

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;

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 local telephone directory and a postal address, a website, publishing a meeting list and a newsletter and assisting and advising in the formation of new groups or meetings.

2:02 Intergroup is also responsible for putting on the Eastern Ontario Conference of Alcoholics Anonymous, and the Spring Conference. 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.

MEMBERSHIP

ARTICLE 3:00

3:01 The membership of Intergroup will consist of one representative from each group of Alcoholics Anonymous in the Ottawa Area which chooses to participate in the operations of Intergroup and who may vote at regular membership meetings, and officer members who may vote at regular membership meetings.

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. 12-Step Coordinator
- g. Literature Coordinator
- h. Website/Email Coordinator
- i. Newsletter Coordinator
- j. Eastern Ontario Conference Chairperson
- k. Spring Conference Chairperson

4.2 Positions (a) through (i) 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, 12-Step Coordinator, Literature Coordinator, Website/Email Coordinator, Newsletter Coordinator, Eastern Ontario Conference Vice-Chairperson and a Spring Conference Vice-Chairperson. The members may also elect such other officers as they wish to elect from time to time. All Officers and Directors of Intergroup should meet the requirements as outlined in the Ottawa Area Intergroup Policies and Procedures Manual, 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.

4.4 Roles and responsibilities of each officer are detailed in the Policies and Procedures Manual.

4.5 Each term of office will be for a period of two (2) years with the exception of the Spring and Eastern Ontario 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, their duties shall be temporarily performed by a currently serving member of the board or a sub-committee. A replacement officer may be elected or acclaimed at the 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) or three (3) candidates will be presented for election for each of the 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.

COMMITTEES AND OTHER OFFICERS

ARTICLE 8:00

8.01 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 9:00

9:01 The board of directors may hire and terminate all employees of Intergroup who will report to and be accountable to the Chairperson or their delegate.

BOARD OF DIRECTORS

ARTICLE 10:00

10:01 Between meetings of the members, the affairs of Intergroup will be managed by the board of directors. Each director member will have one vote at meetings of the board of directors.

10:02 Directors will be elected to hold office for two years or until a successor is elected.

10:03 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 Coordinator
4. 12-Step Coordinator

10:04 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. Website/Email Coordinator

VACANCIES, BOARD OF DIRECTORS

ARTICLE 11:00

11:01 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 or at the next regular election at which directors for the next year are usually elected, if the vacancy is three (3) months or less.

11:02 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 effect.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

ARTICLE 12:00

12:01 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 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 13:00

13:01 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 14:00

14:01 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 15:00

15:01 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.

REMUNERATION OF DIRECTORS

ARTICLE 16:00

16:01 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 17:00

17:01 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 18:00

18:01 The Head Office of Intergroup shall be in the City of Ottawa in the Province of Ontario at such location as the directors may from time to time determine.

SEAL

ARTICLE 19:00

19:01 The seal, an impression of which is stamped in the margin, will be the corporate seal of Intergroup.

EXECUTION OF DOCUMENTS

ARTICLE 20:00

20:01 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.

BOOKS AND RECORDS

ARTICLE 21:00

21:01 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 22:00

22:01 There will be no dues or fees payable for membership in Intergroup.

22:02 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.

22:03 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.

22:04 A Financial Review statement prepared by an independent accountant will be presented to the members of Intergroup within six (6) months of the fiscal year-end of Intergroup.

MONTHLY MEETING OF MEMBERS

ARTICLE 23:00

23:01 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 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 24:00

24:01 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, 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.

24:02 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 25:00

25:01 A quorum for the transaction of business at any meeting of members will consist of not less than twenty-two (22) members and four (4) officers present in person.

VOTING OF MEMBERS

ARTICLE 26:00

26:01 Each member of Intergroup attending the meeting is entitled to one (1) vote.

26:02 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.

26:03 A traditional right of appeal will apply, as outlined in the Twelve Concepts of Alcoholics Anonymous.

FINANCIAL YEAR

ARTICLE 27:00

27:01 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 28:00

28:01 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 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 29:00

29:01 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 mail addressed to the director, officer or member as his/her address appears on the books of Intergroup.

AMENDMENTS TO THE BY-LAW

ARTICLE 30:00

30:01 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.

Ottawa Area Intergroup Bylaws

BACKGROUND

These Bylaws were 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.

AMENDMENT HISTORY

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".

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.

On February 12th, 2020, a motion was made and passed unanimously to amend the bylaws to reflect the recently approved Policies & Procedures Document, to enable the officers of Intergroup to have a voice and a vote at regular meetings of Intergroup.

At the April 14th, 2021 monthly Intergroup meeting, a motion was made and passed unanimously to amend the revised Bylaws as presented by the Bylaws Committee.