

# BY-LAWS OF NORTHEAST CENTRAL SERVICES, INC

## ARTICLE I – NAME

The name of this corporation is: NORTHEAST CENTRAL SERVICES, INC.

## ARTICLE II – PURPOSES

The purposes for which this Corporation is formed are:

- A. To maintain and operate a central office in the City of Tulsa, Oklahoma, or such other place or places as may be from time to time selected, to provide aid and assistance to alcoholics and others interested in or affected by the disease of alcoholism; to receive inquiries regarding Alcoholics Anonymous, to exchange information between various Groups of Alcoholics Anonymous in Northeastern and Southeast Oklahoma, and to provide a source of information to the public about alcoholism and Alcoholics Anonymous. All aid and assistance, as well as any other activity, shall be limited to that authorized by and conforming to Alcoholics Anonymous Traditions and Guidelines.
- B. To have power to acquire, own, lease and sell property—real, personal, and mixed—as may be necessary to carrying out the purposes hereinabove mentioned.
- C. To borrow money and to execute notes, mortgages, and other evidence of indebtedness and securities in connection with the above set forth purposes.
- D. The Corporation will not participate in any activities such as carrying on propaganda or in otherwise attempting to influence legislation, and it will not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.
- E. The Corporation may accept gifts, contributions, devises, and bequests from members of Alcoholics Anonymous only and within the amounts approved by the General Service Conference of Alcoholics Anonymous.

## ARTICLE III – LOCATION

The principal office of this Corporation shall be located in the city of Tulsa, Tulsa County, State of Oklahoma, or such other places that may from time to time be selected.

## ARTICLE IV – MEMBERSHIP

Membership in NORTHEAST CENTRAL SERVICES, INC. shall consist of organization members.

### Organization Members:

Any Alcoholics Anonymous Group in the Northeast or Southeast Districts of Alcoholics Anonymous and any other adjoining district, desiring membership in this Corporation, shall designate one of its members as a Delegate. All Delegates shall be voting members of the House of Delegates. No membership fees specifically for NORTHEAST CENTRAL SERVICES, INC. shall be required.

## BY-LAWS OF NORTHEAST CENTRAL SERVICES, INC

Delegate: An A.A. member selected by his or her Group to represent them as a voting member of the House of Delegates of NORTHEAST CENTRAL SERVICES, INC.

### ARTICLE V – TERM

The term for which this Corporation shall exist shall be perpetual. If, as and when it is dissolved, its assets shall be given and transferred to institutions or corporations of a similar nature and of similar purposes, which possesses appropriate Federal tax exemption certificates.

### ARTICLE VI – BOARD OF TRUSTEES

- SECTION 1. The program, business and property of this Corporation shall be administered, managed, and controlled by a Board of Trustees who shall be elected at the Annual Meeting (to hold office for a three-year term). No Trustee shall serve more than (2) consecutive three-year terms.
- SECTION 2. All Trustees shall be members of Alcoholics Anonymous with a minimum of three (3) years of continuous sobriety and residing in the Northeast and Southeast Districts. Membership on the Board of Trustees shall be a diverse cross section of Alcoholics Anonymous in the Northeast and Southeast Districts. Therefore, no group shall have more than one (1) of its members serving on the Board of Trustees at any time.
- SECTION 3. The number of Trustees shall be twelve (12), but such number may be increased or decreased by amendment to these By-Laws within the limits fixed by the Articles of Incorporation.
- SECTION 4. (a) Terms: Nine (9) Trustees shall be chosen by written ballot for a term of three (3) years. Three (3) Alternates shall be elected for a term of one (1) year to serve as needed in fulfilling any unexpired term. The tenth, eleventh and twelfth trustees shall be the Chairmen of the East-Northeast District, the West-Northeast District and the Southeast District of Alcoholics Anonymous to serve during their terms as Chairs and who shall not have a vote except in case of a tie.
- (b) Alternates will be voted in as Alternate (1), Alternate (2) and Alternate (3) and will be moved up according to the number of votes given by the Delegates.
- SECTION 5. The Corporation's Board of Trustees and the Officers are prohibited and restricted from committing the Corporation for any loans of money or incurring any other liability in excess of \$5,000.00 without first presenting the proposal to a Special or Annual Meeting of the House of Delegates for approval, except when contracting for rental space.
- SECTION 6. Any Trustee may be removed from the Board by a two-thirds (2/3) vote of the full Board of voting Trustees.

## BY-LAWS OF NORTHEAST CENTRAL SERVICES, INC

### ARTICLE VII – OFFICERS OF THE CORPORATION

- SECTION 1. The Officers of this Corporation shall consist of the President, Vice President, Secretary, Treasurer, and Assistant Secretary, all of whom shall be Trustees. No Trustee can hold more than one office at one time.
- SECTION 2. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

### ARTICLE VIII – ELECTION OF OFFICERS

- SECTION 1. Officers and members of the Executive Committee shall be elected by the Board of Trustees following the Annual Meeting. No Officer or member of the Executive Committee shall serve more than three (3) consecutive one-year terms in the same office.
- SECTION 2. The Chairs of the East-Northeast District, the West-Northeast District and the Southeast District of Alcoholics Anonymous shall not be eligible for election to any office.

### ARTICLE IX – NOMINATING COMMITTEE

- SECTION 1. A Nominating Committee of five (5) Delegates shall be elected at Second (2<sup>nd</sup>) Quarterly Meeting of the Delegates. Nominating Committee members must have at least two (2) years of continuous sobriety. Members of the Board of Trustees and employees of the Corporation shall not be eligible to serve on the Nominating Committee. Members of the Nominating Committee shall serve a one (1) year term; consecutive terms are not allowed, i.e., back-to-back one-year terms are prohibited.
- SECTION 2. Nominations of qualified nominees may be presented from the floor by Delegates only, provided the consent of all nominees has been previously obtained. All nominees from the floor shall be members of Alcoholics Anonymous with at least three (3) years of continuous Sobriety. The Board President shall provide the Nominating Committee with the names of any current Board Members or Alternate Board Members who wish to be placed in nomination at the Third (3<sup>rd</sup>) Quarterly Delegates Meeting.
- SECTION 3. The Nominating Committee shall prepare a list of not less than eight (8) nor more than ten (10) qualified persons for election to the Board of Trustees of the Corporation. It shall be the responsibility of the Board of Trustees to present the names of all nominees (with a brief list of qualifications) to the Delegates at least thirty (30) days before the time of regular election. All nominees shall be members of Alcoholics Anonymous with at least three (3) years of Sobriety. The Nominating Committee should consider nominees' service experience as well as business experience.
- SECTION 4. The Nominating Committee shall supervise the election of Trustees. The election should use a weighted vote to streamline the election process, thus eliminating the need for runoff elections.

## BY-LAWS OF NORTHEAST CENTRAL SERVICES, INC

### ARTICLE X – DUTIES OF OFFICERS

- SECTION 1. PRESIDENT. It shall be the duty of the President to preside at all of the meetings of the Board. The President shall be the executive head and shall see that all orders of the Board of Trustees and House of Delegates are carried out. The President shall execute all papers and legal documents. The President shall act as primary supervisor of the lead office employee and provide general oversight of the operations of the Central Service Office.
- SECTION 2. VICE - PRESIDENT. The Vice-President shall perform the duties of the President in the absence or incapacity of the President.
- SECTION 3. SECRETARY. The Secretary shall keep full minutes of all meetings of the Board of Trustees and House of Delegates and shall record these in a book provided for that purpose. The Secretary shall give the required notice of all meetings of the Board of Trustees and House of Delegates. On the election of a successor, the Secretary shall turn over to the Board of Trustees all property and papers of the Corporation.
- SECTION 4. ASSISTANT SECRETARY. The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary.
- SECTION 5. TREASURER. The Treasurer shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall ensure that all funds received by the Central Office staff are deposited, in a timely manner, in such banks as the Board of Trustees may direct. The Treasurer shall ensure that all disbursements of funds are accurate and necessary to the daily operations of the Central Service Office, and pursuant to the direction of the Board. The Treasurer shall render an account to the Board of Trustees at its regular meeting, and at other times when required. The Treasurer shall render an account of all transactions, receipts, and disbursements for the past month at the meeting of the Executive Committee. If upon review by the Board of Trustees and/or a two-thirds (2/3) majority vote of the House of Delegates an audit, review, or compilation is deemed appropriate, one will be performed.

The Treasurer shall sign all checks of the Corporation. In the event of the Treasurer's absence or incapacity, checks must be signed by the President or the Vice President. These checks shall be issued in payment of expenses in an approved budget or on specific approval of the Board of Trustees. The Treasurer shall turn over to the Board of Trustees at the expiration of his/her term of office all property and papers and money of the Corporation.

### ARTICLE XI – VACANCIES

Any vacancy on the Board of Trustees shall be filled by the eligible Alternate for unexpired terms only. See Article VI, Section 4b.

## BY-LAWS OF NORTHEAST CENTRAL SERVICES, INC

### ARTICLE XII – MEETINGS

- SECTION 1. There shall be at least one (1) Annual January Meeting per year of the House of Delegates followed by three (3) calendar quarterly meetings. Each Delegate shall be notified in writing at least thirty (30) days prior to the meeting of the place, date and hour of the meeting and a proposed agenda.
- SECTION 2. Three (3) members of the Board of Trustees and the three (3) Alternates shall be elected at the Annual Meeting. Reports of the President, Treasurer and Standing Committees shall be presented to the House of Delegates.
- SECTION 3. Any business concerned with the activities of the Corporation may be presented at this meeting or included on the agenda.
- SECTION 4. Special Meetings of the House of Delegates may be called by three (3) Trustees or ten (10) or more Delegates. Each voting Delegate shall be notified in writing at least ten (10) days prior to the meeting of the place, date, and hour of the meeting, and a proposed agenda.
- SECTION 5. Any Committees that the House of Delegates shall consider necessary will be selected by nominations from the floor of Delegates present. If there are more nominees than the number required for the Committee, elections shall be by written ballot.

### ARTICLE XIII – MEETING OF THE BOARD OF TRUSTEES

- SECTION 1. The Board of Trustees shall hold meetings at least four (4) times per year and each Board member shall be notified prior to the meeting.
- SECTION 2. Regular meetings of the Executive Committee shall be held as necessary, and each Committee member shall be notified prior to the meeting.

### ARTICLE XIV – QUORUMS

- SECTION 1. Annual Meeting and all meetings of House of Delegates - The Delegates present at the Annual Meeting shall constitute a quorum.
- SECTION 2. Two-thirds (2/3) of the duly elected voting members (6) of the Board of Trustees shall constitute a quorum.
- SECTION 3. Three-fourths (3/4) of the Executive Committee (3 members) shall constitute a quorum.

### ARTICLE XV – BUDGET

- SECTION 1. A proposed budget shall be submitted by the Trustees to the House of Delegates at the Annual January meeting. Budget will be voted on at the next Delegates Meeting.

## BY-LAWS OF NORTHEAST CENTRAL SERVICES, INC

SECTION 2. The budget shall include a Reserve Fund, also called Prudent Reserve, in accordance with the AA Service Manual and the Twelve Concepts. A Reserve Fund shall be established whose principal purpose is to provide the financial resources necessary to continue the essential services of NORTHEAST CENTRAL SERVICES, INC. in the event of emergency or disaster. The Fund is limited to no more than one year's combined operating expenses of NORTHEAST CENTRAL SERVICES, INC. If the Reserve Fund exceeds the twelve-month upper limit, a one-year period is allowed to review the reserve fund levels, followed by a second year to formulate actions to adjust the reserve fund below twelve months operating expense. The operating Corporation shall transfer cash in excess of working capital required annually to the reserve fund.

SECTION 3. As recommended by the AA Service Manual and the Twelve Concepts, use of the reserve fund may be authorized by the Board of Trustees for extraordinary expenses. The Trustees continuously monitor the reserve fund balance as well as the number of months operating expenses, in an attempt to allow for orderly management of the fellowship's Central Service Financial affairs, keeping in mind our primary goal of carrying the message to the alcoholics who still suffer.

### ARTICLE XVI – PARLIAMENTARY AUTHORITY

All meetings shall observe Roberts Revised Rules of Order.

### ARTICLE XVII – PROHIBITED PAYMENTS

The Trustees, Officers and Committee members shall not be paid for their services. They may be reimbursed for actual and necessary expenses incurred in connection with their duties for NORTHEAST CENTRAL SERVICES, INC.

### ARTICLE XVIII – LIMITATION OF ARTICLES

No provision shall be enacted as a part of these By-Laws which is contrary to the best interests of Alcoholics Anonymous Worldwide as expressed by the Twelve Traditions of Alcoholics Anonymous and the Twelve Concepts of World Service.

### ARTICLE XIX – AMENDMENTS

Amendments to these By-Laws may be presented by any Delegate by presenting a written copy to the Secretary of the Board at least forty-five (45) days prior to the next meeting of the House of Delegates, who shall thereupon give written notice to all Delegates stating contents of said amendments to be voted upon at the next meeting. All proposed amendments must be presented to the Delegates at least thirty (30) days in advance of the meeting. Such amendments shall be adopted by two-thirds (2/3) of votes cast by the Delegates present.