U.S. Mail or electronic means, including email, five (5) business days before the day of the annual election, with any confidential information redacted upon the written request of the individual.

Section 4.3 Vacancy, Removal, and Resignation of Directors.

If a vacancy occurs on the Board for any reason, the Board may at the next Board meeting, by a majority vote of the remaining Directors, elect a qualified successor to serve out the term, subject to approval of the Intergroup Representatives at the next Intergroup meeting.

An elected Director may be removed by affirmative vote of (a) two-thirds (2/3) of the eligible Representatives, or (b) two-thirds (2/3) of the elected Directors present at a special or regularly scheduled meeting of Intergroup or the Board, respectively. Reasons for removal of a Director include (but are not limited to) failure to maintain sobriety, and failure to attend three (3) Board meetings or three (3) Intergroup meetings since the last annual meeting.

Any Director may resign from the Board at any time by giving written notice to the Board or the Secretary of the Corporation, except if such resignation would leave the Corporation without a duly elected director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 4.4 Status and Term of the Executive Director.

The Executive Director shall be a voting Director of the Board except when other provisions of these Bylaws provide for votes by the elected Board only. The Executive Director's membership on the Board shall be dependent upon continuing employment as the Executive Director. The Executive Director shall be an "at will" employee within the meaning of California law and may be removed from the Board by a majority vote of the elected Directors.

ARTICLE V. BOARD MEETINGS

Section 5.1 Meetings.

The Board shall hold regular monthly meetings at such time and place as the Board determines.

Section 5.2 Special Meetings.

Special Meetings of the Board may be called by the Chair and other Officers of the Board without notice to the Member Groups. Notice of special meetings (and regular meetings when required) must be given to each director either: (i) four (4) days before the meeting, if notice is given by mail; or (ii) at least 48 hours before the meeting, if notice is given either by telephone, by electronic transmission, or personally. Any business transacted at any special meeting of the Board shall be limited to issues identified in the notice. At the discretion of the Executive Committee, the Board may have a Special Meeting without the Executive Director.

Section 5.3 Quorum of Directors.

A majority of the Directors shall constitute a quorum, and Board actions shall be adopted by a majority vote of the Directors present and voting, unless otherwise set forth herein.

Section 5.4 Adjournment of Meeting.

A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each Director not present at the time of the adjournment.

Section 5.5 Action Without a Meeting of the Board.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the Directors or committee members consent to the action in writing and the number of Directors or committee members then serving constitutes a quorum. For purposes of this Section 5.5 only, "all of the directors or committee members" shall not include any interested director as defined in Section 5233 of the California Nonprofit Corporation Law. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The action by written consent shall have the same force and effect as a unanimous vote of the Directors or committee members.

Section 5.6 Director Compensation.

The Corporation shall not pay compensation to Directors for services rendered to the Corporation as directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a Director when so authorized by a majority of the Directors then in office, and as long as no more than 49% of the Directors are interested persons within the meaning of Section 5227 of the California Nonprofit Corporation Law.

ARTICLE VI. CORPORATE OFFICERS

Section 6.1 Responsibility.

The Officers of the Corporation, who shall exercise all of the powers and discharge all of the duties of the officers of a California nonprofit public benefit corporation, shall be Chair of the Board, (“Chair”), Vice Chair, Secretary, and Chief Financial Officer, (“Treasurer”). It is suggested that each Officer have two (2) or more years of continuous sobriety at the time of election.

The Officers shall have general supervisory authority, with the approval of the Directors, over the areas of their various responsibilities. Any or all of the Officers, with the exception of the Treasurer, may be authorized as signatories of the Corporation expenditures.

Section 6.2 Term.

The term of office of the Chair, Vice Chair, and Secretary shall be for one (1) year or until the successor in each respective office is elected by a majority vote of the Board. The Treasurer, who need not be a member of Intergroup, shall be elected by a majority vote of the Board at the Board Meeting prior to the Annual Meeting every other year or upon vacancy. The term of office of the Treasurer shall be two (2) years or until a successor is elected by the majority vote of the Board.

Section 6.3 Limitation of Terms.

The Chair, Vice Chair, Treasurer and Secretary are eligible to succeed themselves to a second consecutive term in the same office.

Section 6.4 Chair.

The Chair shall be responsible for the proper execution of the policies of Intergroup, including those expressed in the Operations Manual and Employee Handbook, and shall have such authority and duties as are usually incident to that office, including, but not limited to, the following:

- (a) Attend and preside at all annual, regular, and special Board meetings, Executive Committee meetings, and Intergroup meetings; call special meetings; and cast the deciding vote at any meeting at which the Chair is present when the vote is tied;
- (b) Be a member and the Chair of the Executive Committee;
- (c) Be an ex officio member of all committees;
- (d) Prepare the agenda for all Board meetings, Executive Committee meetings, and ensures that an agenda is prepared for Intergroup meetings;
- (e) Appoint, with the concurrence of the Board, the Chair, and members of all regular and special

Board committees authorized by the Directors; notwithstanding the foregoing, the Chair may delegate selection of committee members to the appointed committee chairperson;

(f) Represent Intergroup at meetings of Member Groups, other Alcoholics Anonymous gatherings and events, and at any other meeting in which Intergroup has an interest or should be officially represented. In lieu of attending any such meeting or event, the Chair may designate another Board member or other qualified member of Alcoholics Anonymous as a suitable representative;

(g) Prepare, or have prepared, and submit the Annual Report to the Member Groups on or before the Annual Meeting in June; and

(h) Supervise the Executive Director as deemed appropriate by the Executive Committee.

Section 6.5 Vice Chair.

The Vice Chair shall perform the usual functions of the second ranking corporate officer, including, but not limited to, the following:

(a) In the Chair's absence or upon the Chair's request, perform the necessary functions of the Chair as set forth in paragraph 6.2;

(b) Be a member and Co-Chair of the Executive Committee;

(c) Be an ex officio member of all committees; and

(d) Attend all Board meetings, Executive Committee meetings, and Intergroup meetings.

(e) Prepare agenda for Intergroup Meetings

Section 6.6 Secretary.

The Secretary shall perform the usual functions of a corporate secretary, including, but not limited to, the following:

(a) Attend all regular and special Board meetings, Executive Committee meetings, and Intergroup meetings;

(b) Be a member of the Executive Committee;

(c) Record minutes of all meetings of the Board and Executive Committee

(d) Assure the maintenance of a record set of minutes of all meetings of the Board and, if applicable, meetings of committees of the Board, at the principal office of the Corporation, or at such other place as the Board may determine, recording therein the time and place of holding, whether annual, regular, or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

(e) Assure that all notices are duly given in accordance with the provision of these Bylaws or as required by law;

(f) Exhibit at all reasonable times to any Intergroup Representative, on request therefore, the Bylaws and the minutes of the proceedings of the Board; and

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board.

Section 6.7 Treasurer.

The Treasurer shall perform the usual functions of a corporate chief financial officer, including, but not limited to, the following:

(a) Be a member of the Executive Committee;

(b) Assure the deposit of all funds and securities of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board;

(c) Assure the receipt, and that receipt is given, for monies due and payable to the Corporation from any source whatsoever;

(d) Assure disbursement of the Corporation's funds as may be directed by the Board, and ensure that there are proper vouchers for such disbursements;

(e) Assure the keeping and maintenance of adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(f) Review all monthly reporting by the Executive Director, particularly relating to subsections (a) through (d) of this Section;

(g) Assure, at all reasonable times, the exhibition of the books of account and financial records to any Board Member of the Corporation on request therefore;

(h) Cause to be prepared an annual internal controls review unless Intergroup votes not to conduct such a review based on a report from the Treasurer and Executive Director presented through the Board;

(i) Cause to be prepared an independent audit at least every two (2) years, with all financial statements to be included in any required reports unless Intergroup votes not to conduct such an audit based on a report from the Treasurer and Executive Director presented through the Board; and,

(j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Board.

Section 6.8 Additional Powers.

Any Officer of this Corporation, in addition to the powers conferred by these Bylaws, shall have the powers and shall perform such additional duties as may be prescribed from time to time by the Board.

Section 6.9 Vacancies.

In the event of the death, resignation, or inability to act of any Officer, the Board shall elect a successor in the same manner as the original Officer was elected except as follows: in the event of a vacancy in the office of Chair, the Vice Chair shall succeed to that office and serve out the remainder of the Chair's term.

Section 6.10 Removal.

Any Officer may at any time be removed by the Board with cause by an affirmative vote of a majority of the current elected Directors of the Board.

ARTICLE VII. EXECUTIVE DIRECTOR AND EMPLOYEES

Section 7.1 Corporate Management.

The general governing powers of management, authority over, and supervision of the activities of Central Office, are vested in the Board and in its Officers. It is intended, however, that the routine work, services, and activities of Intergroup be carried on primarily through the volunteer service of individual A.A. members and others under the general supervision and coordination of a paid Executive Director. The Executive Director shall be an ex officio member of all committees unless membership is specifically limited by the Board.

Section 7.2 Executive Director and Employees.

A paid Executive Director shall be hired by the Board to manage the Central Office under the Board's authority, supervised by the Board Chair, and assisted to the extent necessary by paid office employees. The qualifications, compensation, powers, and duties of the Executive Director and other Intergroup employees shall be established by the Board, along with the policies and procedures related to their respective employment. All persons employed by Intergroup shall be "at will" employees within the meaning of California law.

ARTICLE VIII. BOARD COMMITTEES

Section 8.1 Board Committees.

The Board of Directors may, by resolution passed by a majority of the Board, designate one or

more board committees. The Board Chair shall appoint the Chairs for the Board committees. The Chairs of the committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such powers as provided in the resolution which established the committee. Dissolution of any such committee shall be accomplished by a resolution of a majority of the Board as a whole.

Section 8.2 Types of Committees.

In general, the types of Board committees may include, but not be restricted to, Governance, Operations, Finance, and Development.

Section 8.3 Meetings.

Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. Notification may be by electronic means, including e-mail. A majority of the committee's membership shall constitute a quorum.

Section 8.4 Executive Committee.

The Board shall maintain an Executive Committee of the Board consisting of the Board Chair, Vice Chair, Treasurer, Secretary, and the Executive Director. In the event of exigent circumstances or the inability of the Board to hold a special or regular meeting, the Executive Committee is empowered to act on the Board's behalf in the business and administrative affairs of the Central Office without first obtaining the approval of the full Board.

Executive Committee meetings may be called by the Chair, as long as notice is provided to the other Officers of the Board. At the Chair's discretion, the Executive Committee may meet without notice to the Executive Director and/or without the Executive Director present.

Section 8.5 Nominating Committee.

Nominees for the Directors of the Board shall be submitted to Intergroup by an advisory committee of the Board, the Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) Members and shall be selected by the Board as needed. During the month prior to the election of the Board, the Nominating Committee shall screen prospective Directors to ensure that any person nominated is qualified by background or experience, as appropriate, to discharge his or her respective duties. The Nominating Committee shall be available to act at any time to submit nominees to the Board should a vacancy in the Board of Directors occur.

While a board committee has the authority of the board, the California Nonprofit Corporation Law prohibits it from taking certain actions listed below:

Section 8.6 Committee Actions.

While the aforementioned board committees have the authority of the board, the committees are prohibited from taking the actions listed below:

- (a) Approve any action for which the California Nonprofit Corporation Law, the Articles of Incorporation, or the bylaws require approval by the Entire Board;
- (b) Fill vacancies on the Board or in any committee which has the authority of the Board.
- (c) Amend or repeal the bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) Appoint committees of the Board or the members thereof;
- (f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law; and,
- (h) Fix the compensation of directors for serving on the board or any committee.

ARTICLE IX. CONFLICT OF INTEREST

Section 9.1

Subject to approval by Intergroup, the Board shall adopt and implement such policies and procedures relating to conflicts of interest and self-dealing, consistent with the California Nonprofit Corporation Law and federal laws, as may be required to maintain the Corporation's status as a nonprofit corporation and to protect Intergroup from any prohibited act on the part of any member of the Corporation's Board, employee, or volunteer.

ARTICLE X. INDEMNIFICATION

Section 10.1 Definitions.

For purposes of this Article X, capitalized terms used herein shall have the meanings set forth in this Section 10.1:

- (a) "Agent" means any person who (i) is or was a director, officer, employee, or other agent of the Corporation; (ii) is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or (iii) was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor

corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

(b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

(c) "Expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under this Article X or Section 5238(d) or 5238(e)(3) of the California Nonprofit Corporation Law.

(d) "Third-Party Actions" means any action or proceeding other than those:

(i) by or in the right of the Corporation to procure judgment in its favor;

(ii) brought under Section 5233 of the California Nonprofit Corporation Law regarding self-dealing transactions; or

(iii) brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust.

Section 10.2 Indemnification in Third-Party Actions.

The Corporation may/shall, to the fullest extent now or hereafter permitted by law, indemnify any Agent of the Corporation made, or threatened to be made, a party to any Third-Party Action by reason of the fact that he or she was an Agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding, including reasonable attorneys' fees, if the Agent:

(a) Acted in good faith.

(b) In a manner the Agent reasonably believed to be in the best interests of the Corporation.

(c) In the case of a criminal proceeding, had no reasonable cause to believe the Agent's conduct was unlawful.

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Agent did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful.

Section 10.3 Indemnification in Other Actions.

The Corporation [may/shall] indemnify any Agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 5233 of the California Nonprofit Corporation Law

regarding self-dealing transactions, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, against expenses actually and reasonably incurred by the Agent in connection with the defense or settlement of the action if the Agent acted:

- (a) In good faith.
- (b) In a manner the Agent believed to be in the best interests of the Corporation.
- (c) With such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 10.4 Limitation on Indemnification in Other Actions.

No indemnification shall be made under Section 10.03:

- (a) In respect of any claim, issue, or matter as to which the Agent has been adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 10.5 Mandatory Indemnification.

The Corporation shall indemnify any Agent against expenses actually and reasonably incurred where the Agent has been successful on the merits in defense of any proceeding described in Section 10.02 and 10.03 of these bylaws, or in defense of any claim, issues, or matter therein.

Section 10.6 Insurance.

The Corporation may purchase and maintain insurance to indemnify any Agent against any liability asserted against or incurred by an Agent in that capacity or arising out of the Agent's status as an Agent, whether or not the Corporation would have the power to indemnify the Agent against that liability under Section 5238 of the California Nonprofit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of Section 5233 of the California Nonprofit Corporation Law.

ARTICLE XI. MISCELLANEOUS

Section 11.1 Fiscal Year.

Unless otherwise determined by the Board, the fiscal year of this Corporation shall begin on January 1 and end on the succeeding December 31.

Section 11.2 Corporate Seal.

This Corporation has no seal.

Section 11.3 Electronic Communication and Meetings.

Phone Conferences. A Member, Director, or committee member may participate in a meeting of Intergroup, the Board, or an Executive Committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants simultaneously during the course of the meeting, and with the approval of a majority of the attending members.

Section 11.4 Authority to Borrow, Encumber Assets.

No Director, officer, agent or employee of this Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority represented by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

Section 11.5 Deposit of Funds.

All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

ARTICLE XII. DEFINITIONS

(a) Alcoholics Anonymous (A.A.): A worldwide fellowship of men and women who share their experience, strength and hope with each other that they may solve their common problem and help others to recover from alcoholism.

(b) Candidate; Nominee: An IGR who is made available to serve as a Director of the Corporation and agrees to stand for election.

(c) Candidate Statement: A written statement of interest and qualifications submitted to Intergroup by a Candidate for election as Director of the Corporation.

(d) Central Office: Intergroup’s administrative office staffed by paid special workers and A.A. member volunteers.

(e) Executive Director: “At will” Special Worker managing Central Office.

(f) Corporation: The Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation.

(g) Director: A member of the Board of Directors of the Corporation.

(h) Group: A Member Group within Intergroup; also, separately, any two or three alcoholics gathered for sobriety, provided that, as a group, they have no other affiliation.

(i) IGR; AIGR: The Intergroup Representative or Alternate Intergroup Representative selected by a Group to represent it and its individual members at Intergroup meetings.

(j) Intergroup: The A.A. Fellowship of Member Groups meeting in San Francisco and Marin counties, organized by and responsible to its Member Groups for coordinating services which individual Groups cannot provide. (See “Corporation”).

(k) Intergroup Board; Board of Directors; Board: The body consisting of the eleven (11) elected and appointed members responsible for managing the Corporation’s business activities and administrative affairs.

(l) Member Group: An A.A. group holding regularly scheduled meetings in the counties of San Francisco or Marin and listed in the meeting schedule published from time to time in print or electronic media by Intergroup or its Central Office, which has elected to become affiliated with Intergroup in accordance with the procedures established by Intergroup.

(m) Nominating Committee: Board Committee responsible for accepting and reviewing Director nominations and Candidate Statements.

(n) Non-voting Member: an invited non-A.A. Member of Intergroup; any member of the fellowship of Alcoholics Anonymous not registered as an Intergroup Representative or Alternate Intergroup Representative or whose Group has been suspended for lack of attendance by its IGR or AIGR.

(o) Notice: Process of informing Groups and /or Intergroup Representatives about Intergroup and Board meetings and actions. Notice may be given by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Group’s Intergroup Representative or to a person at the Intergroup Representative’s office or residence who would reasonably be expected to communicate that notice promptly to the

Intergroup Representative; (iv) facsimile; (v) electronic mail; or (vi) other electronic means.

(p) Orientation: The required introductory session presenting Intergroup procedures, policies and practices to new IGRs, established and maintained by the Board for the purpose of facilitating IGR's participation in Intergroup.

(q) Record Date: Close of business on the third (3rd) day prior to any annual, regular, or special Meeting.

(r) Representative: A Member Group's duly selected Intergroup Representative or Alternate Intergroup Representative.

(s) Substantial Unanimity: A two-thirds (2/3) affirmative vote of the elected Directors of the Board or Intergroup Members present and voting at a meeting at which a quorum is present. Abstentions shall not be counted in determining the number of votes cast for or against a measure.

(t) Third Legacy Procedure: An electoral procedure defined in The A.A. Service Manual which strives to achieve Substantial Unanimity.

ARTICLE XIII. PRINCIPAL OFFICE

The principal office of the Corporation in the State of California shall be in the City and County of San Francisco. The Corporation may have other offices as the Board may determine or as the affairs of the Corporation may from time to time require.

ARTICLE XIV. CORPORATE RECORDS AND INSPECTION RIGHTS

Section 14.1 Maintenance of Corporate Records.

The Corporation shall maintain electronic and or copies of the following documents and records:

- (a) Minutes of all meetings of Intergroup, the Board, and its committees;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date.

Section 14.2 Member Inspection Rights.

Every Member Group shall have the absolute right at any reasonable time through its Representative to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Any inspection under the provisions of this

Section must be made in person and the right to inspect includes the right to copy and make extracts.

ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATIONS AND BYLAWS

Section 15.1 Amendments.

The Articles of Incorporation or Bylaws of the Corporation may be amended by two-thirds (2/3) vote (“Substantial Unanimity”) of both Intergroup and the Board.

Section 15.2 Board of Directors Procedure.

- (a) The Board may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws by Substantial Unanimity of those Directors present and voting.
- (b) After adoption, the resolution shall be submitted by the Board’s Secretary to Intergroup for consideration and vote by Representatives at the next Intergroup meeting.
- (c) Approval of the Board resolution by the Representatives shall be by Substantial Unanimity.

Section 15.3 Intergroup Procedure.

- (a) Representatives of Member Groups may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws at an Intergroup meeting. Any resolution proposed by a Representative shall set forth the name of the Representative and Member Group so proposing. Approval of any Representative’s resolution to amend the Articles of Incorporation or the Bylaws by the Representatives shall be by Substantial Unanimity of the Members, present and voting at the Intergroup meeting.
- (b) Any resolution adopted by Intergroup shall be submitted to the Board for consideration and vote at the next Board meeting.
- (c) Approval of the Intergroup resolution by the Board shall be by Substantial Unanimity.

Section 15.4 Notice.

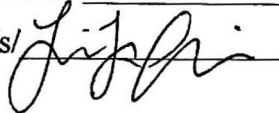
Notice of any proposed amendment to the Articles of Incorporation or the Bylaws, whether initiated by the Board or Intergroup, shall be submitted by the initiating body to the Executive Director within five (5) days of adoption, by mail or electronic means, including email. The proposed amendment shall then be transmitted to the counterpart Intergroup or Board body within five (5) days for consideration and vote at the next meeting of the receiving body. Any proposed amendment shall be available to any individual A.A. member for review at Central Office during regular business hours.



CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation, and that such Bylaws were duly revised and adopted by the Members of said Corporation on the date set forth below.

Dated: 5-24-21

/s/  Secretary

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