

Ottawa Area Intergroup Bylaws

AMENDMENTS

At the April 12th, 2012 meeting of the monthly Intergroup meeting, a proposal was made to amend the bylaws that would add a non-voting member to the Intergroup Executive board known as the Auditor. The purpose of the Auditor position was to supplant the yearly financial review already in place that some members deemed too costly.

On Wednesday, July 13, 2012, the proposal was voted upon and in a 25 to 7 decision, the motion to amend the bylaws passed. The details the proposal can be found in the "Intergroup Executive Proposal For Auditor Documentation". (Microsoft Word is needed to view the document.)

On Wednesday, August 14, 2013, a proposal was made and passed by a 2/3 majority to amend the term of office for Directors to two (2) years with the exception of Chairs of Spring and Fall Conference which remain at one (1) year.

On Wednesday, October 12, 2016 a proposal was made and passed by a 2/3 majority to update the duties for various board positions. The details of the amendments can be found in the "Amendments to bylaws passed by a 2/3 majority on 9 November 2016."

On Wednesday, September 13, 2017 a proposal was made and passed by a 2/3 majority to correct the bylaws by removing the position of auditor. It was noted that any auditor who audits the books, must be independent and should not be an officer or director on the Board of Directors of the company or organization that is being audited. Independent chartered accountants who are auditors have confirmed that appointing an auditor to be an officer is a blatant conflict of interest. Intergroup is free to pass a resolution appointing an auditor and to outline the responsibilities of that auditor which would simply be a position of Intergroup with no standing on the Board. i.e. not all positions have to be officers or directors. It was, therefore, **MOVED, SECONDED AND RESOLVED TO DELETE THE POSITION OF AUDITOR FROM ALL SECTIONS OF THE BYLAWS DEALING WITH OFFICERS AND DIRECTORS AND TO DELETE ARTICLE 16.00 DUTIES OF AUDITOR.** Intergroup may, from time to time, appoint an auditor to monitor the finances and other transactions of Intergroup as often as it may require.

Ottawa Area Intergroup Bylaws

PREAMBLE

A By-law relating generally to the transaction of the affairs of
OTTAWA AREA INTERGROUP OF ALCOHOLICS ANONYMOUS
(hereinafter referred to as "Intergroup")

WHEREAS since incorporation, the membership of Intergroup has been operating in accordance with the operating procedures adopted by the previously unincorporated Ottawa Area Intergroup;

AND WHEREAS Intergroup wishes to present to its members the by-laws to comply with the Ontario Corporations Act, incorporating the existing operating procedures;

BE IT ENACTED as a by-law of the Ottawa Area Intergroup of Alcoholics Anonymous (hereinafter referred to as "Intergroup") as follows:

AIMS

ARTICLE 1:00

1:01 Intergroup is a service committee established pursuant to the Ninth Tradition of Alcoholics Anonymous to operate on behalf of the participating individual groups of Alcoholics Anonymous in the Ottawa area in accordance with the Twelve Traditions and Twelve Concepts of Alcoholics Anonymous. It exists to aid the groups in their common purpose of carrying the A.A. message to the alcoholic who still suffers.

RESPONSIBILITIES

ARTICLE 2:00

2:01 Intergroup is responsible for the establishment and administration of the Intergroup Office including maintaining a telephone answering service, a telephone listing in the Ottawa-Hull telephone directory and a postal address, publishing a meeting list and a Newsletter and assisting and advising in the formation of new groups or meetings.

Intergroup is also responsible for putting on the Eastern Ontario Conference of Alcoholics Anonymous, known as the Ottawa Fall Conference and the Spring Conference, known as the Springathon, as well as assigning the running of a Sunday morning open meeting to individual groups. Intergroup will also carry out such other functions as may be required to support the groups and meetings of Alcoholics Anonymous in the Ottawa area. 2

MEMBERSHIP

ARTICLE 3:00

3:01 The membership of Intergroup will consist of one representative elected by and from each group of Alcoholics Anonymous in the Ottawa Area which chooses to participate in the operations of Intergroup and of director members who may vote at meetings of directors but not at regular meetings of members of Intergroup.

3:02 A group of Alcoholics Anonymous may signify its intention to join Intergroup by registering with the Secretary of Intergroup the following information: a. group name b. location of group meeting c. type of meeting whether open or closed d. day and time of group meeting e. name, mailing address and telephone of group f. representative and the alternate group representative

3:03 It is desirable that group representatives, have at least one year of continuous sobriety, be active members of the group they represent and be willing to become familiar with the services offered by Alcoholics Anonymous.

OFFICERS OF INTERGROUP

ARTICLE 4:00

4.1 The Officers of Intergroup will be:

- a. Chairperson
- b. Vice-Chairperson
- c. Secretary
- d. Treasurer
- e. Telephone Answering Coordinator
- f. Literature Coordinator
- g. Webmaster
- h. Newsletter Editor
- i. Fall Conference Chairperson
- j. Springathon Chairperson

4.2 Positions (a) through (h) are deemed directors in accordance with the Ontario Corporations Act. The Chairperson will be the President for the purposes of the Ontario Corporations Act.

4.3 The members of Intergroup will elect a Vice-chairperson, Secretary, Treasurer, Telephone Answering Coordinator, Webmaster, Newsletter Editor, Fall Conference Vice-Chairperson and a Spring Conference ViceChairperson. The members may also elect such other officers as they wish to elect from time to time.

4.4 All Officers and Directors of Intergroup must have at least two years of sobriety and be members of an individual group of Alcoholics Anonymous, which is registered with Intergroup. Upon election, an officer or director will cease being the group representative or alternate group representative for any individual group of Alcoholics Anonymous.

4.5 Each term of office will be for a period of two (2) years with the exception of the Spring and Fall Conference Chairs whose term will remain as one year (1). The Chairperson will not be elected but rather will be acclaimed after having served a term as Vice-Chairperson. Should any officer be unwilling or unable to act, a replacement officer may be elected or acclaimed at its next regular monthly meeting of the members of Intergroup.

NOMINATING COMMITTEE

ARTICLE 5:00

5:01 At the regular September meeting, the members of Intergroup will appoint a Nominating Committee which will present to the regular November meeting of members a list of candidates, preferably a minimum of two (2) for each 3 position, willing to stand for election for all offices set forth in this by-law, except the Chairperson, and such other offices as Intergroup may determine are necessary. All persons nominated must consent in writing to stand for election or signify their consent by so stating in person at the regular November meeting of members. Nominations will be accepted from the floor at the November or December meeting when the election is to be held, provided the nominee has agreed to stand for election in writing or in person at these meetings.

ELECTIONS

ARTICLE 6:00

6.01 The election of officers and directors by secret ballot will be held at the regular December meeting of members of Intergroup. The persons elected will assume office effective the first day following the regular January Intergroup meeting.

METHOD OF VOTING

ARTICLE 7:00

7.01 Voting for officers and directors will be conducted in accordance with the "Third Legacy" procedure outlined in the A.A. current Service Manual for the election of "trusted servants" which requires that all elections must be decided by a two-thirds (2/3) majority vote. In the event that a two-thirds (2/3) majority cannot be achieved after a series of ballots, final selection is made by lot from among the finalists.

DUTIES OF CHAIRPERSON

ARTICLE 8:00

8:01 When present, the Chairperson will preside at all regular or special meetings of the members of Intergroup and of the board of directors. The Chairperson shall review the bank statements, bank reconciliation and related documents each month. The Chairperson will also be charged with the general management, supervision and coordination of the affairs and operations of Intergroup between meetings including the supervision of all employees and daytime volunteers who will report to the Chairperson. The Chairperson will be an ex officio member of all committees of Intergroup and with the Secretary or other officer appointed by the board of directors for the purpose will sign all by-laws and other documents requiring execution on behalf of Intergroup.

8:02 The Chairperson will oversee the general management of the McNabb meeting.

DUTIES OF VICE-CHAIRPERSON

ARTICLE 9:00

9:01 During the absence or inability of the Chairperson, his/her duties may be carried out by the Vice-Chairperson or such other director as the board of directors may from time to time appoint for the purpose. The Vice-Chairperson will represent Intergroup in discussions with insurance and oversee the general management of group insurance. The Vice-Chairperson will also perform such duties as may be delegated to him/her by the Chairperson. If an Auditor has not been appointed by Intergroup as of March 31st of each year or if the appointed Auditor is unable to carry out his or her duties, the Vice Chairperson will arrange for a financial review of Intergroup finances by an outside agency for the fiscal year ended immediately before the Vice-Chairperson becomes acclaimed as and takes on the duties of Chairperson. The report from this review will be presented within six (6) months of the fiscal year end.

DUTIES OF SECRETARY

ARTICLE 10:00

10:01 The Secretary will attend all meetings of members and the board of directors and will keep an accurate record of facts and minutes of all meetings, as well as the names of all members attending the meetings. As soon as possible after each meeting of members, the secretary will send a copy of the minutes to each group representative or alternate representative of individual groups of Alcoholics Anonymous. As soon as possible after each meeting of the board of directors, the Secretary will send a copy of the minutes to each director member. The Secretary will maintain an up-to-date list of all participating groups of Alcoholics Anonymous, together with the contact information of the group representatives their

alternates and the director members. The Secretary will table correspondence received by Intergroup since the previous meeting, report on action taken and, when appropriate, seek the guidance and direction of Intergroup on the preparation of appropriate responses to such correspondence. The Secretary will give all notices required to be given to members and to directors and will be the custodian of the seal of Intergroup and of all books, papers, records, correspondence, contracts and other documents belonging to Intergroup which will be kept at the Intergroup offices and may be produced only when authorized by a resolution of the members or the board of directors.

10:02 The Secretary will also be responsible for maintaining and updating the lists of motions of continuing effect for the regular Intergroup meeting and also the executive meeting.

DUTIES OF TREASURER

ARTICLE 11:00

11:01 The Treasurer will keep full and accurate accounts of all receipts and disbursements of Intergroup in proper books of account and will prepare financial statements in accordance with generally accepted accounting principles and the provisions of the Handbook of the Canadian Institute of Chartered Accountants. The Treasurer will deposit all moneys or other valuable effects in the name and to the credit of Intergroup in such bank or banks as may from time to time be designated by the board of directors.

11:02 The Treasurer will be responsible for establishing proper bank accounts and arranging for suitable signing authorities requiring all cheques to be issued in the name of Intergroup and signed by the Treasurer together with the Secretary or the Chairperson or Vice-Chairperson. The Treasurer will disburse the funds of Intergroup under the direction of the board of directors, taking proper vouchers therefore and will provide to Intergroup for approval at its monthly meetings a financial statement for the previous month's operations and whenever required of him/her, an account of the transactions and financial position of Intergroup. The Treasurer will also act as a financial advisor to all committees and will perform such other duties as may from time to time be determined by Intergroup or the board of directors.

DUTIES OF TELEPHONE ANSWERING COORDINATOR

ARTICLE 12:00

12:01 The Telephone Answering Coordinator will co-ordinate group and individual responsibility for the maintenance of a telephone answering service on behalf of Intergroup which will operate twenty-four (24) hours each day and respond to all "Twelve Step" calls for assistance and produce a monthly schedule.

DUTIES OF LITERATURE COORDINATOR

ARTICLE 13:00

13:01 The Literature Coordinator will assist the Intergroup Chair in managing the intergroup office upkeep and maintenance.

13:02 The Literature Coordinator will train office volunteers on literature order transactions as well as TAS duties.

13:03 The Literature Coordinator will organize a literature table at Ottawa area AA events whenever possible.

DUTIES OF EDITOR, NEWSLETTER

ARTICLE 14:00

14:01 The Editor, Newsletter will prepare and publish the Intergroup Newsletter as often as Intergroup may determine necessary.

14:02 The Editor, Newsletter will submit drafts of all Intergroup Newsletter to the Intergroup Board for review prior to publishing.

DUTIES OF WEBSITE / EMAIL COORDINATOR

ARTICLE 15:00

15:01 The Website / Email Coordinator will develop and maintain Ottawa Area Intergroup websites.

15:02 The Website / Email Coordinator will respond to or manage correspondence directed to the Ottawa Area Intergroup general email.

15:03 The Website / Email Coordinator will regularly update and publish a printed directory of AA groups and meetings in Ottawa and surrounding areas.

15:04 The Website / Email Coordinator will update and maintain Intergroup Office electronic and/or computer equipment and software.

COMMITTEES AND OTHER OFFICERS

ARTICLE 16:00

16.01 The duties of all other officers of Intergroup will be as set out by Intergroup or as requested by the board of directors. Intergroup may establish such committees as it deems necessary. All officers and Committee Chairs of Intergroup must have at least two (2) years of sobriety and be members of an individual group of Alcoholics Anonymous which is registered with Intergroup.

EMPLOYEES

ARTICLE 17:00

17:01 The board of directors may hire and terminate all employees of Intergroup who will report to and be accountable to the Chairperson.

BOARD OF DIRECTORS

ARTICLE 18:00

18:01 Between meetings of the members, the affairs of Intergroup will be managed by a board of directors consisting of the Chairperson, Vice-Chairperson, Treasurer, Secretary, Telephone Answering Coordinator, Literature Coordinator, the Webmaster and the Newsletter Editor, each of whom at the time of election will also be elected a non-voting director member of Intergroup. Each director member will have one vote at meetings of the board of directors but shall have no vote at meetings of members.

18:02 Directors will be elected to hold office for two years or until a successor is elected with the exception of the Spring and Fall Conference Chairs who will hold office for one year. Directors who finished serving one (1) year term will continue to serve till their second term is completed.

18:03 To ensure continuity the following Directors will be elected to serve two (2) year terms on every even year:

1. Vice-Chairperson
2. Secretary
3. Newsletter Editor

18:04 To ensure continuity the following Directors will be elected to serve two (2) year terms on every odd year:

1. Treasurer
2. Telephone Answering Coordinator

3. Literature Coordinator
4. Webmaster

VACANCIES, BOARD OF DIRECTORS

ARTICLE 19:00

19:01 Vacancies on the board of directors will be filled by election of replacement officers at the next meeting of the members of Intergroup for the remainder of the term until the next regular election or annual meeting at which the officers and directors for the next year are usually elected.

19:02 The members of Intergroup may increase or decrease the number of directors or the officers who will be directors by passing a resolution to that affect and amending the Letters Patent of Intergroup, if necessary.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

ARTICLE 20:00

20:01 Four (4) directors will form a quorum for the transaction of business. The board of directors may hold its meetings at such place in the Ottawa area as it may from time to time determine. Directors' meetings may be formally called by the Chairperson or by any two directors. Notice of such meetings will be delivered, telephoned or faxed to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of any such meeting is necessary if all the directors are present or if those absent have agreed that the meeting may be held in their absence. No notice is required for regularly scheduled meetings. A directors' meeting may also be held, without notice, immediately following the regular monthly meeting of Intergroup. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

ARTICLE 21:00

21:01 No errors or omissions in giving notice for a meeting of directors will invalidate such meeting or any business transacted at the meeting. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all business conducted at the meeting.

VOTING, BOARD OF DIRECTORS

ARTICLE 22:00

22:01 Each director is entitled to vote at meetings of the board of directors. Questions arising at any meeting of directors will be decided by a majority of votes. In the case of a tie vote, a motion will be considered defeated. A declaration by the Chairperson that a resolution has been passed and an entry to that effect in the minutes will be conclusive evidence of the fact without proof. In the absence of the Chairperson, his/her duties may be performed by the Vice-Chairperson or such other director as the board may from time to time appoint for that purpose.

POWERS OF DIRECTORS

ARTICLE 24:00

24:01 The directors of Intergroup will administer the affairs of Intergroup between meetings of members of Intergroup and will have the power to contract on behalf of Intergroup and in its name. In making decisions on behalf of Intergroup, the board of directors will bear in mind that Intergroup has been established in accordance with the principles set forth in the Twelve Traditions and Twelve Concepts of Alcoholics Anonymous and is a service committee operating on behalf of the participating groups of Alcoholics Anonymous in the Ottawa Area and not a governing body. Any decisions made or taken by the board of directors or officers of Intergroup must be presented to the next meeting of the members of Intergroup.

RENUMERATION OF DIRECTORS

ARTICLE 25:00

25:01 The directors will serve without compensation, and no director may, directly or indirectly, receive any profit from his/her position as a director or officer; provided that a director or officer may be paid reasonable expenses incurred in the performance of his/her duty.

INDEMNITY OF DIRECTORS OR OFFICERS

ARTICLE 26:00

26:01 Every director or officer of Intergroup and his/her heirs, executors and administrators and estate and effects, respectively, will at all times be indemnified and saved harmless out of the funds of Intergroup, from and against: a. all costs, charges and expenses whatsoever which such director or officer may sustain or incur in any action, suit or proceeding which is commenced against him/her or in respect of any act whatsoever done or permitted by him/her, in carrying out the duties of an officer or director; b. all other costs, charges, and expenses

which he/she may sustain or incur in relation to the affairs of Intergroup, except such costs, charges or expenses as are occasioned by his/her own dishonesty, willful neglect or default.

HEAD OFFICE

ARTICLE 27:00

27.01 The Head Office of Intergroup shall be in the Regional Municipality of Ottawa-Carleton in the Province of Ontario at such location as the directors may from time to time determine. SEAL

ARTICLE 28:00 28.01 The seal, an impression of which is stamped in the margin, will be the corporate seal of Intergroup.

EXECUTION OF DOCUMENTS

ARTICLE 29:00

29:01 Leases, transfers, licenses, contracts and engagements on behalf of Intergroup will be signed by two of the Chairperson, Vice-Chairperson, Secretary and Treasurer and the Secretary may affix the seal of Intergroup to such documents, if necessary.

29:02 Notwithstanding any provisions to the contrary contained in the by-laws of Intergroup, the board of directors may at any time by resolution direct the manner in which and the person or persons by whom, any particular contract or obligations of Intergroup may be executed.

BOOKS AND RECORDS

ARTICLE 30:00

30:01 The directors will make sure that all necessary books and records of Intergroup required by the by-laws of Intergroup or by any applicable statute or law are regularly and properly kept.

FINANCE

ARTICLE 31:00

31:01 There will be no dues or fees payable for membership in Intergroup.

31:02 Each group of Alcoholics Anonymous which is registered with Intergroup is expected to financially support Intergroup to the best of the group's ability. In accordance with the traditions of Alcoholics Anonymous, financial support of Intergroup by any group is voluntary and not a condition of membership.

31:03 For the purposes of financial planning, Intergroup will, in accordance with the suggestion of the General Service Conference of Alcoholics Anonymous, maintain a prudent operating reserve of up to twelve (12) months estimated operating expenses.

31:04 Financial statements will be presented to the members of Intergroup within six (6) months of the fiscal yearend of Intergroup. An audit review of the financial statements is conducted by the Auditor, (as appointed by Intergroup – see “Terms of Intergroup Auditor” for position description), or if the position is vacant by an External Auditing firm

MONTHLY MEETING OF MEMBERS

ARTICLE 32:00

32:01 Meetings of members of Intergroup will be held monthly on the second Wednesday of each month at a place and time to be designated by the board of directors. No notice is required to be given for any meetings held on the second Wednesday of each month. In extraordinary circumstances or in an emergency, a special meeting of members of Intergroup may be called by the Chairperson or any two (2) of the Vice-Chairperson, Secretary and 9 Treasurer by giving at least ten (10) days’ notice by mail or telephone to each group representative registered with Intergroup.

ANNUAL MEETING OF MEMBERS

ARTICLE 33:00

33:01 Since the members of Intergroup meet monthly to transact business, receive the report of the board of directors, elect directors and officers and approve financial statements each year at the regular monthly meetings, all in accordance with the Ontario Corporations Act, no annual meeting per se is required. Should the membership cease to meet regularly for any reason, an annual meeting must be held at least once in each fiscal year to receive the report of the board of directors and the appointed auditor(s), approve the financial statements and elect the directors and officers of Intergroup. Intergroup may consider and transact any business, either special or general, without giving any notice of the business ahead of time, except as required by law or this by-law.

33:02 No error or omission in giving notice of any annual, general or special meeting of Intergroup will invalidate such meeting or make void any action taken and any member may waive notice of any such meeting and may ratify and approve any action taken by the meeting. For the purpose of giving notice to any member, director or officer for any meeting or otherwise, the address and telephone number of any member, director officer will be his/her last address and telephone number recorded on the books of Intergroup.

QUORUM OF MEMBERS

ARTICLE 34:00

34:01 A quorum for the transaction of business at any meeting of members will consist of not less than fifteen (15) members present in person.

VOTING OF MEMBERS

ARTICLE 35:00

35:01 Each member of Intergroup attending the meeting, whether the group representative or the alternate group representative, is entitled to one (1) vote. 35:02 At all meetings of members every question will be decided by a majority of the votes cast by the members present in person unless otherwise required by the by-laws of Intergroup or by law. Every question will be decided by a show of hands unless the Chairperson determines that a secret ballot is appropriate. A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of Intergroup will be proof of the fact. In the case of a tie vote, a motion will be considered defeated.

FINANCIAL YEAR

ARTICLE 36:00 36:01 Unless otherwise ordered by the members of Intergroup or the board of directors, the fiscal year of Intergroup will end on the 31st day of December in each year.

CHEQUES, ETC

ARTICLE 37:00

37:01 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Intergroup, will be signed by any two (2) of the Chairperson, Treasurer, Secretary or Vice-Chairperson. Any one director may alone endorse notes and drafts for collection on account of Intergroup through its bankers and endorse notes and cheques for deposit with Intergroup's bankers for the credit of Intergroup or the same may be endorsed "for Collection" or "for deposit" with the bankers of Intergroup using Intergroup's rubber stamp for the purpose. The Treasurer alone or any officer designated to the Treasurer may 10 arrange, settle, balance and certify all books and accounts between Intergroup and Intergroup's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

NOTICE

ARTICLE 38:00

38:01 Whenever under the provisions of the by-laws of Intergroup, notice is required to be given, such notice may be given either personally or by fax, telephone or mail addressed to the director, officer or member as his/her address as it appears on the books of Intergroup.

AMENDMENTS TO THE BY-LAW

ARTICLE 39:00

39:01 This by-law may be amended by the members of Intergroup by a vote of two-thirds (2/3) of the members present at a regular meeting of Intergroup. Any amendments will become effective on a date to be specified but not later than three (3) months from the date of approval of the amendments by the members of Intergroup. Notice of a proposed amendment must be presented in writing to a regular meeting of members and must be sent to all group representatives with the minutes of the meeting. The amendments will be considered and voted upon at the regular meeting of members following the meeting at which written notice of the amendment was presented.

39:02 This by-law was originally approved in accordance with the Ontario Corporations Act by the board of directors of Intergroup at a meeting held on the 5th day of January 1992. 39:03 This amended by-law was presented in accordance with the Ontario Corporations Act to the Board of Directors and members of Intergroup at a meeting held on the 14th of August 2013. 39:04 This amended by-law was presented in accordance with the Ontario Corporations Act to the Board of Directors and members of Intergroup at a meeting held on the 12th of October 2016.