AMENDED BYLAWS OF THE CENTRAL OFFICE OF SALT LAKE CITY INC.

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AMENDED BY-LAWS

OF THE

CENTRAL OFFICE OF SALT LAKE CITY, INC.

Original By-Laws Adopted January 9, 1968

- **Amended December 15, 1997**
- **Amended October 11, 2011**
- **Amended February 14, 2012**
- **Amended April 11, 2017**
- **Amended May 8, 2018**
- **Amended November 2, 2021**
- **Amended January 4, 2022**
- **Amended February 25, 2023**
- **Amended September 10, 2024**

By Resolution of the Central Office Committee, duly adopted on the date herein, the following Amended By-Laws of Central Office of Salt Lake City, Inc. are now in effect.

1. Article 1. Preamble

General Warranties of the Central Office Committee, sometimes hereinafter referred to as the "CO Committee":

1.1. In all its proceedings, the CO Committee shall observe the spirit of the Alcoholics Anonymous ("A.A.®" 1) Traditions and take great care that the CO Committee never becomes the seat of perilous wealth or power.

1.2. That sufficient operating funds, plus ample reserve, be its prudent financial principle.

1.3. That none of the CO Committee members shall ever be placed in a position of unqualified authority over any of the other CO Committee members.

1.4. That all important decisions be reached by discussion, vote, and whenever possible, by substantial unanimity.

1.5. That no CO Committee actions are personally punitive or an incitement of public controversy.

1.6. That though the CO Committee may act for the service of A.A. in Area 69 – primarily Districts Two, Ten, Eleven, Thirteen, and any other districts serving the Greater Salt Lake Area – it shall never perform any acts of government.

1.7. Like the society of A.A. which it serves, the CO Committee itself will always remain democratic in thought and action.

2. Article 2. Central Office

2.1. Statement of Purpose: The purpose of sometimes hereinafter referred to as "Central Office", is to provide the basic services listed. Those services are to include but not be limited to:

2.1.1. To carry the A.A. message and help those individuals who suffer from alcoholism. 1 "A.A." and "Alcoholics Anonymous" are registered trademarks of A.A. World Services Inc.

2.1.2. To maintain a 24-Hour Twelfth-Step phone service, and to answer phone inquiries as needed.

2.1.3. To provide an A.A. listing in appropriate public sources.

2.1.4. To function as a clearing house for the circulation and exchange of information among all of the A.A. Groups in the area.

2.1.5. To compile, update and print meeting lists and other information about local A.A. services.

2.1.6. To maintain A.A. Conference approved literature and Grapevine literature for sale to members and the public.

2.1.7. To print and distribute a newsletter.

2.1.8. To be available to those in the community seeking information about alcoholism and A.A.

2.1.9. To maintain contact, refer inquiries and cooperate with General Service Committees and local groups.

2.1.10. To arrange, delegate, or manage the details of all Central Office events or any other functions approved by the CO Committee.

2.1.11. Specifically excluded shall be the operation of any club, clubhouse or drying out place, and acts in violation of the Twelve Traditions, and promotion thereof.

2.1.12. Provide a limited number of Anniversary coins.

2.1.13. Such other activities that are consistent with the principles of the Twelve Traditions.

2.2. Source of Authority: Central Office has no authority of its own. It derives its authority from the participating groups. The primary and ultimate authority for the operation of the CO Committee should rest not with the Board of Trustees but with the entire CO Committee. The A.A. groups through their Central Office Representatives, sometimes hereinafter referred to as "CO Rep", together with the other members of the CO Committee shall maintain effective control over Central Office.

3. Article 3. Member Groups

3.1. Groups: Any two or more alcoholics gathered together for sobriety listed in the Central Office meeting schedule may participate as a member of the CO Committee provided that they have no other affiliation.

3.2. CO Reps and Alternates

3.2.1. Purpose: The CO Reps and Alternates are the elected representatives of their Groups. The responsibilities of the CO Reps are to reflect their Group's conscience in the CO Committee.

3.2.2. Qualification and Term: The qualification of a CO Rep and Alternate is a suggested minimum of one year sobriety. In the event that a CO Rep is unable to complete their term, it is suggested that the position be filled by the Alternate. Specific details of the term of service and requirements are up to the individual group's conscience.

3.2.3. Representative Registration: It is suggested that each CO Rep register with Central Office in writing providing name, email address, and/or at least one telephone number to facilitate communications with Central Office.

4. Article 4. CO Committee

4.1. Purpose and Membership: To implement actions and responsibilities outlined in the Preamble of these By-Laws. The CO Committee is the decision and policy

making body for Central Office. All authority rests in their hands to guide the functioning of Central Office.

4.2. CO Committee Composition: The CO Committee is composed of a CO Rep or alternate from each meeting listed in the Central Office meeting schedule, the Board of Trustees, and the Standing Committee Chairs.

4.3. Meetings

4.3.1. Regular Meetings: The CO Committee will hold its regular meetings on the second Tuesday of each month. The meeting will be conducted by the Chairperson or Acting Chairperson in such a manner as to be consistent with the Preamble. All CO Reps, or alternates, members of the Board of Trustees, and Standing Committee Chairs shall have one vote.

4.3.2. Special Meetings: A special meeting of the CO Committee may be called at another time by simple majority vote of the CO Committee, or by a majority of the Board of Trustees upon being apprised of a matter of major importance. In this case, the Secretary will immediately issue proper notification of the special meeting to all CO Committee members registered with Central Office. Whenever possible, proper notification of special meetings of the CO Committee will consist of contact by telephone, electronic communication or by written notices mailed at least two weeks prior to the date of the meeting.

5. Article 5. Guidelines for CO Committee Meetings

5.1. Quorum and Majority Defined

5.1.1. A quorum consists of eleven CO Committee members (two Trustees minimum) to conduct a regular CO Committee meeting and to vote on business; fewer may discuss issues but not vote.

5.1.2. A simple majority vote of those CO Committee members present and eligible to vote shall be sufficient for a motion to pass, with the exception of a 2/3 majority for amendments to the Articles of Incorporation and By-Laws.

5.1.3. All CO Committee meetings shall be conducted in accordance with Robert's Rules of Order, in effect at the time of the meeting, or such other special modifications or rules of order as determined by the CO Committee.

5.2. Motions

5.2.1. All motions to be brought before the CO Committee shall be submitted to the Chairperson in writing one week before the CO Committee Meeting. The motion will be added to the agenda and presented at the following CO Committee meeting.

5.2.2. Important decisions affecting the groups or meetings served by Central Office, or affecting A.A. as a whole, should be tabled for thirty (30) days

and referred back to the member groups for discussion and consideration, unless deemed urgent or administrative by the majority of CO Committee members present.

6. Article 6. Board of Trustees

6.1. General: The primary and ultimate authority for the operation of Central Office rests with the entire CO Committee. The Board of Trustees, by previous resolution dated January 10, 1968, has transferred "all rights, privileges, and authority which it holds under State Law to the CO Committee."

6.2. Number and Make-up: The Board of Trustees shall consist of nine members and two alternate members to be elected according to the procedures set out in these By-Laws. The Board of Trustees members shall include: (1) four Officers: Chairperson, Co-Chairperson, Secretary and Treasurer; (2) four Trustees at Large; (3) two Alternate Trustees at Large; (4) and one Immediate Past Chairperson (not elected).

6.3. Quorum: A quorum of six Trustees must be present before a final decision can be made at the regular monthly Board of Trustees meeting. A quorum of six Trustees must be present before a final decision can be made at any Board of Trustees meeting, regular or special.

6.4. Term of Office: The term of office shall be two years from the time of election. No more than two members from any member group shall serve together on the Board of Trustees at any time. After four years of consecutive service in any position on the Board of Trustees, at least a one-year sabbatical is required. No person shall serve in any Board of Trustees at Large or Alternate Trustee office for more than two years but may be a candidate for another office on the Board of Trustees. No person shall serve as a member or officer of the Board of Trustees for more than a total of six years in any one ten-year period. The term for the position of Immediate Past Chair shall not count toward the maximum years of service requirements.

6.5. Qualifications: Each person standing for a position shall inform the CO Committee that they are sober members of A.A., actively engaged in an A.A. recovery program, and have a minimum of two years of continuous sobriety. The nominee shall also declare the identity of their Home Group in Alcoholics Anonymous.

6.6. Board of Trustee Duties – General: The general duties of the Board of Trustees include:

6.6.1. To oversee the operation of Central Office and be responsible for its functions in accordance with the A.A. Guidelines – Central or Intergroup Offices published by the General Service Office of Alcoholics Anonymous, hereinafter sometimes referred to as "G.S.O.", and the A.A. Twelve Traditions.

6.6.2. To coordinate group interest in Central Office and service organizations.

6.6.3. Consider ways and means of aiding the A.A. program in accordance with its traditions and principles.

6.6.4. To select and hire, at its discretion, a Central Office Bookkeeper, other employees, or volunteers, subject to the approval of the CO Committee and in accordance with the standards of the Eighth Tradition of A.A.

6.6.5. Guide the Central Office Book Keeper, employees, and volunteers in accordance with policies and procedures established by the Board of Trustees and the conscience of the CO Committee.

6.6.6. Implement the decisions of the CO Committee.

6.6.7. Assure the CO Committee of Central Office's compliance in all functions and activities with the Articles of Incorporation and duly adopted amendments.

6.6.8. Establish, with participation and approval of the CO Committee, procedures for capital improvements, disbursement of funds and expenditures for ongoing expenses on all matters which significantly impact the operation of Central Office.

6.6.9. Each board member and committee chair will volunteer at Central Office at least eight hours during their two-year service position. Preferably an hour each quarter.

6.7. Board of Trustees Composition and Specific Duties: The composition of the Board of Trustees and their corresponding specific duties shall consist of the following:

6.7.1. Chairperson: The Chairperson shall:

6.7.1.1. Be an elected and voting member of the Board of Trustees.

6.7.1.2. Attend and preside at all regular and special Board of Trustees meetings and all regular and special CO Committee meetings.

6.7.1.3. Prepare the agenda for all Board of Trustees and CO Committee meetings.

6.7.1.4. Appoint, with the concurrence of the CO Committee, the Chairpersons and members of all ad hoc committees authorized by the Board of Trustees or CO Committee. The Chair may delegate to the chairperson of each ad hoc committee the authority to appoint its members.

6.7.1.5. Represent Central Office at meetings of member groups, other A.A. gatherings, A.A. events, Area 69 assemblies, or any other meeting in which Central Office has an interest or should be officially represented. In lieu of attending any such meeting or event, the Chair may designate another Board of Trustees

member or other qualified member of A.A. as a suitable representative.

6.7.1.6. Prepare, or have prepared, and submit the Central Office Annual Report to the Member Groups on or before the January CO Committee meeting of each year.

6.7.1.7. Supervise the Office Book Keeper, employees or volunteers as deemed appropriate by the Board of Trustees and CO Committee.

6.7.1.8. Be one of the cosigners on all bank accounts.

6.7.2. Co-Chairperson: The Co-Chairperson shall:

6.7.2.1. Be an elected and voting member of the Board of Trustees.

6.7.2.2. Attend all regular and special Board of Trustees meetings and all regular and special CO Committee meetings.

6.7.2.3. Assist, participate and share in the responsibilities of the Chairperson, To include cosigner on CO accounts when either the Chairperson or the Treasurer is unavailable.

6.7.3. Secretary: The Secretary shall:

6.7.3.1. Be an elected and voting member of the Board of Trustees.

6.7.3.2. Attend and keep minutes of all regular Board of Trustees meetings and all regular CO Committee meetings.

6.7.3.3. Provide all proper notices of Board of Trustees and CO Committee meetings.

6.7.3.4. Keep an up-to-date list of CO Reps and their Groups.

6.7.3.5. Arrange for all Central Office records to be available for inspection by any member of A.A. at Central Office during normal operating hours.

6.7.3.6. Be the custodian of all Central Office documents and records.

6.7.3.7. Make revisions to the By-Laws document as approved by the CO Committee.

6.7.4. Treasurer: The Treasurer shall:

6.7.4.1. Be an elected and voting member of the Board of Trustees.

6.7.4.2. Attend all regular and special Board of Trustees meetings and all regular and special CO Committee meetings.

6.7.4.3. Provide for the receipt, custody, control, and safe keeping of all corporate financial records, including, but not limited to:

receipts, expenditures, assets, liabilities, and vouchers to facilitate the appropriate and timely audit of Central Office's financial affairs.

6.7.4.4. Prepare and present monthly financial reports to the Board of Trustees, the bookkeeper, and CO Committee.

6.7.4.5. Prepare and present the Annual Financial Report to the Board of Trustees, the bookkeeper, and CO Committee on or before the February Board of Trustees and CO Committee Meetings of each year.

6.7.4.6. Prepare and present an annual budget to the Board of Trustees, the bookkeeper, and CO Committee for their approval on or before the October Board of Trustees and CO Committee meetings.

6.7.4.7. Be one of the cosigners on all bank accounts.

6.7.4.8. Conduct a minimum of two inventories of Central Office supplies, property, and equipment each year. Also, to include cooperation with the Coins Committee in the twice annual coins inventory per 7.3.16.

6.7.5. Immediate Past Chairperson: The Chairperson who has completed their term shall automatically assume the duties of Immediate Past Chairperson for a period of two years. The Immediate Past Chairperson shall:

6.7.5.1. Be a voting member of the Board of Trustees.

6.7.5.2. Attend all regular and special Board of Trustees meetings and all regular and special CO Committee meetings.

6.7.5.3. Assist, advise, participate, and share in the responsibilities of the Board of Trustees as requested by the Board of Trustees.

6.7.6. Trustees at Large & Alternate Trustees: There shall be four elected Trustees at Large and two elected Alternate Trustees at Large who shall:

6.7.6.1. Attend all regular and special Board of Trustees meetings and all regular and special CO Committee meetings.

6.7.6.2. Assist, participate and share in the responsibilities of the Board of Trustees as described in these By-Laws and as otherwise authorized or delegated by the Chairperson or their designate.

6.7.6.3. Alternate Trustees fill in at meetings and activities when the regular Trustee at Large is unable to attend and to accept the position of Trustee at Large when that person is unable to complete their term.

6.7.7. Additional Powers: Any Officer or Board of Trustees member of Central Office, in addition to the powers conferred by these By-Laws, shall have the powers and shall perform such additional duties as are authorized by law and prescribed and directed by the Board of Trustees or CO Committee.

6.8. Board of Trustees Election Guidelines

6.8.1. Eligibility: All present or past members of the CO Committee with a minimum of two years of sobriety are eligible to stand.

6.8.1.1. Term of office: Each of the following positions shall serve for a two-year term beginning January 1 st of the odd numbered year following election at the November CO Committee meeting: Chairperson, Co-Chairperson, 2 Trustees at Large, and 1 Alternate Trustee at Large. Elected members will attend the December Board of Trustees meeting as observers.

6.8.1.2. Each of the following positions shall serve for a two-year term beginning January 1 st of the even numbered year following election at the November CO Committee meeting: Treasurer, Secretary, 2 Trustees at Large, and 1 Alternate Trustee at Large. Elected members will attend the December Board of Trustees meeting as observers.

6.8.2. Anyone elected to fill a vacancy in a Board of Trustees position who has served for one year or less may be re-elected to that position to serve a full two-year term.

6.8.2.1. After four years of consecutive service in any position on the Board of Trustees, at least a one-year sabbatical is required. No person shall serve in any Board of Trustees at Large or Alternate Trustee office for more than two years but may be a candidate for another office on the Board of Trustees. No person shall serve as a member or officer of the Board of Trustees for more than a total of six years in any one ten-year period. The term for the position of Immediate Past Chair shall not count toward the maximum years of service requirements.

6.9. Board of Trustees Election Procedures

6.9.1. Elections for the Board of Trustee positions are conducted by the Chairperson at the November CO Committee meeting or as otherwise determined by the CO Committee.

6.9.2. Prior to calling for candidates, the eligibility requirements and the election procedure for those positions are read from the By-Laws.

6.9.3. All members of the CO Committee eligible for each of the positions will be asked to stand. Those who are able and willing to serve will then be asked to remain standing. Those standing candidate names are placed visibly at the front of the room. Each candidate may state their qualifications.

6.9.4. Voting will take place by ballot for all of the candidates. Any candidate receiving 2/3 vote is elected. If no member receives 2/3 vote, candidates with less than 1/5 of the vote are removed from the ballot, and the vote is retaken. If no candidate receives 2/3 vote, the candidate's names are placed in a hat and the name drawn from the hat is the elected officer.

6.10. Removal from Office: The following reasons will be grounds for dismissal from the Board of Trustees:

6.10.1. Indulging in alcoholic beverages.

6.10.2. Failure to attend or provide notification of absence at two Board of Trustees or CO Committee meetings during term of office.

6.10.3. Using the position to promote outside interests or for personal gain.

6.10.4. If, in the opinion of the majority of the Board of Trustees or the CO Committee a member is not fulfilling their duties.

6.11. Board of Trustees and Officer Vacancies: When a vacancy occurs on the Board of Trustees, the CO Committee shall select an eligible replacement by a majority vote. Filling a vacancy is not considered to be a full term of office.

7. Article 7 Standing and ad hoc Committees

7.1. General

7.1.1. The CO Committee will be the ultimate authority on the creation, selection, and operation of all Standing and ad hoc CO Committees.

7.1.2. Ad hoc Committees may be created as needed by the Board of Trustees or CO Committee.

7.1.3. All Standing Committee Chairs are elected at the December CO Committee meeting in even numbered years to take office in January of the following year.

7.1.4. All Standing Committee Chairs shall serve a two-year term.

7.1.5. All Standing Committee Chairs shall have two years of continuous sobriety.

7.1.6. All Standing Committee Chairs shall have one vote at the CO Committee meeting.

7.1.7. To ensure communication and proper action, a member of the Board of Trustees will be assigned to serve as liaison to all active Standing and ad

hoc Committees, request progress and information reports, and assist in all of the Standing and ad hoc Committee's affairs.

7.1.8. Ad hoc Committee members may be volunteers, appointed by the Board of Trustees.

7.1.9. Each Standing Committee shall be required to maintain current procedural guidelines for its functions. All guidelines will be on file at the Central Office.

7.1.10. Each Standing Committee shall submit an annual committee budget to the Treasurer before the October CO Committee for inclusion in the annual CO budget report.

7.1.11. Committee Chair's shall attend the monthly CO Committee meeting and shall present a report of the previous month's activities to the Board and CO Committee. In the event a Committee Chair will not attend the regular CO Committee meeting they should provide notification to a meeting attendee, along with any pertinent reporting for the meeting they will be missing. Additionally, each Standing Committee Chair may attend the monthly Board of Trustees meeting.

7.1.12. The dissolution of any Standing Committee shall be accomplished by a motion of a majority of the CO Committee.

7.1.13. It is suggested that the Standing Committee Chairs familiarize themselves with relevant GSO A.A. Guidelines and may use them for direction and guidance in establishing their committees' current procedural guidelines.

7.2. Meetings

7.2.1. Meetings of the Standing and ad hoc Committees may be held at such time and place as may be determined by a majority of such committees, by the Chairperson, or by the Board of Trustees.

7.2.2. Notice of meetings shall be given to each Standing and ad hoc Committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of such committee's membership shall constitute a quorum.

7.2.3. Any Standing or ad hoc Committee decision shall be made by a majority of those in attendance to vote on any matter within the scope of such committee's responsibility.

7.2.4. Each board member and committee chair will volunteer at Central Office at least eight hours during their two-year service position. Preferably an hour each quarter.

7.3. Standing Committees

7.3.1. Hotline Telephone Committee: The Hotline Telephone Committee's purpose is to ensure individuals or A.A. members looking for information or specific help are assisted by an A.A. member in a timely and personal manner. The committee is responsible to recruit individuals and groups willing to answer the phone during closed office hours. Maintains a calendar of committed members and groups for publication in the newsletter, on the website and for office reference. Establish and maintain an information packet to assist groups and individuals answering the phones.

7.3.2. Twelfth Step Committee: The Twelfth Step Committee's primary function is to have willing A.A. members available to respond to requests for help. All participating groups will identify their Twelfth Step Coordinator and submit names and contact information to the Twelfth Step Committee. Central Office refers all requests for visits to the Twelfth Step Committee. The Committee contacts Twelfth Step Coordinators and/or members from the participating groups. In addition, the Twelfth Step Committee will inform members and groups of this service opportunity.

7.3.3. Activities Committee: The Activities Committee is responsible to plan, organize and implement all fellowship activities in an effort to provide opportunities for area groups to gather. The annual picnic, spring event and other events as needed are among the committee's responsibilities.

7.3.4. Newsletter Committee: The Newsletter Committee creates and distributes a monthly newsletter containing information such as, calendar of events, group news, member's writings, Central Office financial information, Board of Trustees and CO Committee meeting minutes and other information relevant to the members and groups served by Central Office.

7.3.5. Outreach Committee: The Outreach Committee maintains contact with A.A. groups in the SLC Metro Area in order to inform the groups of Central Office's function of service to the groups, to promote general cooperation between Central Office and individual A.A. groups, to strengthen and encourage effective individual participation in service to alcoholics and A.A., and to maintain and update Central Office records.

7.3.6. Website Committee: The Website Committee's general purpose is to create and maintain Central Office's website for members and individuals seeking information about A.A. The website will include an accurate meeting schedule by all areas served by Central Office as well as current news and events.

7.3.7. By-Laws Committee: The By-Laws Committee reviews, updates and recommends changes as needed to these By-Laws for approval by the CO Committee.

7.3.8. Volunteer Committee: The Volunteer Committee recruits and posts opportunities for service at Central Office with the intent that the routine

work, services and activities of Central Office be carried out through the voluntary services of A.A. members. The Volunteer Committee shall keep an up-to-date list of the Group meetings and print meeting schedule for distribution at Central Office and at the Central Office Representatives monthly meeting and shall carry out such other functions as directed by the Board of Trustees or CO Committee.

7.3.9. Literature Committee: The Literature Committee's general purpose is to maintain Central Office's supply of literature and other materials available from Alcoholics Anonymous World Services, Inc. and The AA Grapevine, Inc. The Literature Committee's duties include: 1-Provide a biannual physical inventory of books and materials, quantity and purchased dollar value. 2-Submit request for purchases to the Treasurer for purchases above pre-approved limit ($5,000 per month). 3-Order materials as needed.

7.3.10. Archives Committee: The Archive Committee will be entrusted with the safe keeping, organization, assembly, and storage of all Central Office records as directed by the Board of Trustees and C.O. Committee.

7.3.11. Public Information Committee: The Public Information Committee will function in cooperation with the similar committees in Districts 2, 10, 11, and 13, and Area 69. The Committee, in carrying out its duties, will refer to the GSO A.A. Guidelines and Kit for direction and guidance.

7.3.12. Treatment Facilities and Accessibilities Committee: The Treatment Facilities and Accessibilities Committee will function in cooperation with the similar committees in Districts 2, 10, 11, and 13, and Area 69. The Committee, in carrying out its duties, will refer to the GSO A.A. Guidelines and Kit for direction and guidance.

7.3.13. Corrections Committee: The Corrections Committee will function in cooperation with the similar committees in Districts 2, 10, 11, and 13, and Area 69. The Committee, in carrying out its duties, will refer to the GSO A.A. Guidelines and Kit for direction and guidance.

7.3.14. Cooperation with Professionals Committee: The Cooperation with Professionals Committee will function in cooperation with the similar committees in Districts 2, 10, 11, and 13 and Area 69. The Committee, in carrying out its duties, will refer to the GSO A.A. Guidelines and Kit for direction and guidance.

7.3.15. Technology Committee: Responsible for the maintenance of Central Office computer hardware and software, network infrastructure, cloud services, and all software licensing compliance. Assists the hotline and website committees with the maintenance of their respective systems when requested. The Technology Committee Chair may delegate responsibilities but must maintain administrative access to all systems under the purview of this committee. Wherever possible, the committee should favor open-source solutions and leverage the tax-exempt status of the Central Office.

7.3.16. Alternate Technology Committee: An Alternate Technology Committee Chair may be elected to fill in and perform the duties of the regular Technology Committee Chair when the Chair is unable to do so. The Technology Committee Chair is expected to provide extensive training to their Alternate Chair so that they are able to assist at the same level as the regular Chair. The Alternate Chair will be provided with the same level of access as the normal Chair so they can be of the same level of service; however, this access can be revoked by the normal Chair at any time.

7.3.17. Coins Committee: The Central Office Coin Committee is responsible for maintaining an adequate supply of celebratory coins as requested. The inventory shall include, but not limited to, aluminum, bronze, and tri-plate coins and/or medallions. The coins committee shall conduct a minimum of two physical inventories annually, in compliance with and/or in cooperation with the Central Office Treasurer's inventory as stated in by-laws section 6.7.4.8.

7.4. Authority

7.4.1. The Board of Trustees may act by and through both Standing and ad hoc Committees as may be specified in motions adopted by a majority of the members of the CO Committee.

7.4.2. Each Standing and ad hoc Committee shall have such duties and responsibilities as are granted to it from time to time by the CO Committee.

7.4.3. The dissolution of any Standing or ad hoc Committee shall be accomplished by a motion of a majority of the CO Committee.

7.5. Standing Committee Election Procedures

7.5.1. Elections for the Standing Committees are conducted by the Chairperson in the even numbered years at the December CO Committee meeting or as otherwise determined by the CO Committee.

7.5.2. Prior to calling for candidates, the eligibility requirements and the election procedure for those positions are read from the By-Laws.

7.5.3. All members of the CO Committee eligible for each of the positions will be asked to stand. Those who are able and willing to serve will then be asked to remain standing. Those standing candidate names are placed visibly at the front of the room. Each candidate may state their qualifications.

7.5.4. Voting will take place by ballot for all of the candidates. Any candidate receiving 2/3 vote is elected. If no member receives 2/3 vote, candidates with less than 1/5 of the vote are removed from the ballot, and the vote is retaken. If no candidate receives 2/3 vote, the candidate's names are placed in a hat and the name drawn from the hat is the elected chair.

7.5.5. Anyone elected to fill a vacancy as a Standing Committee Chair who has served for one year or less may be re-elected to that position to serve a full two-year term.

7.6. Removal from Office: The following reasons will be grounds for dismissal from a Standing or ad hoc Committee:

7.6.1. Indulging in alcoholic beverages.

7.6.2. Failure to attend or provide notification of absence at two CO Committee meetings during term of office.

7.6.3. Using the position to promote outside interests or for personal gain.

7.6.4. If, in the opinion of the majority of the Board of Trustees or the CO Committee, a member is not fulfilling their duties.

7.7. Vacancies: When a vacancy of a Standing Committee Chair occurs, the CO Committee shall select an eligible replacement by a majority vote. Filling a vacancy is not considered to be a full term of office.

8. Article 8. Central Office Management

8.1. General: The general management, authority over, and supervision of the activities of Central Office are vested in the Board of Trustees. It is intended that the routine work, services, and activities of Central Office be carried out through the voluntary services of A.A. members.

8.2. Employees – Generally

8.2.1. The Board of Trustees, with the approval of the CO Committee, may hire paid employees and/or other personnel. All decisions for employing paid workers are to be made and carried out consistent with A.A.'s Eighth Tradition.

8.2.2. All persons employed shall be "at will" employees.

8.2.3. Central Office employees shall be compensated at rate(s) approved by a vote of the CO Committee.

8.2.4. Central Office personnel function as paid employees of Central Office – not as an A.A. member –during duty hours and is hired largely on the basis of professional skill.

9. Article 9. CO Committee Financial Guidelines

9.1. Support of Central Office

9.1.1. Personal contributions up to $3,000.00 will be accepted or the amount currently approved by G.S.O. The solicitation or acceptance of contributions from any source outside of A.A. membership is expressly prohibited.

9.1.2. Neither Central Office nor the CO Committee shall accept the responsibility of trusteeship for or enter into the distribution or allocation of any fund or funds set up outside of the Central Office.

9.1.3. Central Office may accept donated funds to aid the Treatment and Accessibilities Committee to provide greater accessibility to local AA meetings. These funds may not be requested nor promoted by Central Office. The funds may be raised by groups and individuals for the purpose of paying invoices submitted for deaf interpreter services rendered.

9.2. Prudent Reserve Guidelines

9.2.1. In keeping with the principles of A.A. as described in the Preamble to these by-laws, Central Office should maintain a recommended Prudent Reserve of approximately six months operating expenses.

9.2.2. The Prudent Reserve shall be maintained for the express purpose of meeting the regular and necessary monthly expenses required to keep Central Office open and to provide its basic level of services in the event of an unexpected shortfall in income.

9.2.3. In such an eventuality, and for the purpose previously described, funds may be withdrawn only by a majority vote of the Board of Trustees who shall report such withdrawal to the CO Committee at the next available meeting.

9.2.4. All additional funds above the Prudent Reserve amount recommended by these Guidelines shall be designated as “operating funds” and shall be kept in a separate account.

9.3. Bank Accounts

9.3.1. Central Office shall maintain a checking account requiring two signatures to cash checks or withdraw funds and designated as “operating funds” which shall not be part of the Prudent Reserve.

9.3.2. Central Office may maintain such other accounts as it from time to time may determine for its Prudent Reserve all of which require two signatures to withdraw or transfer funds.

9.3.3. The authorized signers on all accounts maintained by Central Office shall be the Central Office Chairperson, Co-Chairperson, and Treasurer.

9.4. Authority to Borrow, Encumber Assets: No Board of Trustees member, officer, agent, or employee of Central Office 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 motions adopted from time to time by the CO Committee.

10. Article 10. Indemnification

10.1. To the fullest extent permitted by law Central Office shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative, or other legal process, by reason of their former or present capacity as a Board of Trustees member, officer, employee, volunteer, or member of a Standing or ad hoc CO Committee of Central Office.

10.2. Central Office may, from time to time and upon approval of the CO Committee, purchase and maintain insurance on behalf of any person who is or was a Board of Trustees member, officer, employee or member of a Standing or ad hoc CO Committee of Central Office.

11. Article 11. Miscellaneous

11.1. Fiscal Year. Unless otherwise fixed by the CO Committee, the fiscal year of Central Office shall begin on January 1 and end on the succeeding December 31 of each calendar year.

11.2. Electronic Communication and Meetings

11.2.1. Phone Conferences: A Board of Trustees member or a member of a Standing or ad hoc CO Committee may participate in their respective meetings by telephone or electronic means, as long as all persons present, whether physically or electronically, can hear all other participants simultaneously during the course of the meeting.

11.2.2. Special e-mail Meetings: The Board of Trustees Chairperson or, in their absence, the Board of Trustees Co-chairperson may call meetings conducted by e-mail when circumstances exist requiring immediate action. No meeting shall be conducted by e-mail unless notice of the meeting includes the nature of the emergency. No meeting conducted by e-mail shall be commenced until a majority of all Board of Trustees members have responded affirmatively that they have received notice and agree that the issue requires immediate action.

12. Article 12. Amendment of Articles of Incorporation and By-Laws

12.1. Procedure for Amending Articles of Incorporation and By-Laws by the Board of Trustees

12.1.1. The Board of Trustees may at any time propose a motion to amend the Articles of Incorporation or the By-Laws.

12.1.2. The proposal by the Board of Trustees of any motion to amend the Articles of Incorporation or the By-Laws shall be by substantial unanimity (two-thirds (2/3)) of the sitting elected Board of Trustees.

12.1.3. The motion shall be submitted to the CO Reps for approval at the next CO Committee meeting.

12.1.4. Approval of the motion by the CO Reps shall be by substantial unanimity (two-thirds (2/3)) of the Members present at the CO Committee meeting.

12.2. Procedure for Amending Articles of Incorporation or the By-Laws by CO Reps

12.2.1. CO Reps may propose a motion to amend the Articles of Incorporation or the By-Laws to the Chairperson in writing one week before the CO Committee meeting.

12.2.2. The motion shall be placed on the agenda and discussed at the next CO Committee meeting.

12.2.3. Motions proposed by CO Reps or group(s) shall set forth the names of the CO Reps or group(s) so proposing.

12.2.4. Notice of a proposed motion to amend the Articles of Incorporation or the By-Laws, whether made by the Board of Trustees, CO Reps or group(s) shall be submitted to the CO Committee thirty days before the next CO Committee meeting

12.2.5. The ratification of any motion by the CO Committee to amend the Articles of Incorporation or the By-Laws shall be by substantial unanimity (two thirds (2/3)) of the members present at the CO Committee meeting.