

BYLAWS OF  
Las Vegas Intergroup of Alcoholics Anonymous

The following Amended Bylaws, dated this 8th day of July, 2019, governing the organization and operation of Las Vegas Intergroup of Alcoholics Anonymous ("Intergroup") pursuant to its Articles of Incorporation as a Nevada Non-Profit Corporation are hereby adopted by its Board and ratified by the Representatives on behalf of all members.

Intergroup's primary purpose is to assist the AA Groups of Las Vegas and Southern Nevada in carrying the Alcoholics Anonymous message to those who suffer from alcoholism. Intergroup is responsible to the Member Groups, deriving its legitimate authority therefrom. 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.

SECTION I.  
MEMBERSHIP

1. Membership in Intergroup. Any Alcoholics Anonymous Group or Alcoholics Anonymous Meeting (the "Group") in Southern Nevada, holding regularly scheduled meetings and desiring to participate in any or all of the activities of Intergroup may become a member of Intergroup and be entitled to participation by giving notice to Intergroup of its desire to be a member. The notice must state the Group's name or number, the place and time of its meetings, and the name, address, and telephone number of its Secretary or other representative to whom communications from Intergroup may be sent and must designate the Intergroup Representative (Representative) or any alternate who shall represent its interests in Intergroup affairs. The Group shall become a member of Intergroup upon receipt of the notice by Intergroup and shall remain a member until it notifies Intergroup that it no longer desires to be a member (Registration and qualification as a voting Representative is covered in Section 2.2).
  - a. It shall be understood that although a Group is considered a "member" of Intergroup, each Group shall be autonomous with regard to costs and responsibilities for any and all expenses, liabilities, and obligations associated with the operation of the Group. Groups acknowledge that Intergroup delivers the service requested by the Groups, but maintains no liability or obligations associated therewith.
2. Source of Funds. Funds for Intergroup's activities and operations shall be received from groups or individual members of Alcoholics Anonymous, from Alcoholics Anonymous events, and the sale of merchandise deemed by Board of Directors to be relevant to the gaining and maintaining of sobriety and/or to the objectives of the Alcoholics Anonymous program. All member Groups shall be encouraged to make regular contributions to Intergroup. However, it shall be recognized that all contributions are voluntary, and that a Group's membership shall not be dependent upon whether it or its members make contributions.
3. Confidentiality. All names and addresses of individual Alcoholics Anonymous members submitted to and on file with Intergroup shall be kept confidential in accordance with the principle of anonymity.
4. Notices regarding Intergroup Affairs and Activities. Members shall be kept informed of Intergroup activities, policies, finances, and membership by annual written report and by such interim reports to the Representatives or to the members as may from time to time be requested or directed by the Board or the Representatives. Such notices shall be published in the Intergroup

newsletter or such other general circulation publications of Intergroup, as can be found on <https://www.lvcentraloffice.org/>, with copies available for review at Intergroup's office during normal business hours.

SECTION II.  
GROUP REPRESENTATIVES  
VOTING RIGHTS

1. Representative Selection. Each member Group shall exercise its membership voting rights solely through its Representative. Each member Group shall select from its membership, in such manner and for such period as it may choose a Representative and one Alternate. It is suggested that each Representative have at least one year of continuous sobriety. The Representative shall represent the Group in all intergroup affairs. In the absence of the Representative, a properly registered Alternate shall be entitled to represent the Group as its Representative.
2. Representative Listing. Each Representative shall list their information with Intergroup in writing, providing name, mailing address and at least one telephone number to facilitate contact by Intergroup. It is the responsibility of each member Group and its Representative to provide current contact data to Intergroup to assure that the Group through its Representative has the opportunity to participate in meetings and represent its interests. A Group must be listed with Intergroup at least five (5) days before their Representative shall be entitled to vote at Representative Meetings.
3. Voting Rights. Chair of the Board shall be entitled to voting rights at Representative meetings, along with the Representatives.

SECTION III.  
GROUP REPRESENTATIVES  
MEETINGS, NOTICE, QUORUM

1. Regular Meetings.
  - a. Regular meetings of the Representatives shall be held monthly.
  - b. The regular meeting of the Representatives held in November shall be the annual meeting of Intergroup. Election of Directors shall be held at that meeting.
2. Special Meetings. Special meetings of the Representatives may be called at any time (a) by the Chair, (b) by the Board, or (c) upon written request of at least fourteen (14) Representatives or ten (10%) percent of the total registered Representatives of the corporation, whichever is less. There must be a minimum of 14 days' notice, to call any Special Meeting. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.
3. Meeting Notice. Notice of the meeting shall be communicated to the Representatives through the Intergroup Newsletter or such other generally circulated publication of Intergroup.
4. Notice of Resolution to Amend Articles or Bylaws. These Bylaws of any amendment, change, or repeal thereof must be ratified by a vote of two-thirds of Representatives present at a meeting of the Representatives; provided the proposed change has been submitted in writing at two (2) consecutive previous Representative's meetings. The proposed change would be eligible for formal vote at the 3rd sequential Representative's meeting.

5. Quorum. A number equal to sixty percent (60%) of the number of Representatives who attended the three meetings immediately prior, without counting the Chair of the Board if present, shall constitute a quorum at any meeting. If a quorum is not present, those in attendance may adjourn the meeting to a time and place they may select when the necessary quorum for conducting business may be present. Alternatively, the Representatives may conduct an informational meeting and take advisory votes, so long as those in attendance are advised that any action voted has no legal effect.
6. Meeting Procedure. The Board Chair shall preside at Representatives meetings or delegate to a Representative Chair to be elected by the Member Groups, the Board Secretary or secretary elected by the Member Groups shall take minutes of the meeting, and Robert's Rules of Parliamentary Procedure shall be used to conduct business in an orderly manner.

#### SECTION IV. BOARD OF DIRECTORS

##### 1. Directors: Number, Terms, Service Limitations, Qualifications, Elections.

- a. Number. There shall be thirteen (13) Directors consisting of twelve (12) elected Directors and one (1) non-voting ex officio Director (Office Manager).
- b. Terms. The elected Directors shall be elected by the Representatives at the annual meeting of Intergroup. Four (4) Directors shall be elected each year to serve three-year terms, such that one-third (1/3) of the Board shall be retired and replaced annually.
- c. Service Limitations. No individual shall be eligible to serve as a Director for more than five (5) consecutive years, nor for more than five (5) years out of any ten-year period, as a member of the Board. No more than two (2) individuals from any member Group shall serve on the Board at any time.
- d. Qualifications. Each individual nominated shall certify to the nominating committee that they are sober members of Alcoholics Anonymous, and have a minimum of five (5) years of continuous sobriety. The individual shall also certify the identity of their home Group in Alcoholics Anonymous.
- e. Elections. Election of Directors shall be by the third legacy procedure as set forth in the AA Service Manual.

##### 2. Director Nominations.

- a. No later than eight (8) weeks before the election, the Chair shall notify the Representatives that resumes will be accepted by the Intergroup Office for new Directors. The Chair shall strive to ensure that there are at least twice as many nominees as there are Director Positions available at the time of election.
- b. Individuals qualified to be Directors shall be nominated by sending an AA resume to the Intergroup Office no later than ten (10) business days before the annual meeting, or may be nominated by a registered Representative at the annual meeting.

- c. Resumes shall include sobriety date, home group, relevant AA service experience, relevant non-profit service experience, and relevant work experience. The Office Manager shall provide copies of resumes to the Intergroup Representatives by electronic means seven (7) business days before the day of the election, with any confidential information redacted upon the written request of the individual.

### 3. Vacancy and Removal of Directors.

- a. If for any reason, a vacancy occurs, the Board may at the next Board meeting, by a majority vote of the remaining Directors, elect a qualified successor to serve out the term, subject to approval of the Representatives at the next Representatives meeting.
- b. Elected Directors may be removed with or without cause by the affirmative vote of two-thirds (2/3) of all Board members at a regular or special meeting. Proper Notice shall be given to all Directors, with the affected Director being provided proper notice of the right to be heard concerning the action for removal. Reasons for removal of a Director shall include (but are not limited to) failing to maintain sobriety, and/or missing more than two (2) consecutive Board meetings annually.

### 4. Status and Term of the Office Manager.

- a. The Office Manager shall be a non-voting ex officio Director of the Board.
- b. The Office Manager's membership on the Board shall be dependent upon continuing employment as the office manager.
- c. The Office Manager's employment is at will.
- d. The provisions of Section 4.3 b. herein shall not apply to the removal of the office manager from the Board. As an at will employee the Office Manager may be removed from the Board by majority vote of the elected Directors.

## SECTION V. BOARD MEETINGS

1. Meetings. The Board shall hold a meeting for the election of officers prior to the annual meeting of the Representatives and shall thereafter hold meetings at least quarterly, but more frequently if and as deemed necessary by the Board, at such time and place as the Board determines. Notice of regular Board meetings shall be given to the Member Groups in the Intergroup Newsletter. Directors shall have at least 10 calendar day's notice of any scheduling changes for upcoming Board meetings.
2. Special Meetings. Special Meetings of the Board may be called by the Chair and other Officers of the Board, upon three-day' notice to all Directors, without notice to the Member Groups. All business transacted at any special meeting of the Board shall be limited to those issues raised for which the special meeting was called. At the discretion of the Executive Committee, the Board may have a Special Meeting without the Office Manager.
3. Quorum of Directors. A majority of the Elected Directors shall constitute a quorum, and Board actions shall be adopted by majority vote, unless otherwise set forth herein.

## SECTION VI. CORPORATE OFFICERS

1. Tenure and Responsibility. The officers of Intergroup shall be Chair, Co-Chair, Secretary and Treasurer and such other officers as the Board may from time to time designate. Officers shall be elected by the Board to serve one-year terms and or until their respective successors are chosen and have been qualified. Any officer may at any time be removed by the Board with or without cause by an affirmative vote of a majority of the current Elected Members of the Board. The officers shall have general supervisory authority, with the approval of the Directors, over the areas of their various responsibilities. Any or all of the officers may be authorized by the Directors to co-sign corporation checks. The powers and duties of the officers are as listed in the description of Officers' Duties maintained by the Board Secretary.
2. Additional Powers. Any officer of this corporation, in addition to the powers conferred by these Bylaws, shall have the power and shall perform such additional duties as may be prescribed from time to time by the Board.

## SECTION VII. CORPORATE MANAGEMENT: OFFICE MANAGER AND EMPLOYEES

1. Corporate Management. The general management, authority over, and supervision of the activities of Intergroup, are vested in the Board and in its officers. It is intended, however, that the routine work, services, and activities of Intergroup be carried on primarily through volunteer's service of Alcoholics Anonymous members, and others under the general supervision and coordination of a full-time paid Executive Director - Office Manager. The Office Manager shall be an ex officio member of all committees unless membership is specifically limited by the Board.
2. Office Manager and Employees. A full-time paid Office Manager shall be hired by the Board to manage the Intergroup Office under the Board's authority, supervised by the Board Chair, and assisted to the extent necessary by paid office employees. The qualifications, compensation, powers, and duties of the Office Manager and other intergroup employees shall be established by the Board, along with the policies and procedures related to their respective employment. All persons employed shall be "at will" employees.

## SECTION VIII. COMMITTEES

1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Directors may be appointed to such committees; however, such committees shall be comprised primarily of other Alcoholics Anonymous members who are willing to contribute their time to Intergroup activities in the furtherance of Alcoholics Anonymous purposes and objectives.
2. Committees of the Corporation. The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more committees of the corporation. The Board Chair shall appoint the chairpersons for the committees. The Chairs of the committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such powers as provided in the resolution which established the committee. Dissolution of any such committee shall be accomplished by a resolution of a majority of the Board as a whole.

3. Types of Committees. In general, the types of committees may include, but not be restricted to, Programs, Nominating, Finance, Human Resources, Physical Plant and Facilities, Member Services, and Special Events, as set forth in the committee listings maintained by the Board Secretary.
4. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's member at least ten (10) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.
5. Executive Committee. The Executive Committee shall be comprised of the Board Chair, Co-Chair, Secretary, Treasurer, and the Office Manager.

#### SECTION IX. CONFLICT OF INTEREST

1. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors; (b) a director of a related organization; or (c) an organization in or of which a director of Intergroup is a director, officer or legal representative, or in some other way has a material financial interest unless:
  - a. That interest is disclosed or known to the Board of Directors;
  - b. The Board approves, authorizes, or ratifies the action in good faith;
  - c. The approval is a majority of directors (not counting the interested director); and
  - d. At a meeting where a quorum is present (not counting the interested director).
2. Board Discussion. The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must 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.

#### SECTION X. INDEMNIFICATION

1. To the full extent permitted by Nevada law, the Corporation shall indemnify 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 a reason of the former or present capacity of the person as:
  - a. A director, officer, employee or member of a committee of the Corporation or,
  - b. Director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of this corporation, is or was serving the other corporation at the request of this Corporation or whose duties as a director, officer, or employee of this 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. Indemnification provided by this section shall continue as to a person who has ceased to be director, officer, employee, or committee member, 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 section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this provision.

- c. The Corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of the Corporation against any liability asserted against such person and incurred by such person in any such capacity.

## SECTION XI. MISCELLANEOUS

1. Fiscal Year. Unless otherwise fixed by the Board, the fiscal year of this Corporation shall begin on January 1 and end on the succeeding December 31.
2. Corporate Seal. This Corporation has no seal.
3. Electronic Communication and Meetings.
  - a. Phone Conferences. A member, director, or committee member may participate in a meeting of the Board or Executive Committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants simultaneously during the course of the meeting.
  - b. Notice. All notice requirements set forth in Section V<sup>7</sup> apply similarly to any electronic meetings, whether conducted by phone or by any other electronic means of communication, including meetings conducted by e-mail.
  - c. Special e-mail Meetings.
    - i. The Board Chair may call meetings conducted by e-mail when exigent circumstances exist make it unreasonable to delay action and unlikely that a quorum for a physical meeting can be obtained within three (3) days.
    - ii. In calling a meeting conducted by e-mail, the Chair shall provide notice to all Directors by e-mail, contacting anyone by phone that cannot be reached by e-mail. No meeting shall be conducted by e-mail unless notice of the meeting includes the nature of the exigent circumstances necessitating immediate action. No meeting conducted by e-mail shall be commenced until a majority of all Directors have responded affirmatively that they have received notice and agree that the issue requires immediate action.
    - iii. To the extent practicable, special meetings conducted by e-mail are subject to the same rules of parliamentary procedure as regular meetings.

4. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of this Corporation 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 resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.
5. Deposit of Funds. All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

## SECTION XII.

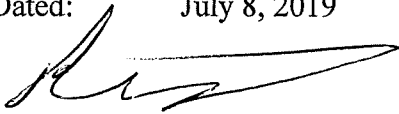
### AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

1. Procedure for Amending Articles of Incorporation and Bylaws of the Board.
  - a. The Board may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws.
  - b. The adoption by the Board of any resolution to amend the Articles of Incorporation or the Bylaws shall be by substantial unanimity (two-thirds (2/3)) of the sitting elected Directors of the Board.
  - c. After adoption, the resolution shall be submitted to the Member Groups for approval at the next Representatives meeting.
  - d. Approval of the resolution by the Member Groups shall be by substantial unanimity (two-thirds (2/3)) of the Members present at the Representatives meeting.
2. Procedure for Amending Articles of Incorporation or the Bylaws by Member Groups.
  - a. Representatives of Member Groups may adopt a resolution to amend the Articles Of Incorporation or the Bylaws at a Representative's meeting.
  - b. Resolutions proposed by Representatives shall set forth the names of the Representatives so proposing.
  - c. The adoption of any resolution by the Representatives to amend the Articles of Incorporation or the Bylaws shall be by substantial unanimity (two-thirds (2/3)) of the Members present at the Representatives meeting.
  - d. After adoption the resolution shall be submitted to the Board for approval.
  - e. Approval of the resolution by the Board shall be by substantial unanimity (two-thirds (2/3)) of the sitting elected Directors of the Board.
3. Notice. Notice of a proposed resolution to amend the Article of Incorporation or the Bylaws, whether made by the Board or the Representatives shall be submitted to the Intergroup Office thirty (30) before the next representative's meeting.



I, Chairman of the Board of Directors of the Las Vegas Intergroup of Alcoholics Anonymous A/K/A Las Vegas Intergroup hereby certify and affirm the adoption of these Amended Bylaws by the Representatives on and by the Board of Directors on.

Dated: July 8, 2019

A handwritten signature in black ink, appearing to read 'Richard Pearlstein', with a long horizontal flourish extending to the right.

Richard Pearlstein  
Chairman  
Board of Directors  
LV Intergroup of AA