

TRACKED CHANGES VERSION

WASHINGTON AREA INTERGROUP ASSOCIATION

BYLAWS

Original Bylaws Adopted October 14, 1986
Annual Audit - Feb 2013
Committee addition - January 2015
3rd Legacy Election - September 2016

Reviewed in committee January 2016 through October 2017

**TRACKED CHANGED VERSION - FOR DISTRIBUTION TO ALL WAIA BOARD
MEMBERS FOR REVIEW PRIOR TO RATIFICATION – RELEASED OCTOBER 30, 2017**

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USING THIS DOCUMENT:

This version of the proposed WAIA Bylaws is provided to allow comparison of the original Bylaws and the Proposed Bylaws.

~~Text removed is presented in blue strikethrough~~

Text replacing or being added is presented in blue with an underline

~~Text which has been moved in its old position is presented in green double strikethrough~~
Text which has been moved in its new position is presented in green double underline

Text added to this version ONLY to explain is presented in ***(ORANGE ALL CAPS, ITALIC)***

The registrar definition, original Article Five, section 6 has been moved to Article Six, page 14
 The original Article Six, committees has been moved to Article Seven.

The significant changes to the committee structure requires the two versions be presented side by side – this is shown beginning on page 15

The original Article Thirteen – Requirements to be a WAIA representative has been integrated with Article Three, Board of Directors. The relevant sections are presented side by side on page 30.

WAIA Preamble

In all of its proceedings, the Washington Area Intergroup Association ([WAIA](#)) shall observe the spirit of A.A. tradition, taking great care that it never becomes the seat of perilous wealth or power; that sufficient operating funds, plus ample reserve, be its prudent financial principle; that none of its members shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote, and wherever possible by substantial unanimity; that no committee action ever be personally punitive, or an incitement to public controversy; that though it may act for the service of Alcoholics Anonymous groups in the Washington metropolitan area, it shall never perform any acts of government; and that, like the society of Alcoholics Anonymous, it will always remain democratic in thought and action.

[The above is adapted from the Third Legacy Manual of A.A. World Services and A.A. co-founder Bill W.'s Twelve Concepts for World Service as adopted by the General Service Conference on April 24, 1962. This adaptation of copyrighted A.A. material has been approved by the General Service Board.]

Article One Organization

Section 1 Name of organization

The name of this organization shall be Washington Area Intergroup Association, Inc.

Section 2 Seal of organization

The organization shall have a seal which shall be in the following form:



The seal consists of the lowercase letters 'walia' in a bold, black, sans-serif font. The letters are closely spaced and have a slightly rounded, modern appearance. The 'w' is particularly prominent, with a thick stroke and a rounded bottom. The 'a' and 'i' are also thick and rounded. The 'l' is a simple vertical bar, and the 'a' at the end is a simple rounded shape. The entire seal is centered on the page.

Section 3 Seal location

The seal shall be kept at the office designated by the Board of Directors under the custody of the secretary of the Executive Committee.

For Board Review

Article Two Purpose

Section 6 Statement

The purpose of the Corporation shall be the administration and coordination of Alcoholics Anonymous activities common to the various groups comprising its membership, including the maintenance of an intergroup office. This office shall act as a clearinghouse for the effective development of A.A. and as an A.A. information resource center for the Washington, D.C. area.

Section 7 Business of the Corporation

The particular business of ~~said~~the Corporation shall be to provide for the coordination of A.A. efforts among Washington area groups and to assist the recovery of persons suffering from alcoholism by:

- A) Receiving and disbursing funds ~~and doing and performing any and all other lawful things and acts necessary or desirable to carry on all or any of the corporate purposes;~~
- B) ~~Carrying on~~ Performing any and all other lawful acts necessary or desirable to execute any activity and purchasing or all of the corporate purposes;
- B)C) Purchasing, acquiring, holding and, or disposing of such property, (or engaging in any related activity) real, and/or personal and mixed property as may be requisite necessary for the transaction of its business or the Corporation to conduct of its affairs.
- C)D) Acquiring property for the corporate purposes by grant, gift, devise, or bequest, which shall not exceed the amount prescribed suggested by the General Service Office of Alcoholics Anonymous, and as set forth in the most recent edition of the pamphlet "Self-support: Where Money and Spirituality Mix" (or its functional equivalent).

Section 8 Relationship with A.A. service structure

The Corporation is not part of the Alcoholics Anonymous service structure. As such, it is not bound by General Service Office (GSO) guidelines. However, where possible, the Corporation shall operate in a manner that is consistent with the Twelve Steps, Twelve Traditions, and Twelve Concepts of Service of Alcoholics Anonymous, and in its deliberations, consider the guidelines published by GSO.

Article Three Board of Directors

Section 1 Membership

The membership of the ~~association shall consist~~Corporation consists of a Board of Directors, ~~each Member~~. Each board member is a Washington Area Intergroup Association Representative (WAIA Representative), having been elected by an individual A.A. group in the Washington, D.C. metropolitan area ~~who shall be Washington Area Intergroup Association Representatives, and currently serving in that capacity~~. The Board of Directors shall control the management policies of the Corporation.

(ORIGINAL REQUIREMENTS TO BE A WAIA REPRESENTATIVE FOUND IN ARTICLE 13, PAGE 30 OF THIS DOCUMENT)

~~Section 2~~ —

Section 2 — The term of office for a member Participation

All WAIA Representatives as well as A.A. members are allowed to attend and participate in the monthly WAIA Board meeting. Meetings of the Board of Directors are open to anyone to attend. However, only registered WAIA Representatives are allowed to vote during the meeting.

~~Section 3 shall be two years. There may be no limitation to any group in the number of terms its elected~~Registration

To be a registered WAIA Representative (or registered member can serve on of the Board of Directors. Membership on the Board of Directors shall in no case be dependent upon dues, fees, or assessments. (MOVED TO SECTION 7 PAGE 7)), the Representative must fill out the WAIA Update Form with the name of the group's WAIA Representative and at least one other point of contact (at the minimum, there must be name and phone number for the point of contact; please provide as much information as possible) and submit it to the WAIA Registrar. A Representative will not be allowed to register unless a complete form has been submitted.

Section 4 Voting

To be eligible to vote, a Representative must check in or register with the WAIA Registrar before each Board meeting.

Section 5 Representing one group only

No member (or alternate) of the Board of Directors may represent more than any one group during the course of his or her term.

Section 6 Alternate representatives

Only members of the Board of Directors who are registered with the Registrar may vote on any issue before the Board; ~~however, the Chairman~~. In the representative's absence, an elected alternate who is registered with the Registrar may vote. An alternate whose representative is present may not vote. The Chair of the Board of Directors may recognize anyone asking to address the Board.

~~Section 3~~

Section 7 ~~——~~ ~~The Board~~ Service lengths

Our consensus is that the Corporation has a vested interest in balancing institutional knowledge with the spirit of rotation. Therefore, it is suggested that a Representative serve a minimum of one year and a maximum of six continuous years of service. Membership on the Board of Directors shall in no case be dependent upon dues, fees, or assessments.

Section 8 Meeting location and records

The Board of Directors ~~may~~will hold its meetings and ~~may~~ keep records of its ~~records~~ meetings at the office of the Corporation or at such other place or places as may be determined ~~from time to time~~ by resolution of the Board of Directors.

Section 9 Meeting timing

The Board of Directors shall meet monthly at a time and place approved by the Board of Directors.

Section 10 Special meetings

Special meetings of the Board of Directors may be called by: the ~~Chairman~~Chair and Vice-~~Chairman~~Chair; a majority of the five at-large members of the Executive Committee; or on written request of at least twenty members of the Board of Directors to the Chair. Any special meeting shall be scheduled at least seven (7) days after written notice has been sent to each member of the Board of Directors.

Section 11 Meeting procedures

Every meeting of the Board of Directors shall be called to order by the ~~Chairman~~Chair or Vice-~~Chairman~~Chair or, in the absence of both, by a member of the Executive Committee. The ~~order of~~ business normally shall ~~be as follows~~include:

~~——~~ Call to order

- ~~——~~ Approval of minutes of ~~last~~ preceding meeting
- Reports of officers and committees
- Old business
- New business

~~——~~ Adjournment

~~——~~ The following reports ~~must~~should also be presented during the following prescribed meetings:

- A) A quarterly financial report ~~must be~~ given during the February, May, August, and November meetings.
- a) An annual budget ~~must~~should be presented ~~during~~no later than the October meeting-
- B) ~~The annual budget shall be~~ and approved ~~during~~no later than the November meeting.
- C) A preliminary report of the Elections Committee ~~shall be~~ presented at the November meeting. ~~The report shall include the names of any candidates already nominated by the committee to stand for election in December.~~

~~b) A slate of candidates for Chairman, Vice-Chairman, and Executive Committee shall be presented during the December meeting.~~

D) ~~The election for Chairman, Vice-Chairman, and members of the Executive Committee~~Elections shall take place during the December meeting.

Section 12 Prohibition on voting by proxy

Voting by proxy shall not be permitted at meetings of the Board of Directors.

~~Section 4~~

~~Any member of the Board of Directors may be removed by his or her local A.A. group with or without cause. Any vacancies occurring by such group action must be reported to the Chairman of the Board of Directors.~~

~~Section 5~~

~~Any vacancy on the Board of Directors shall be filled by the appropriate local A.A. group.~~

Section 13 Group selection of representatives

Each group is responsible for selecting its own representative (and alternate representative) to the Board of Directors.

FOR BOARD REVIEW

Article Four The Executive Committee

Section 1 Membership

The membership of the Executive Committee shall consist of:

- A) Five members selected at large by the Board of Directors who shall have a term in office of one year;
- B) The ChairmanChair and Vice-ChairmanChair of the Board of Directors, and;
- C) The Secretary and the Treasurer of the Board of Directors who shall serve ex-officioas non-voting members.

Section 2 Chair

The ChairmanChair of the Board of Directors serves as ChairmanChair of the Executive Committee but may vote only in the case of tie.

Section 3 Responsibility

The Executive Committee shall have the responsibility to administer the daily affairs of the Corporation within guidelines that may be established by the Board of Directors.

Section 4 Role in corporation employment

The Chair and Vice-Chair, with the approval of the Executive Committee, where possible, shall have the responsibility to employ or dismiss such personnel as may be necessary to conduct the business of the Corporation.

Section 5 Role in employee compensation

The Executive Committee shall establish a salary range for each employed position established to conduct the affairs of the corporation and may, in conjunction with the Office Committee, establish guidelines to review personnel performance and procedures. Any personnel and procedural review mustshould follow any guidelines established by the Board of Directors.

Section 6 Role in committee chair selection

The Executive Committee shall approve the chairmen-ofchairs of any corporate committees, including the Elections, Finance, Office, and Rules Committees established by the Board of Directors. The Executive Committee shall also approve the Registrar.

Section 7 Meeting time and place

The Executive Committee shall meet monthly at the call of the ChairmanChair at a time and place agreed to by the Committee.

Section 8 Quorum

Four voting members of the Executive Committee shall constitute a quorum.

Section 9 Special meetings

Special meetings of the Executive Committee may be called by the ChairmanChair or at the request of any three members of the Committee.

Section 3

~~All members of the Executive Committee~~ The request for a special meeting shall be notified ~~of in writing~~. Any special meeting ~~by mail or phone~~ shall be scheduled after written notice has been sent to ~~their most recent address and phone number on file at each member of the Washington Area Intergroup Association office.~~ Executive Committee. Any issue decided or motion made at a special meeting must be carried by four votes.

Section 10 Removal procedures

A member at-large of the Executive Committee may be removed from the Executive Committee for any reason by the Board of Directors, ~~providing~~ provided that:

- A) A resolution calling for the removal of a member of the Executive Committee shall be automatically tabled for a period of one month;
- B) A member of the Executive Committee addressed in a resolution of removal from office shall have the opportunity to address the Board of Directors prior to the vote at the meeting when the resolution is taken from the table;
- C) The passage of the resolution shall require a two-thirds vote of the members of the Board of Directors present and voting.
- D) Where warranted, and by either a two-thirds vote of the Executive Committee or two-thirds vote of the Board of Directors, the member-at-large may be suspended immediately pending the removal resolution.

Section 11 Interim vacancy procedures

A vacancy among the five members elected at large shall be filled by the Executive Committee from among members of the Board of Directors, to complete the remainder of the term until the next regularly scheduled election. Filling of the vacancy should occur within one month of the occurrence of the vacancy where possible.

Article Five Officers

Section 1 Positions

The officers of the Board of Directors shall ~~include~~consist of a ~~Chairman~~Chair, Vice-~~Chairman~~Chair, Secretary, and Treasurer.

~~Chairman~~

Section 2 Chair

The ~~Chairman~~Chair of the Corporation has the following roles and responsibilities:

- A) The Chair of the Board of Directors shall also serve as ~~Chairman~~Chair of the Executive Committee and shall be the president of the Corporation.
- B) The ~~Chairman's~~Chair's term in office shall be one year~~, with the option of nomination and election to a second~~ one-year term immediately following their first term of service. An incumbent Chair who has served fewer than six months is not considered to have served a one year term and may stand for election to their first term of service.
- C) At the time of ~~his~~their election the ~~Chairman~~Chair shall also be a member of the Board of Directors.
- ~~D)~~ The Chair shall have the authority to appoint all the committee chairmen;chairs.
- ~~D)E)~~ The Chair shall have the authority to appoint the Registrar. However, the Executive Committee shall approve the appointment of the Registrar. ~~appointments of the chairmen of the Finance, Elections, Office, and Rules Committees~~
- ~~E)F)~~ The Chair shall be the supervisor of the office manager.
- ~~F)G)~~ The Chair, with the assistance of the Treasurer, shall arrange for an annual independent audit of the ~~corporation's~~Corporation's financial records by a Certified Public Accountant (CPA-). The annual audit may be one of three types: full audit, review, or compilation report. The type of audit will be determined by mutual agreement between the ~~Chairman~~Chair, the Treasurer, and the CPA and be conducted to generally accepted accounting principles. A compilation review may be conducted no more than 3 years in a row. The Board of Directors may vote by simple majority to request a change of the audit type whenever deemed appropriate.
- ~~G)H)~~ The Chair shall call and run the meetings of the Board of Directors and the Executive Committee at a time and place agreed to by the Board of Directors and the Executive Committee ~~respectively~~.
- I) The Chair is authorized to be a signer on any account and may execute contracts on behalf of the Corporation.
- ~~H)J)~~ The Chair shall undertake any other duties delegated by the Executive Committee or the Board of Directors.

~~Section 2~~Section 3 ~~Vice-Chairman~~Chair

~~The Vice-Chairman~~The Vice-Chair of the Corporation has the following roles and responsibilities:

- ~~†)A)~~ The Vice-Chair of the Board of Directors shall also serve as Vice-~~Chairman~~Chair of the Executive Committee and shall be the vice-president of the Corporation.
- ~~‡)B)~~ The Vice-Chair's term in office shall be one year~~, with the option of nomination and election to a second one-year term immediately following their first term of service.~~ An incumbent Vice-Chair who has served fewer than six months is not considered to have served a one year term and may stand for election to their first term of service.
- ~~↵)C)~~ At the time of his~~their~~ election the Vice-~~Chairman~~Chair shall also be a member of the Board of Directors.
- ~~↳)D)~~ The Vice-Chair shall serve as ~~Chairman~~Chair whenever there is a vacancy in the office of ~~Chairman~~Chair or when requested to do so by the ~~Chairman~~Chair.
- ~~↻)E)~~ The Vice-Chair may assume any of the responsibilities of the ~~Chairman~~Chair when requested to do so by the ~~Chairman~~Chair.
- ~~↷)F)~~ In the case of a vacancy in the office of Vice-Chair, the members of the Executive Committee shall select someone from among their membership who shall become the Vice-~~Chairman~~Chair. This selection shall create a vacancy on the Executive Committee which shall be filled in accordance with these bylaws.
- ~~G)~~ The Vice-Chair is authorized to be a signer on any account and may execute contracts on behalf of the Corporation.
- ~~H)~~ The Vice-Chair shall undertake any other duties delegated by the Chair, the Executive Committee, or the Board of Directors.

~~Section 3~~Section 4 ~~Treasurer~~

The Treasurer of the Corporation has the following roles and responsibilities:

- ~~Θ)A)~~ The Treasurer and Assistant Treasurer shall be nominated by the ~~Chairman~~Chair and approved by the Executive Committee.
- ~~Π)B)~~ The term of office for the Treasurer and Assistant Treasurer shall be at the sole discretion of the Executive Committee~~or until a successor takes office.~~
- ~~Ο)C)~~ The Treasurer and Assistant Treasurer shall serve as a~~voting member~~members of the Finance Committee. Neither the Treasurer nor Assistant Treasurer may serve as Chair of the Finance Committee.
- ~~Ρ)D)~~ The Treasurer and Assistant Treasurer may also be a~~member~~members of the Board of Directors, but it is not required. They may not serve on the Executive Committee as a member elected at large, ~~or~~ as Vice-~~Chairman~~Chair or Chair, or ~~Chairman~~hold any other position.
- ~~Σ)E)~~ The Treasurer shall maintain the corporate financial records and prepare monthly financial reports for review by the Board of Directors.

- ~~T)F)~~ The Treasurer is authorized to be a signer on any account. Where two signatures are required, the Treasurer should be one of the signers where possible. The Treasurer, Chair, or Vice-Chair may authorize distributions of petty cash not to exceed the amount of \$100 per transaction and \$200 per month.
~~All disbursements of the corporation's moneys shall be made by check signed by the Treasurer and countersigned by the Chairman or Vice-Chairman. The Assistant Treasurer may sign in the Treasurer's place when acting as Treasurer. However, the Executive Committee may establish a petty cash fund with the approval of the Board of Directors.~~
- ~~U)G)~~ The Treasurer shall be responsible for maintaining up to date and correct bank signees on the ~~Association's corporate~~Corporation's accounts.
- ~~V)H)~~ The Treasurer shall be responsible for administration of the retirement plan provided to WAIA full-time employee. ~~If applicable,~~ the Treasurer shall be responsible for administration of the retirement plan provided to WAIA full-time employees.
- ~~W)I)~~ The Assistant Treasurer shall assume all of the responsibilities of the Treasurer when requested to do so by the Executive Committee.
- ~~X)J)~~ The Treasurer shall serve as point of contact and maintain relationships with all financial institutions and the Certified Public Accountant for all financial matters relating to WAIA, including the annual review and/or audit. The Treasurer, with the assistance of the Chair, shall arrange for an annual independent audit of the Corporation's financial records by a CPA.
- ~~Y)K)~~ In the event both the Treasurer and Assistant Treasurer ~~can not~~cannot perform their duties of office, then the Vice-~~Chairman~~Chair of the Executive Committee shall act as Treasurer until a new Treasurer is appointed or either the Treasurer or Assistant Treasurer return to duty.
- ~~b)~~ The Treasurer and Assistant Treasurer shall serve as voting members of the Finance Committee.

~~Section 4~~Section 5 Secretary

The Secretary of the Corporation has the following roles and responsibilities:

- ~~Z)A)~~ The Secretary shall be nominated by the ~~Chairman~~Chair and approved by the Executive Committee.
- ~~AA)B)~~ The term of office shall be at the sole discretion of the Executive Committee ~~or until a successor takes office.~~
- ~~BB)C)~~ The Secretary may also be a member of the Board of Directors, ~~but it is not required. They~~ may not serve on the Executive Committee as a member elected at large, ~~or as Vice-Chairman~~Chair or Chair, or ~~Chairman~~hold any other position.
- ~~CC)D)~~ The Secretary shall maintain the minutes of the official business of the Board of Directors and ~~may be appointed to maintain the minutes of the official business~~ of the Executive Committee.
- ~~a)~~ The Secretary may receive a stipend at a rate approved by the Board of Directors.

~~Section 5 Registrar~~ (MOVED TO ARTICLE SIX - PAGE 15)

Section 6 Removal procedures

An officer may be removed from office for any reason by the Board of Directors, ~~providing~~provided that:

- A) A resolution calling for the removal of an officer shall be automatically tabled for a period of one month;
- B) The officer addressed in a resolution of removal from office shall have the opportunity to address the Board of Directors prior to the vote at the meeting when the resolution is taken from the table;
- C) The passage of the resolution shall require a two-thirds vote of the members of the Board of Directors present and voting.
- D) Where warranted, and by either a two-thirds vote of the Executive Committee or two-thirds vote of the Board of Directors ~~shall have, the officer~~ may be suspended immediately pending the removal resolution.

(ORIGINAL ARTICLE SIX COMMITTEES MOVED TO ARTICLE SEVEN – PAGE 16)

FOR BOARD REVIEW

Article Six Registrar

The Registrar ~~is of the liaison between WAIA Corporation has the following roles and the Area for communicating information about groups and meetings to and from GSO- responsibilities:~~

- a) ~~The Registrar and outreach committee will work together to ensure that all updates and corrections are made to group information. shall be appointed by the Chair and approved by the Executive Committee. The term of the registrar shall be the term of the appointing Chair. The Registrar responsibilities are to include may be a member of the Board of Directors, but are it is not limited to the following: a requirement.~~
- b) ~~The Registrar shall:~~
 - i) ~~determine eligibility to vote;~~
 - ii) ~~distribute election ballots; and~~
 - iii) ~~assist in counting votes.~~
- b)c) ~~The Registrar maintains a confidential database on the Intergroup computer, stored in a centralized WAIA location, and ensures it is kept current and the anonymity of its content so is properly preserved. The database consists of records of groups registered groups with Intergroup WAIA with their Representatives and alternates. The database also contains information such as group name, meeting address, and time and, group officers where available, and a phone number for groups, Secretary, Treasurer, and WAIA Representatives the groups if applicable.~~
- e) ~~The Registrar will attend each of the WAIA Board meetings and set up the registration desk.~~
- d) ~~The Registrar registers voting members and members at large of the Board of Directors, alternates, and all others at all WAIA Board meetings and reports the number of voting members. The Registrar shall also announce the number of persons eligible to vote (i.e., Representatives and alternates whose Representative is not present-~~
- e)d) ~~The Registrar keeps records current through use of group change forms) at each Board of Directors meeting.~~
- f)e) ~~The Registrar works closely with the Outreach Committee, Area Registrar and Intergroup office staff during the creation, updating, and correction of Area meeting lists, assisting as needed.~~
- g)f) ~~The Registrar shall keep WAIA and the Intergroup Corporate Office updated of any and all Group changes.~~
- h) ~~The Registrar shall may be appointed by removed following the Chairman. The terms same removal procedures set forth in the procedures for removal of the registrar shall be the term of the appointing Chairman.~~
- i)g) ~~The registrar shall: 1) determine eligibility to vote; and 2) distribute election ballotsofficers.~~

Due to the significant changes to the committee structure in the new bylaws, the two versions are being presented side by side.

Article Seven Committees (Proposed)

Section 1 Committee Structure

The following outlines the three-tiered structure of committees- committee roles and responsibilities are detailed in the next section.

- I) Corporate Committees
 - A) Definition: committees that take an active role in the day to day operation of the Corporation
 - B) Voting Membership: Voting membership on a corporate committee is open to all current members of the Board of Directors, current and past officers of the Corporation, and past Executive Committee members.
 - C) Committee Chair: The corporate committee chairs shall be appointed by the WAIA Chair and approved by the Executive Committee. All current Board of Directors, current and past officers of the Corporation, and past Executive Committee members are eligible to serve as a corporate committee chair.
 - D) Creation or removal of a corporate committee: Creation or removal of a corporate committee shall occur by an amendment to the Bylaws.

The office manager may be a non-voting member of any corporate committee.

Article Six Committees (Original)

Section 1

The WAIA Board of Directors shall have the following committees: Executive; Elections; Finance; Office; Rules; and such other committees or ad hoc committees as may be needed.

Section 2 The Executive Committee

The membership, operation, and responsibilities of the Executive Committee are described in Article Four of these bylaws.

(IN NEW BYLAWS EXECUTIVE COMMITTEE IS STILL IN ARTICLE 4)

Section 3 The Elections Committee

The membership, operation, and responsibilities of the Elections Committee are described in Article Seven of these bylaws.

(IN NEW BYLAWS ELECTIONS COMMITTEE IS STILL IN ARTICLE 8)

Section 4

The chairmen of the Elections Committee, Finance Committee, Office Committee, and Rules Committee shall be appointed by the Chairman of the Board of Directors with the approval of the Executive Committee as provided in Article Four of those bylaws.

(PROPOSED ARTICLE 7 – ADDED)

(ORIGINAL ARTICLE 6 – REMOVED)

II) Service Committees

- A) Definition: committees that provide services to support the A.A. groups of the Washington D.C. metropolitan area and the purpose of the Corporation
- B) Voting Membership: Voting membership is open to any member of Alcoholics Anonymous.
- C) Committee Chair: The service committee chairs shall be appointed by the WAIA Chair. All current Board of Directors, current and past officers of the Corporation, and past Executive Committee members are eligible to serve as a service committee chair.
- D) Creation or removal of a service committee: Creation or removal of a service committee shall occur as a motion by the Board of Directors.

(NO SIMILAR SECTION FOUND IN ORIGINAL ARTICLE 6)

III) Ad hoc Committees

- E) Definition: a committee for a specific purpose that is limited in scope and time
- F) Voting Membership: Voting membership is open to any member of Alcoholics Anonymous.
- G) Committee Chair: An ad hoc committee chair shall be appointed by the WAIA Chair. Any member of Alcoholics Anonymous may serve as an ad hoc committee chair.
- H) The Board of Directors, the Chair of the Board of Directors, or the Executive Committee shall have the power to create additional ad hoc committees as needed.

(PROPOSED ARTICLE 7 – ADDED)

Section 2 Corporate Committees

The following are the Corporate committees of WAIA:

I) Elections

The Elections Committee oversees and facilitates the elections and its process as described in Article Eight.

II) Finance

The Finance Committee shall:

- A) Formulate the overall financial policy of the Corporation, for approval by the Board of Directors;
- B) Prepare an annual budget for the Corporation, for approval by the Board of Directors;
- C) Present quarterly financial reports and an annual budget to the Executive Committee and to the Board of Directors;
- D) Perform such other duties from time to time that may be assigned by the Board of Directors, the Chair of the Board of Directors, or by the Executive Committee;
- E) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Finance Committee shall be open to all persons who are eligible to serve as Voting Members of the committee as well as any Executive Committee members.
- F) In addition to the Voting Membership of this committee, the Treasurer of the Board of Directors and the Assistant Treasurer of the Board of Directors shall be voting members of this committee. Neither the Treasurer of the Board nor the Assistant Treasurer shall serve as Chair of the Finance Committee.

(ORIGINAL ARTICLE 6 – REMOVED)

Section 5 The Finance Committee

The Finance Committee shall:

- a) Formulate the overall financial policy of the Board of Directors;
- b) Prepare an annual budget for the Board of Directors;
- c) Present quarterly financial reports and an annual budget to the Executive Committee and to the Board of Directors;
- d) Perform such other duties from time to time that may be assigned by the Board of Directors, the Chairman of the Board of Directors, or by the Executive Committee;
- e) Limit its membership to current members of the Board of Directors and current and past officers of the Board of Directors. The chairperson will be selected from members of the WAIA Board of Directors who are past elected officers of the Board of Directors or past members of the Executive Committee. Preference will be given to those who have been past elected officers or who have been committee chairs. In the event there is no chair-designate, a member of the Executive Committee, subject to the approval of the Board of Directors, will be permitted to serve as chairman. The Treasurer of the Board of Directors, the Assistant Treasurer of the Board of Directors, and the office manager shall be voting members of this committee. Neither the Treasurer of the Board, the Assistant Treasurer, nor the office manager shall serve as Chairman of the Finance Committee., the Assistant Treasurer of the Board of Directors, and the office manager
- f) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Finance Committee shall be open to all persons who are eligible to serve as members of the committee as well as any Executive Committee members. All persons eligible for membership on the Finance Committee shall become members upon notifying the Chairman of the Finance Committee of their desire for membership.

(PROPOSED ARTICLE 7 – ADDED)

III) Office

The Office Committee shall:

- A) Formulate the overall policy for the operation of the WAIA office, for the approval of the Board of Directors;
- B) Recommend personnel policies for the employed staff of the Corporation to the Executive Committee;
- C) Recommend the salary range for the employees of the Corporation to the Executive Committee;
- D) Perform other such duties from time to time that may be assigned by the Board of Directors, the Chair of the Board of Directors, or the Executive Committee;
- E) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Office Committee shall be open to all persons who are eligible to serve as Voting Members of the committee as well as any Executive Committee members.
- F) At least one member of the Executive Committee shall be appointed to serve on the Office Committee and act as liaison with the Executive Committee.

(ORIGINAL ARTICLE 6 – REMOVED)

Section 6 The Office Committee

The Office Committee shall:

- a) Formulate the overall policy for the operation of the WAIA office;
- b) Recommend personnel policies for the employed staff of the Board of Directors to the Executive Committee and to the Board of Directors;
- c) Recommend the salary range for the employees of the Board of Directors to the Executive Committee;
- d) Perform other such duties from time to time that may be assigned by the Board of Directors, the Chairman of the Board of Directors, or the Executive Committee;
- e) Limit its membership to current members of the Board of Directors, current and past officers of the Board of Directors, and members of the Executive Committee, except that at least one member of the Executive Committee shall be appointed to serve as a voting member and act as liaison with the Executive Committee;
- f) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Office Committee shall be open to all persons eligible for membership on the committee. All persons eligible for membership shall become members upon notifying the Chairman of the Office Committee of their desire for membership.

(PROPOSED ARTICLE 7 – ADDED)

IV) Rules

The Rules Committee shall:

- A) Prepare any proposed amendment to the bylaws for distribution to the Board of Directors;
- B) Review proposed amendments to the bylaws and prepare a report to the Executive Committee and the Board of Directors citing the impact and effect a bylaw change would have upon the operation of the Board of Directors and WAIA;
- C) Review any proposed internal rules or the establishment of any procedures of WAIA to ensure that they remain consistent with the bylaws;
- D) Perform other such duties from time to time that may be assigned by the Board of Directors, the Chair of the Board of Directors, or the Executive Committee;
- E) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Rules Committee shall be open to all persons who are eligible to serve as Voting Members of the committee as well as any Executive Committee members.
- F) At least one member of the Executive Committee shall be appointed to serve on the Rules Committee and act as liaison with the Executive Committee.

(ORIGINAL ARTICLE 6 – REMOVED)

Section 7 The Rules Committee

The Rules Committee shall:

- a) Prepare any proposed amendment to the bylaws for distribution to the Board of Directors;
- b) Review proposed bylaw changes and prepare a report to the Executive Committee and the Board of Directors citing the impact and effect a bylaw change would have upon the operation of the Board of Directors and WAIA;
- c) Review any proposed internal rules or the establishment of any procedures of WAIA to ensure that they remain consistent with the bylaws;
- d) Perform other such duties from time to time that may be assigned by the Board of Directors, the Chairman of the Board of Directors, or the Executive Committee;
- e) Limit its membership to current members of the Board of Directors, current and past officers of the Board of Directors, and members of the Executive Committee, except that at least one member of the Executive Committee shall be appointed to serve as a voting member and act as liaison with the Executive Committee;
- f) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Rules Committee shall be open to all persons eligible for membership on the committee. All persons eligible for membership shall become members upon notifying the Chairman of the Rules Committee of their desire for membership.

(PROPOSED ARTICLE 7 – ADDED)

V) Technology

The Technology Committee shall:

- A) Recommend technology changes, service providers, and expenditures.
- B) Make available and be responsible for the resources related to secure storage of all corporate digital content
- C) Maintain the corporate website(s).
- D) Perform other such duties from time to time that may be assigned by the Board of Directors, the Chair of the Board of Directors, or the Executive Committee.
- E) Announce the date of their next scheduled committee meeting at the preceding meeting of the Board of Directors. All meetings of the Technology Committee shall be open to all persons who are eligible to serve as Voting Members of the committee as well as any Executive Committee members.
- F) At least one member of the Executive Committee shall be appointed to serve on the Technology Committee and act as liaison with the Executive Committee.

(ORIGINAL ARTICLE 6 – REMOVED)

(Previously, the technology committee was the website committee and was in section 12 – shown out of order here for clarity.)

Section 12 Website Committee

- a) Website shall be responsible the functional requirements of any web development performed on behalf of WAIA
- b) Website, or a delegate, shall be responsible for the maintenance of the WAIA website.

For Board Review

(PROPOSED ARTICLE 7 – ADDED)

Section 3 Service Committees

Service committees may include Cooperation with the Professional Community (CPC), Hospitals & Institutions (H&I), Literature, Nightwatch, Outreach, and Special Needs.

Section 4 Ad Hoc Committees

Ad hoc committees are not defined in this document- information regarding these committees can be found in the minutes of board meetings.

(ORIGINAL ARTICLE 6 – REMOVED)

Section 8 H&I Committee

- a) H&I shall be responsible for coordinating the hospitals and other institutions including, but not limited to, rehabs, corrections facilities and detox facilities, commitments in the greater DC area

Section 9 Literature Committee

- a) Literature shall be responsible for selling AA literature meetings or other AA events and functions.

Section 10 Nightwatch Committee

- a) Nightwatch shall be responsible for maintaining the WAIA phone line from 10pm – 10am.

Section 11 Outreach Committee

- a) Outreach shall be responsible for welcoming new WAIA representatives
- b) Outreach shall be responsible for confirming meeting's locations as they appear in the WAIA meeting directory
- c) Outreach shall be responsible for informing the AA community about WAIA

(ORIGINAL ARTICLE 6 – REMOVED)

Section 12 Website Committee

- c) Website shall be responsible the functional requirements of any web development performed on behalf of WAIA
- d) Website, or a delegate, shall be responsible for the maintenance of the WAIA website.

Section 13 Additional and Ad Hoc Committees

- a) The Board of Directors, the Chairman of the Board of Directors, or the Executive Committee shall have the power to create additional and ad hoc committees as needed.
- b) The chairman of each of these committees shall be appointed by the Chairman of the Board of Directors.
- c) These committees shall continue in existence until they are disbanded by the Board of Directors.
- d) The meetings of these committees shall be announced at the preceding meeting of the Board of Directors. Membership shall be open to any member of A.A. and to any such other persons as the Chairman or the committee may desire.

Section 14 Enactment

For the purposes of this Article, all committees authorized to be established at the time of the enactment of these bylaws shall be considered established. The enactment of this Article shall not prohibit anyone from serving on a committee who is a member of that committee at the time of the effective date of these bylaws.

Article Eight Elections

Section 1 The Elections Committee

Elections Committee roles and candidate eligibility:

- A) The Elections Committee shall consist of a ChairmanChair, appointed by the ChairmanChair of the Board of Directors with the approval of the Executive Committee, and at least two other members of the Board of Directors appointed by the ChairmanChair of the Elections Committee.
- B) No member of the Elections Committee shall be a candidate for election to any position in WAIA at the time of his or her service on the committee.

Section 2 The Nomination Process

Elections nomination process:

- ~~E)A)~~ The ChairmanChair of the Elections Committee shall accept nominations for the Executive Committee, Vice-ChairmanChair of the Board of Directors, and ChairmanChair of the Board of Directors beginning ~~no later than~~ at the date of the October meeting of the WAIA Board of Directors. The ElectionElections Committee may contact members of the Board of Directors to determine their interest in running for an office.
- ~~D)B)~~ Members of the Board of Directors may nominate themselves as candidates for the Executive Committee, Vice-ChairmanChair of the Board of Directors, or ChairmanChair of the Board of Directors by notifying the ChairmanChair of the Elections Committee of their intent to seek election. That notification must be made by telephone, mail in writing, or in person no later than December ~~4st~~1 preceding the date of the December election in order to be included on the printed ballot prepared for the annual election.
- ~~a)~~ Candidates for election nominated by December 1st. shall have their names printed on ballots prepared for the annual election at the December WAIA meeting.
- ~~E)C)~~ Candidates for electionMembers may be nominated for any position at the time of the December meeting by having their names placed in nomination for any office prior to vote. All nominations must be accepted by the nominee prior to the vote.
- ~~F)D)~~ Ballots shall be prepared in such a manner as to permit electors to write in the names of candidates. Each ballot shall have sufficient write-in lines to permit electors to write in the names of five (5) candidates for the Executive Committee, one (1) candidate for Vice-ChairmanChair of the Board of Directors, and one (1) candidate for ChairmanChair of the Board of Directors.
- ~~G)E)~~ At the date of the December meeting the names of all nominated candidates shall appear in writing on a blackboard or similar visual display so as to permit each elector to view the names.
- ~~H)F)~~ Each candidate for each office shall be introduced in such a manner as to allow the electors to associate the name of the candidate with the nominee. At the discretion of the Elections Chair, candidates will be permitted to give a brief statement.

Section 3 The Election Process

Election process:

- ~~J)A)~~ The election for ~~Chairman~~Chair of the Board of Directors, Vice ~~Chairman~~Chair of the Board of Directors, and members of the Executive Committee shall take place at the December meeting of the Board of Directors.
- ~~J)B)~~ One ballot shall be distributed to each ~~WAIA Representative present~~voting member of the Board of Directors at the December meeting of the Board of Directors. ~~Alternate Representatives will be permitted to vote in the absence of the Representative,~~ Absentee ballots and proxy ballots are not permitted.
- ~~K)C)~~ No elector may receive more than one ballot.
- ~~L)D)~~ Ballots shall be completed in secret, so far as practicable.
- ~~a)~~ The Elections Committee shall ~~canvass, tally, and report~~ the results ~~of the elections~~ publicly ~~at the conclusion of business following the December meeting.~~
- ~~M)E)~~ The tally of results ~~shall be made public at the close of the canvass of ballots and a written summary of the names of the candidates and the total number of votes received by each candidate shall be presented by the Elections Committee to the Chairman of the Board of Directors within one week of the election.~~
- ~~N)F)~~ A ballot shall be designated defective and not be counted only if the elector casts more votes for every office than there are candidates to be elected. A ballot shall be marked "partly defective" if the elector votes for more candidates than there are to be elected for one or two offices, but otherwise correctly votes his ballot for the remaining office or offices. No ballot shall be defective if the elector votes for fewer candidates than there are to be elected to an office. Decisions about the validity of ballots are left to the discretion of the Elections Committee.
- ~~O)G)~~ ~~In case~~At the discretion of a dispute among membersthe Chair of the Elections Committee ~~concerning the manner of tallying any particular ballot,~~ the Executive Committee shall can be asked to meet and decide how to ~~cast any ballots in question prior to the completion of~~resolve the ~~canvass.~~dispute related to the elections process. Whenever practicable, the Executive Committee shall be on hand during the canvass of ballots and should meet to decide upon disputed ballots on the day of the election. Any such meeting of the Executive Committee shall be open to all qualified electors, but the ~~Chairman~~Chair of the Board of Directors may choose to limit discussion to members of the Executive Committee. Any Executive Committee member who has a vested interest in the outcome of the dispute should not participate in the discussion.
- ~~P)H)~~ Except in duties described in the Article ~~Five Section 6,6 (Registrar),~~ or this Article ~~Seven~~Eight Section 3, ~~(Elections; The Election Process),~~ or as otherwise set forth in these Bylaws, the Elections Committee shall be the arbiter of any question or issue related to elections.

~~Q)I)~~ The Elections Committee is responsible for producing, maintaining, and conducting an election procedure. The election procedure is to: incorporate the third legacy procedure and the GSO ~~"Election of Trustee and Officer"~~ disapproval procedure, both of which are found in the latest AA Service Manual; comply with WAIA Bylaws; ensure voting integrity; and follow WAIA election practices.

Section 4 Candidate Qualifications

The following outlines who is qualified to be a candidate in elections:

- ~~R)A)~~ Every member of the Board of Directors is qualified to be a candidate for ~~ChairmanChair~~ of the Board of Directors except the incumbent ~~ChairmanChair~~ (unless running for a consecutive term immediately following their first term of service), and any previous ~~chairman-Chair~~. An incumbent ~~chairmanChair~~ who has served fewer than six months is not considered to have served a one-year term and may stand for election to their first term of service.
- ~~B)~~ Every member of the Board of Directors is qualified to be a candidate for Vice-~~ChairmanChair~~ of the Board of Directors except the incumbent ~~ChairmanChair~~ and incumbent Vice-~~ChairmanChair~~ (unless running for a consecutive term immediately following their first term of service), any previous Vice-~~ChairmanChair~~, and any previous ~~Chairman-Chair~~. An incumbent Vice-~~ChairmanChair~~ who has served fewer than six months is not considered to have served a one-year term and may stand for election to their first term of service.
- ~~S)C)~~ Every member of the Board of Directors is qualified to be a candidate for at-large member of the Executive Committee except the incumbent Chair, incumbent Vice-Chair, or a current at-large member of the Executive Committee who is serving their second consecutive term. An incumbent at-large member who has served fewer than six months is not considered to have served a one-year term and may stand for election to their first term of service.
- ~~a)~~ Every member of the Board of Directors is qualified to be a candidate for the Executive Committee except the incumbent Chairman, incumbent Vice-Chairman, or a current member of the Executive Committee who is serving his second consecutive term.

Article Nine Central Office

Section 1 Staff

A staff of salaried employees whose number shall be determined by the Board of Directors shall discharge the business and administrative functions of the office. ~~An office manager, who is a member of the staff, shall be in charge and have complete supervision of the central office, being responsible for the efficient, faithful, and loyal discharge of the staff's duties, as described in the office manager job description., as described in the office manager job description.~~

Section 2 Office manager

An office manager, who is a member of the staff, shall be in charge and supervise the central office. The office manager shall be responsible for the efficient, faithful, and loyal discharge of the staff's duties, as described in the office manager job description.

Section 3 Policy role

The salaried staff does not determine policy. The office manager is under the supervision of the ChairmanChair of the Executive Committee. ~~Written policies and procedures for office management may be provided by the Board of Directors.~~ The Executive Committee shall have the responsibility to employ or dismiss central office employees.

~~Section 2~~

~~Section 4~~ Under the supervision of Office manager duties

The office manager ~~shall supervise~~ full and part-time staff members and ~~volunteer A.A. workers. volunteers.~~ This staff handles many services involved in the operation of A.A. in the Washington area. These include, but are not limited to:

- A) ~~Telephone service to~~ Answer calls for help, twelfth step calls, information, and group service;
- B) ~~Distribution of~~Distribute information ~~among all to~~ groups via regular and special bulletins, financial reports, and a monthly newsletter;
- C) ~~Distribution of~~Distribute A.A. books and literature;
- D) ~~Referring~~Refer calls and inquiries when appropriate into proper channels, such as Al-Anon, Alateen, and other programs and agencies;
- E) ~~Maintenance~~Maintain of a current list of A.A. meeting places, days and times;
- F) ~~Working~~Work closely with WAIA committees in coordinating efforts, supplying information, and services as required; also act as liaison between the public and the committees, thereby protecting the anonymity of the committee members

Article Ten Amendments

Section 1 Proposal of amendments

Any member of the Board of Directors may propose an amendment to these bylaws.

Section 2 Presentation of amendments

Any proposal to amend these bylaws must be presented to the Executive Committee and the Board of Directors in writing.

Section 3 Rules committee review

The Rules Committee shall be required to meet and review the proposed amendment. The Rules Committee will present a written report to the Executive Committee and the Board of Directors stating how the proposed amendment would change the bylaws and the operation of the ~~Association~~ Corporation. The Rules Committee may also provide a recommendation to the Executive Committee.

Section 4 Rules committee presentation

The Rules Committee shall prepare and distribute the proposed amendment to the Board of Directors prior to the meeting when the proposal is to be considered.

Section 5 Executive committee recommendation

The Executive Committee may ~~or may not~~ make a recommendation to the Board of Directors on the proposed amendment.

Section 6 Voting

These bylaws shall be amended upon an affirmative vote of no fewer than two thirds of the Board of Directors present and voting.

Section 7 Registrar role in voting

The ~~Elections Committee~~ Registrar shall conduct the voting on the proposed amendment to the bylaws, unless there is a perceived conflict of interest.

Section 8 Suspension in lieu of amendment

In lieu of amendment, these bylaws or a provision of these bylaws may be suspended for a specific time and purpose upon an affirmative vote of no fewer than two thirds of the Board of Directors present and voting.

Article Eleven Financial Support

Section 1 Statement of financial support

The activities of the Washington Area Intergroup Association shall be financially supported by the voluntary contributions of its members. The ~~Association~~Corporation may also accept contributions from individuals and groups within the A.A. community. In addition, the Board of Directors may provide for other means of financially supporting the activities of the ~~Association~~Corporation.

~~Section 6~~ —

Section 2 — ~~All moneys accepted~~Acceptance of financial support

Acceptance of all monies by the ~~Association~~Corporation shall be in accordance with the Twelve Traditions of Alcoholics Anonymous and GSO guidelines.

For Board Review

Article Twelve Conduct

~~Section 1~~

All of the activities of the Washington Area Intergroup Association, Inc. shall be conducted in accordance with the Twelve Traditions of Alcoholics Anonymous.

~~Section 2~~

~~All meetings of the Association and its Committees shall be conducted in accordance with group conscience principles.~~

For Board Review

~~Article Twelve~~ Article Thirteen Prohibited Activities

(ORIGINAL ARTICLE THIRTEEN REPRESENTATIVE REQUIREMENTS MOVED TO ARTICLE 3 BOARD OF DIRECTORS PAGE 6 – SEE PAGE 31 FOR COMPARISON OF TEXT)

Section 1 Personal profit

No officer, member of the Executive Committee, or other committee, member of the Board of Directors or employee of the ~~Association may receive or be entitled to receive any pecuniary profit from:~~ Corporation may profit from the activities of the Corporation or their activities for or on behalf of the Corporation. However, the Corporation may reasonably compensate those it employs or who act for it or on its behalf.

Section 2 The activities ~~Employees as board members~~

- a) Employees of the Association; ~~Their activities for or on behalf~~ Corporation may not be members of the Association ~~Board of Directors.~~

Section 3 Relationships

No two or more officers of the Corporation may be related by familial or financial ties.

Section 4 Conflicts of interest

All officers, members, and employees of the Board of Directors of the Corporation should avoid all actual or perceived conflicts of interest. All known potential conflicts shall be disclosed to the Executive Committee

~~Section 6~~ —

~~However, the Association may reasonably compensate those it employs or who act for it or on its behalf.~~

(REPRESENTATIVE REQUIREMENTS MOVED TO ARTICLE 3 BOARD OF DIRECTORS PAGE 6 RELEVANT PROPOSED SECTIONS PROVIDED HERE FOR DIRECT COMPARISON)

Section 2 Participation

All WAIA Representatives as well as A.A. members are allowed to attend and participate in the monthly WAIA Board meeting. Meetings of the Board of Directors are open to anyone to attend. However, only registered WAIA Representatives are allowed to vote during the meeting.

Section 3 Registration

To be a registered WAIA Representative (or registered member of the Board of Directors), the Representative must fill out the WAIA Update Form with the name of the group's WAIA Representative and at least one other point of contact (at the minimum, there must be name and phone number for the point of contact; please provide as much information as possible) and submit it to the WAIA Registrar. A Representative will not be allowed to register unless a complete form has been submitted.

Section 4 Voting

To be eligible to vote, a Representative must check in or register with the WAIA Registrar before each Board meeting.

(ORIGINAL ARTICLE 13 – REMOVED)

ARTICLE THIRTEEN: REQUIREMENTS TO BE A WAIA REPRESENTATIVE

Section 1

All WAIA Intergroup Representatives as well as A.A. members are allowed to attend and participate in the monthly WAIA Board meeting. However, only registered WAIA Representatives are allowed to vote during the meeting.

Section 2

To be a registered WAIA Representative you must: Fill out the WAIA Update Form with the name of the group's WAIA Representative and at least one other point of contact (at the minimum, there must be name and phone number for the point of contact; please provide as much information as possible) and submit it to the WAIA Registrar. A Representative will not be allowed to register unless a complete form has been submitted.

Section 3

To vote, a WAIA Representative must: Check-in or register with the WAIA Registrar before each Board meeting.