

BYLAWS OF GREATER CINCINNATI INTERGROUP, Inc.

(Passed January 2024)

PREAMBLE

The primary purpose of Greater Cincinnati Intergroup, Inc. (also referred to "Intergroup", or "IG") is to assist the Alcoholics Anonymous ("AA") groups of the Greater Cincinnati area in carrying the Alcoholics Anonymous message to those who suffer from alcoholism. Intergroup is responsible to the Member Groups, deriving its authority from the Member Groups. In all its activities, policies, and proceedings, Intergroup shall observe the practice and spirit of AA's Twelve Traditions and Twelve Concepts for World Service, as well as its three legacies of Recovery, Unity, and Service.

ARTICLE I. NAME AND STRUCTURE/ORGANIZATION OF INTERGROUP COUNCIL

- 1.1 Name. Greater Cincinnati Intergroup Council, Inc. is the official name of the Non-Profit Corporation organized under the laws of the State of Ohio.
- 1.2 Structure of Greater Cincinnati Intergroup, a Not-for-Profit Corporation. consists of three components:
 - 1.2.1 Member Groups;
 - 1.2.2 Board of Directors of Intergroup; and
 - 1.2.3 Intergroup Office.

ARTICLE II. GROUP MEMBERSHIP

- 2.1 Membership in Intergroup.
 - 2.1.1 Any Alcoholics Anonymous Group in the Greater Cincinnati Area holding regularly scheduled Meetings may be a Member of Intergroup ("Member Group"), and in so doing be entitled to participation, by giving notice to Intergroup of its desire to be a Member.
 - 2.1.2 The notice must include: Group's name; the place and time of its Meetings; the name, street, email address, and telephone number of its Representative and if possible, an Alternate Representative to IG Meetings (both representatives are also known as "IGRs") to whom communications from Intergroup may be sent; and if the Group has an ID number assigned by General Service Office in NY.
 - 2.1.3 The Group shall become a Member Group of Intergroup upon registration and shall remain a Member Group until it notifies Intergroup that it no longer desires to be a Member Group.
- 2.2 Confidentiality.

All names and contact information of individual Alcoholics Anonymous Members submitted to and on file with Intergroup shall be kept confidential in accordance with AA's tradition of anonymity.
- 2.3 Notices regarding Intergroup Affairs and Activities.
 - 2.3.1 Member Groups shall be kept informed of Intergroup activities, policies, and membership by periodic written reports directed to the IGRs.
 - 2.3.2 Notices shall be published in IG's newsletter, website or other IG publications, with copies available for review at the Intergroup Office during normal business hours.

ARTICLE III. GROUP REPRESENTATIVES AND VOTING RIGHTS

- 3.1 Representative Selection.
 - 3.1.1 A Member Group shall select from its membership, in such manner and for such period as it may choose, an Intergroup Representative (IGR) and one alternate Representative.
 - 3.1.2 It is suggested that each IGR have at least one (1) year of continuous sobriety.
- 3.2 Intergroup Representative Registration.
 - 3.2.1 Each shall register with Intergroup in writing, providing name, mailing address, email address and at least one telephone number to facilitate contact by Intergroup.

- 3.2.2 A Member Group must be registered with Intergroup at least five (5) business days before its IGR shall be authorized to vote at IG Meetings, unless otherwise authorized by a majority vote at an Intergroup Meeting (IGM).
- 3.2.3 No IGR may represent more than one (1) Member Group at any time, although more than one individual from a Member Group may attend IGMs.
- 3.3 Voting Rights.
 - 3.3.1 Each Member Group, through its IGR, each Director of the Board, each IG Committee Chair, and each Intergroup Employee (alcoholic), shall have one vote on any matter brought before Intergroup. It is a tradition that the IG Chair refrain from voting, apart from breaking a tie.
 - 3.3.2 Anyone who holds more than one such position, shall have only one (1) vote

ARTICLE IV. INTERGROUP MEETINGS, STRUCTURE AND ELECTIONS

- 4.1 Meetings.
 - 4.1.1 Monthly Intergroup Meetings (IGMs) shall be held on the second Monday of each month, except in July when no monthly Meeting will be scheduled.
 - 4.1.2 If the second Monday of the month falls on a holiday, the monthly Meeting shall be held on any weekday as determined by majority vote of Intergroup.
 - 4.1.3 In the event of a disaster (e.g., flood, inclement weather, extended power outage, etc.), the IGM will be rescheduled to the earliest convenient date.
 - 4.1.4 In the event of a change in the time or place of the regular monthly Meeting, notice of the change will be posted on the IG website and transmitted to all IGRs, Officers, Committee Chairs, and Board by the best method for timely communication.
 - 4.1.5 Intergroup may recognize liaison representatives from related organizations and they may be invited to attend Meetings by the Intergroup Chair, with the advice and consent of the membership.
 - 4.1.6 Any Member of Alcoholics Anonymous is welcome to attend.
 - 4.1.7 The IG Membership Committee shall be responsible for maintaining accurate attendance records at IGMs of IGRs, Committee Chairs, Officers, and Board Members.
- 4.2 Structure.
 - 4.2.1 Intergroup Meetings shall be conducted by the following:
 - a. Chair of the Intergroup Meeting or the Alternate Intergroup Meeting Chair
 - b. IGM Secretary.
 - c. Treasurer; and
 - d. Parliamentarian (a non-elected service position).
 - 4.2.2 The IGM Chair, Alternate, and Secretary will be elected by Intergroup each to serve a two-year term. The Treasurer is an elected Board Member (see 6.2.7)
 - 4.2.3 Intergroup Service Committees:

The Intergroup may from time to time create service committees in the interest of carrying the AA message. Intergroup Committee Guidelines may be found in additional Trusted Servant Guidelines. Committee Chairs may be AA Members who volunteer, are appointed or nominated, and approved by the Intergroup voting body.
- 4.3 Intergroup Meeting Officer Qualifications.
 - 4.3.1 Candidates for the Intergroup Meeting Chair, IGM Alternate, and IGM Secretary must, at the time of the election be an Intergroup Representative (IGR), a Committee Chair, or Officer.
 - 4.3.2 Each candidate for Intergroup Meeting Chair, Alternate Chair, and Secretary shall have attended at least six (6) IGMs in the preceding year and shall have submitted an application in the time and form required of Board nominees.
 - 4.3.3 In accepting a nomination each qualified individual is affirming that he/she is a sober Member of Alcoholics Anonymous, is actively engaged in an Alcoholics Anonymous recovery

program, and has a suggested five (5) and a minimum of two (2) years of continuous sobriety.

- 4.3.4 No one may serve more than two consecutive terms for each office. At least one year must pass at the end of the second consecutive term before an individual who has served two consecutive terms is qualified to run for the same office.

4.4 Nominating and Election of Intergroup Officers

- 4.4.1 A list of eligible candidates compiled by the Membership Committee Chair for the service positions of Intergroup Meeting Chair, IGM Alternate Chair, and IGM Secretary shall be presented to the Membership at the September Intergroup Meeting.
- 4.4.2 Nominations shall be made at the October IGM, and an individual may either accept or decline any nomination made on his/her behalf.
- 4.4.3 Each individual accepting a nomination made at the October IGM shall present an oral résumé of qualifications, not to exceed three minutes, at the November and December Meetings.
- 4.4.4 Election of the IGM Chair, Alternate Chair, and Secretary shall take place at the December IGM.
- 4.4.5 All candidates shall be listed in writing for Intergroup to consider at the Intergroup election Meeting. Each voting Member will cast one ballot for IGM Chair, who will be elected by simple majority. The next position elected will be Alternate IGM Chair by the same means, followed by electing the secretary by the same means.
- 4.4.6 Those elected for service positions of IGM Chair, Alternate, and Secretary shall begin their service at the next Intergroup Meeting.

4.5 Role of the Intergroup Meeting Chair.

- 4.5.1 Facilitates the monthly Intergroup Meetings in accordance with AA's Twelve Steps, Traditions and Concepts.
- 4.5.2 Attends Board Meetings as an Ex-Officio voting Member of the Intergroup Board of Directors, providing reports and input on Intergroup activities.
- 4.5.3 Sets the agenda for each IGM with input from the other Officers.

4.6 Role of the Alternate Intergroup Meeting Chair.

- 4.6.1 Takes the role of IGM Chair when the Chair is absent.
- 4.6.2 Conducts orientations for new IGRs at each Intergroup Meeting.

4.7 Role of the Intergroup Secretary.

- 4.7.1 Prepares minutes of each Intergroup Meeting (IGM), revises when necessary, and delivers within two weeks after the IGM to the Intergroup Office for distribution to all IGRs, Board, Officers, and Committee Chairs.
- 4.7.2 Provides or participates in providing all proper notices of IGMs to the aforementioned in 4.7.1
- 4.7.3 Updates as necessary the agenda format for each IGM.

4.8 Role of the Intergroup Parliamentarian.

- 4.8.1 Assists the Intergroup Meeting Chair, in an advisory capacity, using Robert's Rules of Order to proceed on as informal a basis as possible consistent with the rights of all concerned (per the General Service Manual).
- 4.8.2 Shall be versed in Intergroup Bylaws, as well as AA's Twelve Steps, Traditions and Concepts.
- 4.8.1 Vacancy or Removal of Officer. An Intergroup Officer may be removed by Intergroup or the Board for failure to maintain his/her sobriety, conflict of interest, failure to attend Meetings, failure to perform the duties/obligations of the office and for any other good cause.

ARTICLE V. BOARD OF DIRECTORS: STRUCTURE, TERMS AND TENURE

- 5.1 Number of Directors and their Terms of Office. There shall be ten (10) Members of the Intergroup Board of Directors, whose composition consists of the following: Eight (8) elected Directors to serve two (2) year terms, four (4) of which are elected each odd-numbered year and four (4) of which are elected each even-numbered year, and Two (2) Ex-Officio Members of the Board (The Office Manager and Intergroup Meeting Chair).
- 5.2 Service Limitations/Tenure.
- 5.2.1 No individual shall be eligible to serve as a Director for more than two (2) full consecutive terms, after which time the Director shall sit out a minimum of one (1) year before being eligible to serve on the Board again.
- 5.2.2 No more than two (2) individuals having the same Home Group shall serve on the Board at any time.

ARTICLE VI. BOARD OF DIRECTORS: QUALIFICATIONS, ELECTIONS, QUORUM AND VOTING

- 6.1 Nominating Committee.
- 6.1.1 There shall be established a Nominating Committee of Board Members and IGRs charged with the responsibility of compiling a list of eligible individuals.
- 6.1.2 At the May Intergroup Meeting, the IGM Chair shall provide notice that an AA Intergroup application for the upcoming elections will be accepted by the Nominating Committee no later than August 15th.
- 6.2 Qualifications.
- 6.2.1 Candidates for Director should have a working knowledge of AA structure, including Intergroup, AA Steps, Traditions and Concepts.
- 6.2.2 Previous service on a Non-Profit Board is preferred, but not required.
- 6.2.3 Knowledge and understanding of, or a commitment to learning, Ohio Revised Code §1702.01 et seq. regarding Ohio nonprofit law is required.
- 6.2.4 All candidates shall sign and disclose/affirm on the AA application their Home Group, sobriety date with a minimum of 5 years, relevant AA service experience, relevant work experience, relevant education, any misdemeanor or felony conviction of a crime of moral turpitude or fraud, theft, embezzlement or similar crime, and work and/or volunteer experience unique to a candidate for Treasurer.
- 6.2.5 It is desired the Board reflect the AA community it serves, and diversity is a positive attribute of the Board.
- 6.2.6 In keeping with AA's Twelve Steps, Traditions and Concepts, the Nominating Committee is reminded that good service leaders are needed at every level of service and that the best-qualified individuals should be sought for these positions.
- 6.2.7 The Treasurer shall be elected by Intergroup. Any candidate for Treasurer shall have knowledge and experience in financial management, banking, financial advising, accounting and/or such other area of industry and study as provides the individual with the unique knowledge necessary to be an effective Treasurer.
- 6.3 Nominations.
- 6.3.1 Individuals vetted by the Nominating Committee and who have agreed to serve on the Board, if elected, shall be nominated by the Chair of the Nominating Committee at the September Intergroup Meeting (IGM).
- 6.3.2 The Nominating Committee shall provide Intergroup with a copy of each nominated candidate's application.
- 6.3.3 An application form adopted by the Board of Directors may be found on the Intergroup website or may be obtained from the IG Office.

- 6.3.4 Candidates must either attend the October IGM to accept nominations, or, in the event of an absence, provide written notice to the Nominating Committee of intent to accept the nomination prior to the Meeting.
- 6.3.5 At the October and November IGMs all nominees will present an oral résumé of qualifications, not to exceed three minutes. The Nominating Committee Chair may read a statement provided by the nominee as outlined in 6.3.4 in the event of an absence.
- 6.3.6 A nomination may be made from the floor per Roberts Rules
- 6.4 Quorum of Intergroup.
 - 6.4.1 A quorum must be present for voting to take place.
 - 6.4.2 A quorum shall be computed by taking the sum of the IGRs in attendance at each of the IG meetings January through June for the prior year, dividing that sum by 6, and then determining 2/3 of that number. That number will be determined in January and used throughout the year.
- 6.5 Voting and Elections.
 - 6.5.1 Election of Directors will take place at the November IGM.
 - 6.5.2 Directors shall take office on the first day of the month immediately following the election.
 - 6.5.3 The individual holding the position of the Treasurer shall be the only Director elected to serve in a specific position on the Board.
 - 6.5.4 Election of Directors, including the Treasurer, shall be by the Third Legacy Procedure as set forth in the *AA Service Manual*.

ARTICLE VII. BOARD OF DIRECTORS - ROLES AND RESPONSIBILITIES

The general management of the Intergroup business office and IG finances is vested in the Board. The Board shall also advise and provide counsel and support to Intergroup and its Committees to ensure Intergroup assists the Alcoholics Anonymous ("AA") Groups of the Greater Cincinnati area in carrying the Alcoholics Anonymous message to those who suffer from alcoholism.

- 7.1 Service Positions. The Officers of the Board of Directors of Intergroup Council, Inc. shall be as follows:
 - a. Board Chairperson ("Chair");
 - b. Board Vice-Chairperson ("Vice-Chair");
 - c. Board Secretary; and
 - d. Treasurer, directly elected to the position by IGRs; and
 - e. such other Officers as the Board of Directors may from time to time designate.
- 7.2 Responsibilities.
 - 7.2.1 Any Intergroup Board Member, in addition to the powers conferred by these Bylaws, shall have the powers and shall perform such additional duties as may be prescribed from time to time by the Board.
 - 7.2.1.1 Board Chair. The Chair shall perform the usual functions of the Principal Corporate Officer of a Non-Profit Corporation, including, but not limited to, the following:
 - a. Shall attend and preside at all regular and special Board Meetings and call special Meetings, setting the agenda for said meetings.
 - b. Shall be an Ex Officio Member of all Committees.
 - c. Shall report on all actions of the Board to Intergroup or designate another Director to do so if absent.
 - d. Shall represent at Meetings of Member Groups, Area Meetings, other Alcoholics Anonymous gatherings and events, and at any other Meeting in which Intergroup has an interest or should be officially represented.

- e. In lieu of attending any such Meeting or event identified in 7.2.1(d) above, the Chair may designate another Board Member or other qualified Member of Alcoholics Anonymous as a suitable representative.
 - f. Shall supervise the Office Manager as deemed appropriate by the Board of Directors or designate another Director to do so if absent.
 - g. May appoint, with the consent of the Board, Members of all regular and special Board Committees.
- 7.2.1.2 Vice-Chair. The Vice-Chair shall perform the usual functions of the second ranking Corporate Officer for a Non-Profit Corporation, including, but not limited to, the following:
- a. In the Chair's absence or upon the Chair's request, shall perform the necessary functions of the Chair as set forth in Article 7.2.1.
 - b. Shall conduct orientation of all new Board Members.
 - c. Shall be an Ex Officio Member of all Committees.
- 7.2.1.3 Secretary. The Secretary shall perform the usual functions of a corporate secretary for a Non-Profit Corporation, including, but not limited to, the following:
- a. Shall be responsible to take minutes of all regular and special Board Meetings, revising where necessary, and delivering to all Directors within two weeks after the Meeting.
 - b. Shall prepare and maintain minutes of all Board Meetings, which shall include a record of motions made and actions taken.
 - c. Shall ensure all proper notices of Board and IGMs are provided to Board Members.
 - d. Shall maintain a list of all current Board Members and positions, together with their mailing addresses, telephone numbers, email addresses, and term dates.
- 7.2.1.4 Assistant Secretary. The Board shall appoint from it an Assistant Secretary, who shall perform the usual functions of the Secretary in conjunction with the Secretary or in the Secretary's absence as set forth in Article 7.2.1.3.
- 7.2.1.5 Treasurer. The Treasurer shall perform the usual functions of the Chief Financial Officer of a Non-Profit Corporation, including, but not limited to, the following:
- a. Shall act in accordance with the IG Financial Policy, providing the receipt, custody, control, and safekeeping of all corporate financial records, including, but not limited to, receipts, expenditures, assets, liabilities, and vouchers to facilitate the appropriate and timely audit of Intergroup's financial affairs, and for the bonding of persons authorized to handle corporate funds and finances.
 - b. Shall provide to the Board and Intergroup a regular annual budget with monthly accountings with projected and actual financial reports.
 - c. Shall authorize appropriate IG Office personnel to endorse and deposit in Intergroup's bank accounts all checks and drafts payable to Intergroup and deposit all cash receipts.
 - d. Shall provide the IGM Chair, or any person designated by the IGM Chair, or chairperson of the Board, with the complete accounting records of Intergroup for inspection at a reasonable time and place, but not later than ten (10) business days after the request is made in addition to those identified in ORC (Ohio Revised Code) 1702.15.
 - e. Shall Chair the Board's Finance Committee.
 - f. Shall be an Ex-Officio Member of all Committees authorized to access and/or use IG funds.
- 7.2.1.6 Assistant Treasurer. The Board shall appoint from it, an Assistant Treasurer who shall perform the usual functions of the second ranking Financial Officer for a Non-Profit Corporation and in the Treasurer's absence or upon the Board Chair or Treasurer's

request, shall perform the necessary functions of the Treasurer as set forth in Article 7.2.1.5.

7.2.2 Each Board Member shall perform the usual functions of a Non-Profit corporate Board Member and shall strive to not miss more than three (3) IGMs or three (3) Board Meetings per calendar year.

ARTICLE VIII VACANCY OR REMOVAL OF DIRECTOR.

8.1 Vacancy.

8.1.1 If, for any reason, a vacancy occurs on the Board, the Board may, at the next Board Meeting, by a majority vote of the remaining Directors, appoint a qualified successor to serve until the next election of Directors.

8.1.2 At the time of the next regular election for Directors, any qualified and properly nominated individual may run for the balance of the unexpired term of the vacating Member.

8.2 Removal. Any voting Director may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the voting Board Members at a regular or special Meeting of the Board provided written notice of such has been given to all Directors, including the affected Board Member, at least ten (10) days prior to such action. The affected Director shall be provided an opportunity to oppose the removal action at such Meeting. Reasons for removal of a Director may include, but are not limited to: failing to maintain sobriety, failure to attend three (3) Intergroup Meetings per year, conflict of interest, failure to participate by missing more than four (4) Board Meetings annually, or the inability to serve the remainder of his/her term.

ARTICLE IX: INTERGROUP OFFICE MANAGEMENT: EMPLOYEES

9.1 Management. The general management of, authority over, and supervision of the activities of Intergroup are vested in the IG Board. It is intended, however, that the routine work, services, and activities of Intergroup be carried on primarily through volunteers' service to Intergroup and IG Office under the general supervision and coordination of a full-time paid Office Manager. The Office Manager shall be Ex-Officio Member of the Board. The Office Manager may be asked by the Board to remove him/herself at the time the Board engages in discussion or votes on sensitive matters pertaining to the position. Employees other than the Office Manager shall not be eligible to serve on the Board while employed by Intergroup.

9.2 Office Manager and Employees. A full-time paid Office Manager may be hired by the Board to manage the IG Office under the Board's control, supervised by the Board Chairperson, and assisted to the extent necessary by paid office employees and volunteers.

ARTICLE X: BOARD MEETINGS, ELECTION OF OFFICERS, AND QUORUM OF DIRECTORS

10.1 Election of Board Officers. At a Board Meeting following the Intergroup election of new Board Members, the Board shall elect the following IG Board Officers: Chairperson, Vice Chairperson and Secretary. The Treasurer is a Board Officer elected directly by Intergroup.

10.2 Quorum of Directors. While substantial unanimity is always the goal in AA matters, a majority of the elected Directors shall constitute a quorum, and Board actions shall be adopted by majority vote, unless otherwise set forth herein. An action or resolution may also be adopted by unanimous consent without a Meeting.

10.3 Board Meetings.

10.3.1 The Intergroup Board Meetings are closed business Meetings and generally, only Board Members, may attend. The Board Chairperson, with the consent of the majority of the Board, may invite guests to attend a Meeting.

10.3.2 Up to three (3) IGRs may attend the Board Meeting after a written request is submitted at least seven (7) days in advance of the Meeting to the Board Chair. Upon consensus of the Board, The IGRs may attend as observers.

- 10.3.3 Any visitor, non-Board Member, employee or personnel may be asked by the Board or Committee Chairperson to leave any Meeting during the discussion of any sensitive confidential information or during any Committee or Board vote.
- 10.3.4 Minutes of the Board shall be sent to Members of Intergroup via email and available for review at the IG Office with exception to matters regarding personnel.
- 10.3.5 Regular Meetings. Directors shall hold regular monthly Meetings at such times and places as the Board determines.
- 10.3.6 Special Meetings. Other than a Meeting called for the purpose of removing a Board Member as provided in Article 8.2, special Meetings of the Board may be called by the Chair or other Members of the Board with a three-day notice, limiting business to that stated in the notice. The notice must be sent to all Directors with a majority response affirming the issue requiring immediate action.
- 10.3.7 Board Committee Meetings. Committees established by the Board may be subject to change and further described in additional trusted servant guidelines. Meetings held by these Committees are closed business Meetings attended only by the Committee Members. The Chairperson of any such Committee, with the advice and consent of the majority of the other Committee Members may invite non-Committee Members to attend and/or participate in said Meetings where appropriate.

ARTICLE XI. CONFLICTS OF INTEREST

- 11.1 Entry into Contract or Transaction Involving Conflict of Interest.
The Board shall not enter into any contract or transaction with (a) one or more of its Directors; or (b) an organization in or of which a Director of Intergroup is a Director or Officer, or in some other way has a material financial interest unless:
- That interest is disclosed or known to the Board of Directors;
 - The Board approves, authorizes, or ratifies the action in good faith;
 - The approval is by a majority of Directors (not including the interested Director).
- 11.2 Board Discussion. The interested Director may be present for discussion to answer questions, may not vote on the matter and may be asked to leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE XII. INDEMNIFICATION AND INSURANCE

- 12.1 Intergroup shall indemnify and insure each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation, by reason of the former or current capacity of the person as: a Volunteer, Agent of a Volunteer, Member of a Service Committee, Director, Officer, Employee or Member of a Committee of Intergroup or Director, Officer, Partner, Trustee, Employee or Agent of another organization or employee benefit plan who, while a Director, Officer, or Employee of the Corporation, is or was serving the other Corporation at the request of this Corporation or whose duties as a Director, Officer, or Employee of the Corporation involve or involved such services to the other Corporation, against judgments, penalties, fines (including, without limitation, excise tax assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.
- 12.2 Indemnification and insurance provided by this article shall continue as to any person who has ceased to act in the capacity identified in Article 13.1 above, shall inure to the benefit of the heirs, executors, and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision. Any benefit realized

in addition to this benefit shall apply as a credit against any indemnification provided by this provision.

12.3 There shall be no indemnification in the event of a deliberate intent to cause injury or reckless disregard for the best interests of the Corporation on the part of the person who otherwise would be indemnified.

12.4 Insurance. The Corporation shall to the full extent permitted by applicable law, purchase and maintain insurance covering any person identified in 13.1 above against any liability asserted against such person or claim of liability and incurred by such person in any such capacity.

ARTICLE XIII. INTERGROUP FUNDS

13.1 Authority to Borrow, Encumber Assets. Only the Board may authorize and grant Intergroup general or limited power to borrow money or pledge real or personal property as collateral for any debt.

13.2 Deposit of Funds. All Intergroup funds shall be deposited in the name of Intergroup in banks, trust companies, savings and loans or other insured depositories as the Board may approve. Money may only be withdrawn as authorized by the Board.

13.3 Source of Funds.

13.3.1 Funds owned and used by Intergroup may only be derived from the following sources: voluntarily made contributions from Member Groups, individual AA Members, bequests from deceased AA Members, Intergroup events and sale of Board approved merchandise at Central Office. Contributions will be accepted only if consistent with AA Traditions. These funds shall be the source of payment of Intergroup obligations and costs of operation.

13.3.3 The Members, Directors and Officers shall have no personal liability for Intergroup's obligations.

13.3.4 No part of IG funds or other property, income or principal shall ever be paid to or inured to the benefit or pecuniary gain of any volunteer, Member, Director, Officer, or employee of Intergroup or any donor or any other individual who has a personal or private interest in its activities, directly or indirectly, except as reasonable compensation for services rendered.

13.3.5 No IG fund or property shall be used for or devoted to efforts or propaganda to influence legislation.

13.4 Gifts and Donations. Pursuant to Ohio Revised Code §1702.12(C), and consistent with AA Concepts, Intergroup may receive or reject property of any description, by gift, devise, or bequest. Intergroup shall maintain an appropriate prudent reserve so as to not become wealthy.

13.5 Restrictions. Intergroup shall observe and take all necessary and appropriate steps to maintain Intergroup's status as a nonprofit, education and charitable entity under all applicable state and federal law. Intergroup shall always act to preserve its exempt organization status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV. AMENDMENT OF BYLAWS and ARTICLES OF INCORPORATION

14.1 Proposed amendments of the IG Bylaws must be made by The Board, by resolution, or by other voting Members of Intergroup in writing and seconded before notice is sent to Member Groups for further discussion and vote.

14.2 A proposed amendment to the bylaws shall be considered at the IGM after notice of the proposed amendment has been given in writing to all voting members of Intergroup at least thirty days in advance of the vote on the amendment.

14.3 The adoption of any resolution to amend the Bylaws shall be by substantial unanimity which shall be defined as two-thirds (2/3) of a quorum of Intergroup.

14.4 The adopted resolution shall be submitted to the Board for approval by substantial unanimity (two-thirds (2/3)) of elected Board Members.

- 14.5 The Board has the authority to amend the bylaws without the approval of Intergroup when such amendments are to correct typographical errors, are intended to clarify a provision, are to eliminate ambiguity or conflict or are to create consistency.
- 14.6 The articles of incorporation may be amended as provided by OCR 1702.38

ARTICLE XV. DISSOLUTION

- 15.1 Dissolution of the Intergroup Corporation. Upon dissolution of the Corporation, the Officers shall, after the paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation, in such a manner as described in 18.2.
- 15.2 In the event of Intergroup's dissolution, all of its funds and other property remaining after payment of its obligations shall be transferred to the General Service Office of Alcoholics Anonymous.
- 15.2.1 If the General Service Office of Alcoholics Anonymous does not exist or will not receive such assets, then to an organization in this geographic area (exempt under the provisions of the U.S. Internal Revenue Code) that is engaged in activities substantially similar to those of Intergroup.
- 15.2.2 If this cannot be done (as listed in article 18.2.1.2 above), then such funds and property shall be charged with a charitable public trust to be used in the State of Ohio for charitable and educational purposes.

ARTICLE XVI. MISCELLANEOUS

- 16.1 Fiscal Year. Unless otherwise fixed by the Board, the fiscal year of the Corporation shall begin on January 1 and end on the succeeding December 31.
- 16.2 Corporate Seal. The Corporation shall have no seal.
- 16.3 Promulgation of Policies. The Board of Directors shall from time to time, in accordance with the Principles and Traditions of AA, promulgate policies for matters affecting Intergroup including but not limited to: transparency of Intergroup actions and operations, anonymity, confidentiality and privacy, finance, ethics, conflict of interest, gifts, archives, document retention and destruction, and any additional issues that may arise.
- 16.4 Attendance at Electronic Meetings. A Member, Director, or Committee Member may participate in a Meeting of the Board, Executive Committee or other Committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants in real time during the entire Meeting and all may participate in the meeting.
- 16.5 Intergroup shall act consistent with ORC 1702 et seq.

I, _____, the Secretary of Greater Cincinnati Intergroup Council, Inc., hereby certify and affirm the adoption of these Bylaws by the Intergroup Representatives on the ____ day of _____, 20____.

Dated: _____
Intergroup Council Secretary