

**AMENDED AND RESTATED BYLAWS
OF THE
INTERCOUNTY FELLOWSHIP
OF
ALCOHOLICS ANONYMOUS**

May 2022

**ARTICLE I.
NAME AND PRINCIPAL OFFICE**

Section 1.1 Name. The name of this corporation is the Intercounty Fellowship of Alcoholics Anonymous (the “**Corporation**”). The Corporation is a nonprofit corporation organized under the laws of the State of California.

Section 1.2. Principal Office. The principal offices of the Corporation shall be located at such place within the State of California as shall be fixed from time to time by resolution of the Board of Directors (“**Board**”), and if no place is fixed by the Board, such place as shall be fixed by the President. The Corporation may also have such other offices within and without the State of California as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE II.
PURPOSE**

Section 2.1. Objectives and Purposes. The purposes of the Corporation shall be those set forth in the Articles of Incorporation for the Corporation, as may be amended from time to time (“**Articles**”). Without limiting the foregoing, the purpose of the Corporation is to carry the message of Alcoholics Anonymous (“**A.A.**”) to those who suffer from alcoholism. Specifically, the Corporation has been organized by and is responsible to its Member Groups (as defined in Section 3.3 herein) 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 III.
MEMBERSHIP**

Section 3.1. Membership. Membership in the Corporation shall be open to all Member Groups (defined in Section 3.3 herein) who meet the requirements set forth in Section 3.3. Each Member Group may hold only one membership and may not hold fractional memberships. Membership entitles each member to the rights set forth in this Article III but does not grant any ownership

rights in or distribution rights from the Corporation. No Member Group may transfer a membership and all rights of membership shall cease upon the Member Group's termination or dissolution.

Section 3.2. Non-Voting Members. The Board may refer to persons associated with the Corporation who have no voting rights as "members" and adopt policies and procedures for the admission of such persons. Such persons are not "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law ("Law").

Section 3.3. Qualifications for Membership. Application for voting membership shall be open to 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 (individually, a "**Member Group**", and collectively, "**Member Groups**"). Any A.A. Member Group wishing to become a Member of the Corporation ("**Member**") shall register by notifying the Executive Director of the Corporation of its intent to register and providing such contact information as may reasonably be required from time to time by the Executive Director. To be a Member, a Member Group must pay the membership fees, assessments, and any other consideration as determined by the Board from time to time.

Section 3.4. Member Representatives.

a. Representatives. 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**"). The Representative shall represent the Member Group as a Member of the Corporation. In the absence of the IGR, a properly registered AIGR shall be entitled to represent the Member Group in its capacity as a Member of the Corporation. No person may represent more than one (1) Member Group at any meeting of the Members.

b. Qualifications and Term. It is suggested that each IGR and AIGR have at least one (1) year of continuous sobriety at the time of selection. A Representative term shall be for two (2) years, commencing July 1 of each year. It is suggested that A.A.'s spirit of rotation be observed, although a Member Group may choose to have its AIG serve one (1) or more successive term, as deemed appropriate by the Member Group.

c. 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 Secretary of the Corporation.

d. Voting. IGRs are granted voting rights upon completion of both registration and such orientation session ("**Orientation**") as the Board may reasonably require, and after attending one (1) regularly scheduled meeting of the Members. AIGRs are granted voting rights upon completion of registration and may vote for three (3) consecutive meetings without attending an Orientation. Following the third meeting, the IGR is considered inactive and the AIGR must then

attend an Orientation to continue voting privileges. Following Orientation, the AIGR shall be considered the Member Group's IGR. Individual A.A. members, as such, shall not be eligible to vote at meetings of the Members.

e. 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.

Section 3.5. Classes of Membership. The Corporation shall have one class of Members.

Section 3.6. Annual and Regular Meetings. The annual meeting of the Members shall be held at a time and place fixed by the Members, at which meeting the Members shall elect the members of the Board (each, a "**Director**") and transact such other business as may come before the meeting. Regular meetings of the Members shall be held at such times and places as may be determined by the Members by resolution or as specified in the notice of the meeting.

Section 3.7. Special Meetings. Special meetings of the Members shall be held whenever called by resolution of the Board, by the Chair of the Board ("**Chair**") or the President, or by a written demand to the Secretary by five percent (5%) of the Members eligible to vote. Special meetings must be held not less than thirty-five (35) days nor more than ninety (90) days after the resolution or written demand is made.

Section 3.8. Place of Meetings. Member meetings may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation.

Section 3.9. 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 at its address or contact information as it appears on the records of the Corporation or at the address given by the Member to the Corporate 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 3.10 Meeting Procedure. The Vice Chair of the Corporation ("**Vice Chair**") shall preside at all meetings of the Members. The Secretary of the Corporation (or Member designee) shall take minutes of such meetings of the Members.

Section 3.11. Quorum and Action of the Members Majority

a. A majority of the total number of registered Member Groups entitled to vote at an annual, regular or special meeting of the Members, 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 the Members, unless the Articles, these Bylaws, or the Law requires a greater approval percentage. Abstentions shall not be counted in determining the number of votes cast for or against a measure.

c. A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members who constitute the required quorum for the meeting, or such greater number as required by the Law, the Articles, or these Bylaws.

d. If any meeting of the Members is attended by less than a quorum, the Members 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 the Members unless ratified at a subsequent Member meeting at which proper notice under these Bylaws has been given and a quorum is present.

Section 3.12. Adjournment of Meeting.

a. In the absence of a quorum, any meeting of the Members 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 provided herein. No meeting may be adjourned for more than forty-five (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.

Section 3.13. Voting. Each Member, through its Representative, shall be entitled to one (1) vote on each matter submitted to a Member vote, including, without limitation, the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of such terms, on any election to dissolve the Corporation, and on any changes to the Corporation's Articles or Bylaws. In addition, all Member Groups shall have all rights afforded members under the Law.

Section 3.14. Non-Voting Members. Notwithstanding anything to the contrary in these Bylaws, the Corporation and/or the 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 Law.

Section 3.15. Record Date. The record date for determining the Members entitled to vote at a Member meeting shall be three (3) days prior to the date of the meeting. The Board may from time to time at its discretion authorize the Secretary of the Corporation to suspend this requirement for good cause.

Section 3.16. Meeting by Remote Communication. A meeting of the Members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication. The Member shall be deemed present in person or by proxy at the meeting if both of the following apply:

a. The Corporation implements reasonable measures to provide Members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings; and

b. If any Member votes or other action taken at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

Section 3.17. Member Committees. The Members may act by and through such committees as may be specified in resolutions adopted by a majority vote of the Members. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Members. 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 A.A. Committee chairs must be approved by both a majority vote of IGR's and a majority vote of the Board.

Section 3.18. Expulsion, Suspension, or Termination.

a. Cause for Expulsion, Suspension, or Termination. A Member may be expelled or suspended or a Member's membership rights may be terminated if the Board, in good faith and according to a fair and reasonable procedure, determines that either:

i. The Member fails to pay any required membership fees, assessments, or other consideration in a timely fashion after notice of the same;

ii. The Member's conduct or act violates the purpose and mission of the Corporation, these Bylaws, or the Corporation's policies; or

iii. A Member is not represented by its Representative at three (3) consecutive regular or special meetings of the Members.

b. Notice Requirements. The Board shall provide written notice to the Member of the Member's expulsion, suspension, or termination and the reasons thereof. The notice shall be given fifteen (15) days before the effective date of such expulsion, suspension, or termination.

Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by first-class or registered mail sent to the last address of the Member shown on the Corporation's records.

c. Member Hearing. Any member who receives notice of such member's expulsion, suspension, or termination shall have the opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the expulsion, suspension, or determination. Such hearing shall be before the Board or any other such person or committee authorized to decide that the expulsion, suspension, or termination not take place.

d. Member Obligations. Expulsion, suspension, or termination shall not relieve the affected member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees incurred before the expulsion, suspension, or termination, or arising from contract or otherwise.

Section 3.19. Resignation. A Member may resign from membership at any time. This Section shall not relieve the resigning Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. This Section shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

Section 3.20. 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. Unless otherwise provided by the Articles and/or these Bylaws, such ballot and any related material may be sent by electronic transmission to the Corporation and returned to the Corporation by electronic transmission.

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 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. Powers. Subject to applicable law and in accordance with the purposes and limitations set forth in the Articles and herein, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the Corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.2. Number. The authorized number of Directors of the Corporation shall be not less than three (3) nor more than fifteen (15). The exact authorized number of Directors shall be fixed from time to time, within the limits specified in this section or in the Articles, by the Board. Subject to the foregoing provisions for changing the authorized number of Directors, the initial authorized number of Directors of the Corporation shall be three (3).

Section 4.3. Qualification. Each Director shall be at least eighteen (18) years of age. So long as required by law, not more than forty-nine percent (49%) of the Directors of the Corporation may be "interested persons" as defined by Section 5227(b) of the Law. Each Director must be a sober member of A.A. that is actively engaged in an A.A. recovery program and has a minimum of two (2) years of continuous sobriety.

Section 4.4. Election and Term of Office.

a. Election. Directors shall be elected to the Board at each annual meeting of the Members pursuant to a "ranked-choice voting" system. 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 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.

b. Term of Office. Each Director shall serve for three (3) year terms and until the election and qualification of a successor, or until such Director's death, resignation, or removal. 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 4.5. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve until the end of the term of the vacant position and until such Director's successor is elected and qualified.

Section 4.6. Removal. Any Director may be removed at any time for cause by the affirmative vote of two-thirds (2/3) of the Members at a meeting of the Members of the Corporation where there is a quorum, or by two-thirds (2/3) of the directors present at a meeting of the Board where there is a quorum. For purposes of this Section, cause exists if the Director has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by final order or judgment of any court to have breached a duty under Article 3 of the California Nonprofit Corporation Law governing standards of conduct, or fails to attend three (3) Board meetings or Member meetings during any calendar year, or fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office, including, without limitation, failure to maintain sobriety. No reduction of the authorized number of Directors shall have the effect by itself of removing any Director before the expiration of the Director's term of office.

Section 4.7. Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the Chair, 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 4.8. Annual and Regular Meetings. The Board shall hold an annual meeting at a time and place fixed by the Board, at which meeting the Board shall appoint officers and transact any other business as shall come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board on a monthly basis by resolution or as specified in the notice of the meeting.

Section 4.9. Special Meetings. Special meetings of the Board may be held at any time upon the call of the Board Chair, the President, the Vice President, the Secretary, or any two (2) Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 4.10. Place of Meetings. Meetings of the Board may be held at any place within or without the State of California that is designated in the notice of the meeting. If no place is stated in the notice or if there is no notice, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

Section 4.11. Notice of Meetings.

a. No Notice Required. No notice of a regular meeting shall be required where the time and place of the meetings are fixed by these Bylaws or by Board resolution, as permitted under Section 4.8. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

b. Notice Required. Notice of any special meeting, and of any regular meeting if the time and place are not so fixed by these Bylaws or by Board resolution, shall be given to each Director.

c. Delivery of Notice. Notice, when required, shall be given to each director by one of the following methods:

- i. First-class mail, with prepaid postage thereon;
- ii. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- iii. Facsimile transmission, email, or other electronic means, if the director has consented to accept notices in this manner; or
- iv. Personal delivery of oral or written notice, including by courier service.

Such notice shall be addressed or delivered to each Director at his or her address or contact information as it appears on the records of the Corporation. 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.

d. Timing of Notice. Notice must be given to each Director at least four (4) days before the time set for the meeting if by first-class mail and at least forty-eight (48) hours before the time set for the meeting if given personally, by telephone, by facsimile transmission, or by email or other electronic means.

e. Content of Notice. Notice shall state the time and place where the meeting is to be held. The notice need not specify the purpose of the meeting unless required elsewhere by these Bylaws.

Section 4.12. Quorum and Action of the Board. The presence of a majority of the Board shall constitute a quorum for the transaction of business. Any act approved by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board, unless the Articles, or these Bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors

leaving less than a quorum, if any action is approved by at least a majority of the Directors who constitute the required quorum for the meeting, or such greater

Section 4.13 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 4.14. Meeting by Remote Communication. Members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation. Participation by conference telephone or electronic video screen communication constitutes presence in person if all directors participating in the meeting can hear one another. Participation by electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person if each participating director can communicate concurrently with all other participating directors, each director has the means to participate in all matters before the Board, including the ability to propose or object to a specific action proposed to be taken, and the transmission creates a record that is capable of retention, retrieval, and review, and may thereafter be rendered into clearly legible tangible form.

Section 4.15. 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 only, "all of the directors or committee members" shall not include any interested director as defined in Section 5233 of the 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 4.16 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 Law.

ARTICLE V. OFFICERS

Section 5.1. Officers The officers of the Corporation (each, an “**Officer**” and collectively, the “**Officers**”), 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, Vice Chair, Secretary, and Treasurer. The Board may appoint such other Officers as it may determine from time to time. All Officers shall be chosen by the Board from slates of candidates eligible and willing to serve. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of Chair and Secretary or Treasurer.

Section 5.2. Election, Term of Office, and Qualifications. The Officers of the Corporation shall be elected by a majority vote of the Board at the annual meeting of the Board. The Chair, Vice Chair and Secretary shall each hold office for a one (1) year term. The Treasurer shall hold office for a two (2) year term. Each Officer shall hold his or her office until such Officer’s successor is elected and qualified or until such Officer’s earlier death, resignation, or removal. Officers may be elected for two (2) consecutive terms. Except as may otherwise be provided by resolution of the Board, all Officers except for Treasurer must be Directors of the Corporation. It is suggested that each Officer have two (2) or more years of continuous sobriety at the time of election. All Officers shall be subject to the supervision and direction of the Board.

Section 5.3. Removal. Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Board.

Section 5.4. Resignation. Any Officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5.5. 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 5.6. Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by the officers of corporations similar in organization and charitable purposes to the Corporation, subject to the control of the Board.

Section 5.7. Additional Officers. The Board may from time to time appoint such additional officers as it shall deem necessary. To the fullest extent allowed by law, the Board may prescribe each additional Officer his or her respective title, term of office, authority, and duties.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 6.1 Corporate Management and Executive Director. The general governing powers of management, authority over, and supervision of the activities of the Corporation are vested in the Board. The Board may delegate the day to day work, services, and activities of the Corporation to the Executive Director. The Executive Director shall be supervised by the Board and shall supervise and coordinate volunteers and employees of the Corporation. 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.

ARTICLE VII. BOARD COMMITTEES

Section 7.1. Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Board, may designate one or more committees, including an executive committee, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board to the extent provided in the resolution establishing the committee, except that no such committee shall have authority to:

- a. Approve any action for which the Law, the Articles, or these Bylaws requires 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; or
- g. Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the Law.

The designation of a committee of the Board and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

Section 7.2. Meetings, Quorum and Action by Committee. 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. 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. Unless otherwise provided by resolution of the Board, a majority of all of

the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and the other committees of the Board shall be subject at all times to the direction of the Board.

Section 7.3. Alternate Members. The Board, by vote of a majority of the entire Board, may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

Section 7.4. Nominating Committee. The Nominating Committee shall consist of a minimum of three (3) Members selected by the Board. The Nominating Committee shall select nominees for vacant Director positions as follows:

a. Call for Candidates. Prior to the regular Board meeting for the month of March, the Board secretary shall inform the Chair of the number of vacancies on the Board anticipated at the annual meeting of the Members in which Directors are elected. A call for nominations for candidates for Directors (each, a “**Candidate**”) shall be made no later than the March Board meeting and the Chair shall notify the Representatives that statements of interest and qualifications (“**Candidate Statements**”) shall be accepted by the Nominating Committee. 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.

b. Candidate Statements and Interviews. Candidate Statements shall include a Candidate’s sobriety date; the name of the Member Group represented; the Candidate’s home group; and the Candidate’s relevant A.A. service experience, nonprofit service experience, and work experience. Candidate Statements are due to the Nominating Committee no fewer than forty-five (45) business days before the annual meeting of the Members. 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.

c. Slate of Nominees. A final slate of Nominees for the Directors of the Board shall be submitted to the Members by the Nominating Committee at least 14 days prior to the Annual Meeting of the Members.

Section 7.5. Nonprofit Integrity Act. In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall:

a. Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the “**CPA**”) in conformity with generally accepted auditing standards;

b. Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;

c. Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and

d. Appoint an Audit Committee.

Section 7.6. Audit Committee. The Audit Committee, whether standing or appointed by the Board from time to time, shall not include paid or unpaid staff or employees of the Corporation, including, staff members or employees, the Executive Director or the Treasurer. If there is a finance committee, members of the finance committee shall constitute less than fifty percent (50%) of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

a. Make recommendations to the Board on the retention and termination of the CPA; Negotiate the CPA's compensation, on behalf of the Board;

b. Confer with the CPA to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;

c. Review and determine whether to accept the audit; and

d. Approve non-audit services by the CPA and assure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the Attorney General.

Section 7.7. Advisory Committees. The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees may, but need not, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE VIII EXECUTION OF INSTRUMENTS; DEPOSITS

Section 8.1. Contracts and Instruments. The Board, subject to the Corporation's Conflicts of Interest Policy adopted by the Board and as amended from time to time (the "**Conflict of Interest Policy**"), and Article IX of these Bylaws, may authorize by resolution any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness in the name of and on behalf of the Corporation.

Section 8.2. Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

**ARTICLE IX
CONFLICT OF INTEREST TRANSACTIONS**

Section 9.1. Conflict of Interest Transactions. In any instance where the Corporation proposes to enter into a conflict of interest transaction, including self-dealing transactions as defined in the Corporation's Conflict of Interest Policy and under Section 5233 of the Law, the Corporation shall follow the procedures and rules set out in the Conflict of Interest Policy.

**ARTICLE X
INDEMNIFICATION AND INSURANCE**

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 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, 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 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 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 10.3:

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 10.2 and 10.3 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 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 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. Books and Records. The Corporation shall keep at the principal office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles, a copy of these Bylaws as amended to date, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

Section 11.4. Records Retention and Destruction Policy. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Corporation's Record's Retention Policy.

Section 11.5. Whistleblower Policy. The Corporation shall follow the policies and procedures set out in the Corporation's Whistleblower Policy in any instance where Director, Officer, employee, or volunteer reports a suspected violation of law or corporate policy.

Section 11.6. Annual Report; Statements of Transactions and Indemnification. The Board must send an annual report to each Director and Member not later than 120 days after the close of the Corporation's fiscal year. If approved by a majority of the Board, the annual report and any accompanying material sent pursuant to this Section 11.6 may be sent by electronic transmission by the Corporation. The report must be accompanied by either a report of an independent accountant or, if there is no such report, the certificate of the Secretary of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall contain in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

e. A statement describing any transaction during the previous fiscal year that involved more than fifty thousand dollars (\$50,000), or a series of transactions with the same person that in the aggregate involved more than fifty thousand dollars (\$50,000) and in which (i) The Corporation, its parent, or its subsidiary was a party; and (ii) Any Director or Officer of the Corporation, its parent, or its subsidiary had a direct or indirect material financial interest (not including a mere common directorship). The statement shall include: the names of the Directors or Officers involved in such transactions; the person's relationship to the Corporation; the nature of the person's interest in the transaction; and where practicable, the amount of such interest.

f. A statement of the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Corporation pursuant to Section 5238 of the Law.

Section 11.7. Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 11.8. 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 11.9. Member Inspection Rights. Subject to the Law, each Member shall have the 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.

Section 11.10. Non-discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

Section 11.11. References to Articles. References in these Bylaws to the Articles shall include all amendments thereto or changes thereof unless specifically expected by these Bylaws. In the event of a conflict between the Articles and these Bylaws, the Articles shall govern.

ARTICLE XII. AMENDMENTS

Section 12.1 Amendments. The Articles or Bylaws of the Corporation may be amended by the affirmative two-thirds (2/3) vote of both the Members and the Board.

Section 12.2. Board of Directors Procedure. The Board may at any time adopt a resolution to amend the Articles or the Bylaws. Such resolution shall be submitted by the Secretary of the Corporation to the Members for consideration and approval at the next meeting of the Members.

Section 12.3. Member Procedure. The Members may at any time adopt a resolution to amend the Articles or the Bylaws at a meeting of the Members. Any resolution proposed by a Member shall set forth the name of the Representative and Member. If adopted, any resolution shall be submitted to the Board for consideration and vote at the next Board meeting.

Section 12.4. Notice. Notice of any proposed amendment to the Articles or the Bylaws, whether initiated by the Board or the Members, shall be submitted by the initiating body to the Executive Director within five (5) days of adoption, by mail or electronic means, including e-mail. The proposed amendment shall then be transmitted to the Members or Board (as applicable) within (5) days for consideration and approval. Any proposed amendment shall be available to any Member for review at the principal office of the Corporation's regular business hours.


[SIGNATURE PAGE FOLLOWS]

SECRETARY'S CERTIFICATE

The undersigned, Alan Gaines hereby certifies that he is the duly elected and acting Secretary of the Intercounty Fellowship of Alcoholics Anonymous, a California Nonprofit Public Benefit Corporation, and that the foregoing Bylaws were adopted as the bylaws of the Corporation as of May 2021, as amended or restated as of May 4, 2022, and that the same do now constitute the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 6 of MAY, 2022

**Intercounty Fellowship of Alcoholics
Anonymous**

By: 

Name: Alan Gaines

Title: Secretary