

# BYLAWS OF NORTHERN COLORADO CENTRAL OFFICE, INC,

## **Article I. Offices**

The principal office of the corporation shall be located in the City of Fort Collins, Colorado, County of Larimer. The corporation may have such other offices, within the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required by the Colorado Corporation Act to be maintained in the State of Colorado may be, but need not be, identical with the principal office, if in the State of Colorado, and the address of the registered office may be changed from time to time by the Steering Committee, with proper notice of such change to be given in all cases to the Secretary of State of Colorado.

## **Article II. Board of Directors**

### **Section 1. General Powers.**

The business and affairs of the corporation shall be managed by its Steering Committee.

### **Section 2. Number, Tenure and Qualifications.**

The number of committee members of the corporation shall not be less than five nor more than ten. Each member shall serve for a term of two years. No officer shall hold office for more than two consecutive terms. However, members' terms shall be staggered, and the first three committee members shall be appointed for one, two and three years, respectively. Thereafter, renewal terms or terms of replacement members shall be for two years. When more than three committee members are appointed, no more than one-half of the members' terms shall expire in any year. Members shall be residents of Colorado. Members shall be removable in the manner provided by the statutes of Colorado.

### **Section 3. Vacancies.**

Any committee member may resign at any time by giving written notice to the Chairperson or to the Secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Steering Committee may be filled by the affirmative vote of a majority of the remaining members though less than a quorum. A member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Any membership to be filled by reason of any increase in the number of committee members shall be filled by election at an annual election meeting which should work in conjunction with District and Area annual election meetings.

### **Section 4. Regular Meetings.**

The committee will meet once a month on the second Wednesday of the month for regular and special business. An annual meeting of the Steering Committee will be held for election of new committee members. The Steering Committee may provide, by resolution, the time and place, within Colorado, for the holding of additional regular meetings without notice than such resolution.

### **Section 5. Special Meetings.**

Special meetings of the Steering Committee may be called by or at the request of the Chairperson or any two members. The person or persons authorized to call special meetings of the Committee may fix any place, within Colorado, as the place for holding any special meeting or the Committee called by them.

### **Section 6. Notice.**

Notice of any special meeting shall be given at least seven days previously thereto by written notice delivered personally or mailed to each member at his business or home address, or by notice given at least three days previously by telephone, text message, or email. Any member may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Steering Committee need be specified in the notice or waiver of notice of such meeting.

### **Section 7. Quorum.**

A majority of the number of Steering Committee members who have been appointed and are serving at the time notice is given shall constitute a quorum for the transaction of business at any meeting of the Committee, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 8. Manner of Acting.**

The act of the majority of the members presents at a meeting at which a quorum is present shall be the act of the Steering Committee.

**Section 9. Presumption of Assent.**

A member of the corporation who is present at a meeting of the Steering Committee at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

**Section 10. Informal Action by Members.**

Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, including email, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the directors and may be stated as such in any articles or document filed with the Secretary of State of Colorado.

**Article III.  
Officers and Agents**

**Section 1. General.**

The officers of the corporation shall be a Chairperson, a Secretary, a Treasurer, and two "Committee Members" At Large. The Steering Committee may appoint such other offices, assistant officers, committees, and agents as they may consider necessary, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Steering Committee. One person may hold more than one office, except no person may simultaneously hold the office of Chairperson and Secretary. In all cases where the duties of any officer, agent or employee are not prescribed by the By-Laws or by the Steering Committee, such office, agent, or employee shall follow the orders and instructions of the Chairperson.

**Section 2. Election and Term of Office.**

The Steering Committee shall elect the officers of the corporation. Unless otherwise specified herein, officers shall hold two-year terms. The officers of the corporation shall thereafter be elected by the Steering Committee at each annual meeting. Each officer shall hold office until the first of any of the following occurs: until a successor shall have been duly elected and shall have qualified; or until death; or until such officer shall resign; or until removal in the manner hereinafter provided.

**Section 3. Removal.**

Any officer or agent may be removed by the Steering Committee whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

**Section 4. Vacancies.**

A vacancy of any office, however occurring, may be filled by the Steering Committee for the unexpired portion of the term.

**Section 5. Chairperson.**

The Chairperson shall, subject to the direction and supervision of the Steering Committee, be the chief executive officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees and shall perform all the duties commonly incident to this office and shall perform such other duties as the Steering Committee may designate. The Chairperson shall, unless otherwise directed by the Steering Committee, attend in person or by substitute appointed by the Chairperson, or shall execute on behalf of the corporation written instruments appointing a proxy or proxies to represent the corporation. The Chairperson may, on behalf of the corporation, in person or by substitute or by proxy, execute written waivers of notice and consents with respect to any such meetings.

**Section 7. Secretary.**

The Secretary shall (a) keep the minutes of the preceding of the Steering Committee; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the Steering Committee; (d) keep at its registered office or principal place of business within Colorado a record containing the

addresses of all members given pursuant to Article II, Section 6. (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Steering Committee.

**Section 8. Treasurer.**

The Treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds, securities, and evidence of indebtedness and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Steering Committee. The Treasurer shall receive and give receipts and acquaintances for monies paid in on account of the corporation and shall pay out of the funds on hand all bills, payrolls, and other just debts of the corporation of whatever nature upon maturity. The Steering Committee may seek outside professional services when deemed necessary to support the Treasurer's responsibilities. The Treasurer shall perform all other duties incident to the office of the Treasurer and, upon request of the Steering Committee Board, shall make such reports to it as may be required at any time. The Treasurer shall, if required by the Board, give the corporation a bond in such sums with such sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of its duties and for the restoration to the corporation of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or control belonging to the corporation. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Steering Committee or the Chairperson.

**Section 10. Committee Members A. & B.**

The Committee Members will assist in all activities of the Steering Committee.

**Section 11. Special Worker**

The Steering Committee may hire a special worker to support the corporation and its office operations. The Special Worker shall be compensated with a monthly salary agreed upon by the Steering Committee, which can be reviewed annually. The Special Worker is responsible to the Steering Committee as a whole and not to any individual member of the Steering Committee.

**Article IV.**

**Indemnification of Officers and Directors**

Each member or officer of this corporation, whether or not then in office, and personal representatives thereof, shall be indemnified by the corporation against all costs and expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such person may be involved or to which such person may be made a party by reason of being or having been such member or officer, except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the cost of litigation, but only if the corporation is advised in writing by its counsel that in the opinion of counsel, the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled as a matter of law or by agreement.

**Article V.**

**Miscellaneous**

**Section 3. Amendments.**

The By-Laws of the corporation may be amended, added to, or repealed by vote of a majority of the then existing Steering Committee Members at a regular or special meeting, provided notice of the proposed change is given in the notice of meeting, or notice thereof is waived.

**Section 4. Waiver of Notice.**

Whenever any notice whatever is required to be given by these By-Laws, or the Articles of Incorporation of this corporation, or any of the corporation laws of the State of Colorado, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**Section 5. Fiscal Year.**

The fiscal year shall be as determined by the Steering Committee by appropriate resolution.

**Section 6. Articles of Incorporation.**

The Articles of Incorporation, as they now exist, are hereby made a part of these By-Laws and all By-Law provisions shall be construed in connection with said Articles of Incorporation, and no By-Law provisions shall be adopted to conflict with or be in contravention of said Articles of Incorporation.

Voted into Immediate Use on 12/18/2023

NORTHERN COLORADO CENTRAL OFFICE INC.

By: *Rhonda Nolan 12/18/2023* President

ATTEST: *Amy P. Jacobs 12/18/2023* Secretary

# PROCEDURE GUIDE OF NORTHERN COLORADO INTERGROUP OF ALCOHOLICS ANONYMOUS

## Article I.

The Northern Colorado Intergroup of Alcoholics Anonymous, hereinafter referred to as the Intergroup, serves as a body of principles and relationships through which Northern Colorado area Alcoholics Anonymous can function as a whole. It is a service structure only and never a government of A.A. Intergroup is incorporated as the Northern Colorado Intergroup, Inc. Bylaws for the corporation are on file. This document is not meant to be part of the requirements for incorporation. It is meant to be used as a guide to the current structure of intergroup unity efforts in Northern Colorado. All these efforts are guided by the 12 Traditions of Alcoholics Anonymous, especially the first which states "our common welfare should come first, personal recovery depends on A.A. unity". This Procedure guide is an instrument between Intergroup and the Northern Colorado A.A. as a whole, setting forth the means by which A.A. can give service to the greater Northern Colorado area.

## Article II.

### 1. Members and Qualifications

- (a) A group may become a member of Intergroup by submitting, in writing, the name of the group, its meeting place and time, and the name, address, email, and telephone number of the person who will serve as the group's Northern Colorado Intergroup representative.
- (b) The group should also signify its willingness to support Intergroup financially.
- (c) The group must be located in the Northern Colorado area as defined by the Intergroup. It is suggested that each registered group also be registered with the General Service Office of A.A. in New York.

### 2. Intergroup Composition

- (a) Intergroup shall be comprised of one Intergroup Representative and one alternate from each registered group. Each group shall be allotted one vote. It is suggested and recommended that each Intergroup Representative or Alternate should have one year of continuous sobriety at the time of election by their group and be an active member of the group which they are representing.
- (b) No Intergroup Representative may represent more than one group at a time. Suggested term of service will be one year. Representatives may serve as many terms as the group may choose.

### 3. Functions of Intergroup

- (a) The members of Intergroup should represent Northern Colorado area Alcoholics Anonymous as a whole and also bring the viewpoint of their groups.
- (b) To appoint a nominating committee at the December meeting from among their members and elect the officers of the Steering Committee at the annual meeting held in March.
- (c) To meet monthly and to review the action of the Steering Committee and its service committees.
- (d) To approve methods of financial support for Intergroup and its subcommittees.
- (e) To report all actions of the Steering Committee and its sub-committees to the groups they represent.
- (f) To build and maintain interest of their groups in Intergroup and its functions both financially and as to service participation.

- (g) To review and act upon any amendments to the Procedure Guide.

#### 4. Intergroup Meetings

- (a) Regular meetings of Intergroup shall be held monthly for the consideration of interim reports of the steering committee, service committees, and any other necessary business.
- (b) The regular meeting of Intergroup in March of each year shall be designated the Annual Meeting of Intergroup. This meeting will be a general meeting for the election of members to the Steering Committee as needed. Consideration will be made for the annual reports of the various committees.
- (c) Special meetings of the Intergroup may be called by the Chairperson upon seven (7) days written notice, or 24 hours by telephone or email.
- (d) Voting in intergroup shall be restricted to one (1) vote for each member group and one (1) vote each for the regularly elected officers of the Steering Committee. The Central Office Special Worker may sit in but will have no vote. The Chairpersons of the regular service committees will sit in and have a voice in such meetings and shall have no vote.

### Article III.

#### 1. Contributions and Support

- (a) While realizing that there are no dues or fees in Alcoholics Anonymous, we must recognize that, if the aims and purposes of Intergroup are to be served and carried out, it must be self-supporting and that this support must necessarily be derived through the voluntary contributions of the area groups and individual members of Alcoholics Anonymous. It is the responsibility of the member groups and their individual members to see that such financial support be given in order to achieve the best results in carrying the message through the Twelve Steps of Alcoholics Anonymous.
- (b) Supplementary financial income may be obtained through regular open meeting collections as further authorized by Intergroup.
- (c) A prudent reserve is a financial objective of the Intergroup.

### Article IV.

#### 1. Nominating Committee of Intergroup

- (a) A nominating committee of three Intergroup Representatives shall be appointed each year at the December regular monthly meeting of Intergroup. No member of the Nominating Committee shall be a candidate for office.
- (b) Any member of the A.A. community may submit the name of any other member in writing to the Nominating Committee on or before the annual meeting of Intergroup in March. Such names to be considered by the Nominating Committee for nominees to office on the Steering Committee as detailed in Article V.
- (c) At least one nominee for each office to be contested on the ballot shall be selected by the nominating Committee and be presented to Intergroup. If at least one candidate is not submitted by the general membership, the Nominating Committee shall have the power to add any names it wishes to make a full ballot.
- (d) The same candidate's name may be placed in nomination for more than one office. However, if elected to an office, their name shall be withdrawn from the list of candidates for those offices still to be filled.

- (e) All nominees will be contacted by a member of the Nominating Committee and shall give their approval to serve if elected.
- (f) Nomination from the floor will be entertained only prior to posting of the nominees from the Nominating Committee. A person may stand for any position prior to the posting of the nominees from the Nominating Committee.
- (g) Officers are elected for a two-year term. They can be re-elected for only one additional term in the office they then hold or in any other office on the Steering Committee. No officer shall serve for more than two consecutive terms in any office.
- (h) Elections of the Steering Committee shall be by secret ballot and must be by a quorum of Intergroup and the members of the Steering Committee. A quorum shall consist of a majority of eligible voting Intergroup Representatives at the annual meeting. A candidate to be declared elected must receive a simple majority of the votes cast.
- (i) If the current serving Chairperson and/or Treasurer are ineligible or unwilling to stand for reelection and indicate so at the December Intergroup meeting, then the Vice-Chairperson and/or Assistant Treasurer shall automatically succeed them into office without election the following March. If the Vice Chairperson and/or Assistant Treasurer are unable or unwilling to serve, there shall be an additional ballot for that position at the election as provided in Paragraph IV. It is the expressed intention and desire that there be continuity in succeeding Steering Committees wherever possible.
- (j) In the event of a vacancy on the Steering Committee, the Intergroup Representatives may, if they so vote, hold a special election at a regular meeting of Intergroup; and such special election may be held at the same meeting or at any later meeting, and shall be conducted in a manner determined by the Chairperson and approved by the Intergroup Representatives. An officer elected at an interim meeting to fill a vacancy on the Steering Committee shall serve out the remainder of the unexpired term. Their interim service shall be considered a full term, and they may be elected at the March election for one more full term in office in the same capacity or to any other position on the Steering Committee.
- (k) It is suggested and recommended that candidates for office on the Steering Committee should have two years of continuous sobriety at the date of election. They should be members of a member group, active and interested in service work.

## Article V.

### 1. Steering Committee

- (a) The Steering Committee shall consist of five (5) to ten (10) members elected by Intergroup. They shall consist of the following:
  - a Chairperson
  - a Vice-Chairperson
  - a Treasurer
  - an Assistant Treasurer
  - a Recording Secretary
  - an Assistant Secretary
  - two Members at Large

2. Function of the Steering Committee

- (a) To select, hire, and aid the Central Office Special Worker.
- (b) To oversee the operations of the Central Office and to be responsible for its functioning.
- (c) To appoint Chairpersons of service committees.
- (d) To coordinate group interest in the Central Office and in Office operations.
- (e) To supervise and approve all financial transactions of the Central Office.
- (f) To consider other ways and means of aiding the Alcoholics Anonymous program in accordance with Traditions and principles.
- (g) If any officer or member of the Steering Committee fails to appear unexcused, at two (2) consecutive monthly meetings, he/she shall be recalled and replaced as provided for in Article IV.

3. Duties of Officers

(a) Chairperson

To preside over the meetings of Intergroup and the Steering Committee.

To appoint Service Committee Chairpersons with approval of the Steering Committee members and by Intergroup at regular monthly meetings.

(b) Vice Chairperson

Assume duties of the Chairperson whenever the Chairperson is unable to serve for any reason.

(c) Treasurer

Responsible for all financial affairs of Intergroup and the Steering Committee.

Review all expenditures. Sign check with co-signature of either the Central Office Special Worker or assistant treasurer or any other signatures authorized by the Steering Committee.

To approve the monthly financial report prepared by the Central Office Special Worker. This report shall show all receipts and expenditures of the past month and year-to-date. It should also include a separate report by groups showing their contributions for the month and the year to date. Review individual contributions from office records.

Prepare and render the annual financial report for the annual meeting in March of Intergroup.

To approve the tax reports prepared by the Central Office Special Worker with assistance from outside professional services as deemed appropriate by the Steering Committee.

(d) Assistant Treasurer

To take over the duties of the Treasurer in his/her absence.

To co-sign checks as authorized.

(e) Recording Secretary

To record minutes of both the regular and special meetings of Intergroup and the Steering Committee.

To prepare all amendments to the Procedure Guide as approved by Intergroup.

To prepare copies of all minutes of Intergroup and the Steering Committee and convey copies to the Central Office special worker for preservation.

(f) Committee person (2)

assist in all activities of the Steering Committee.

## Article VI.

### 1. Central Office Special Worker

- (a) The Central Office Special Worker shall be chosen by the Steering Committee from written applications submitted by Alcoholics Anonymous members who are active in groups that are members of the Intergroup. All applicants shall have two (2) years of continuous sobriety and have been previously active in-service work. The selection of this person must be approved by Intergroup.
- (b) The Central Office Special Worker shall be compensated at a monthly salary agreed upon by the Steering Committee and approved by a simple majority vote of the Intergroup.
- (c) The Special Worker is responsible to the Steering Committee as a whole and not to any individual member of the Steering Committee or any individual member of Alcoholics Anonymous.
- (d) The office manager may not serve in any other elected or appointed position in the A.A. community.

### 2. Duties of Central Office Special Worker

- (a) Support volunteers as needed.
- (b) Work toward maintaining 24-hour phone operations using volunteers.
- (c) Maintain office records.
- (d) Responsible for building and office security.
- (e) Act as liaison to Steering Committee.
- (f) Send out monthly Newsletter and maintain mailing list.
- (g) Maintain meeting schedules in print and on the website.
- (h) Act as liaison to GSO, World Services and other purveyors.
- (i) Act as contact for all other agencies working in cooperation not affiliation.
- (j) Inventory and maintain all office equipment and supplies, including literature
- (k) Update and maintain Intergroup's legal status with the state of Colorado through cooperation with tax and corporation support persons.
- (l) Attend all Intergroup and Steering Committee meetings, deliver Central Office report.
- (m) Have a working knowledge of and adherence to the 12 Traditions of A.A.
- (n) Perform all other services necessary to maintain a viable Central Office.

## Article VII.

### 1. Service Committees

- (a) The following Service Committees can be established. These Service Committees shall work in cooperation with District 21 service committee but not to duplicate services.

Special Events

Public Information

Treatment Facilities

Correctional Institutions

Literature

Volunteers

- (b) The Chairpersons of these respective committees shall be selected and appointed by the Steering Committee and their appointment approved by Intergroup. Names of volunteers for Chairperson of these committees may be submitted to the Steering Committee. At least two (2) years of continuous sobriety is a suggested qualification. They shall be appointed for a two (2) year term of service and can be reappointed for only one (1) additional term of office as Chairperson of that Committee.
- (c) The appointed Chairperson of each Service committee may select their own committee members subject to review by the Steering Committee. Names of Service Committee members to be reported to the Central Office Special Worker and kept on file. The scope and duties of each Service Committee shall be determined by the Steering Committee.
- (d) Each Service Committee Chairperson should sit in and have a voice in Intergroup and Steering Committee meetings. If they have been an Intergroup Representative or alternate, they should resign that office and be replaced.
- (e) Chairpersons will report monthly at the meeting of the Steering Committee and report to
- (f) Intergroup monthly and at the Annual Meeting.

### Article VIII.

- (a) This Procedure Guide may be amended by a 2/3 vote of the majority of Intergroup and Steering Committee voting members attending at any regular meeting of said committee, provided, a copy of the proposed amendment was mailed or emailed to each voting member at least twenty (20) days before the meeting at which action is to be taken on the amendment.

### Article IX.

#### 1. General Warranties

- (a) In all its proceedings, Intergroup, the Steering Committee, and its Service Committees shall observe the spirit of the Alcoholics Anonymous Traditions, taking great care that these committees never become the seat of power.
- (b) That none of its committee members shall ever be placed in a position of unqualified authority over any of the others.
- (c) That all decisions will be reached by discussion and vote.

### Article X.

#### 1. Purposes and Services of the Northern Colorado Intergroup of Alcoholics Anonymous

- (a) To provide and maintain an Alcoholics Anonymous Central Office to act as a service center for all Northern Colorado area Alcoholics Anonymous Groups. To be a point of contact with Alcoholics Anonymous for the general public, accepting and relaying to the nearest group pleas from help from alcoholics.
- (b) To act as a clearing house for information on Alcoholics Anonymous meetings and other activities, maintaining current lists and making information available to all groups and individual members of Alcoholics Anonymous as well as to visitors and other interested parties.
- (c) To establish services committees acting for all area groups as follows:

Its Public Information with outside agencies. Committee provides information and speakers to school, churches, service clubs and other organizations when requested. This committee also cooperates with the press, radio, and television media, always according to our Traditions.

Its Treatment Facilities and Institutional Committees actively cooperate with all such organizations in providing Alcoholics Anonymous meetings and services when requested.

Its Special Events Committee shall organize and manage the social activities and fundraising events for the Northern Colorado area Alcoholics Anonymous.

2. Special Committees

- (a) Corrections Committee: TBD
- (b) The Literature Committee shall maintain an inventory of approved books, literature, and material for sale to groups and individuals.
- (c) Volunteer Committee shall be responsible for the 24-hour phone service for Day and Night Watch, staffing the Central Office to support literature sales, and for recruiting, maintaining, and training new volunteers.

Article XI.

No part of the net contributions or receipts of Intergroup shall inure to the benefit of or be distributed to its member groups, individual A.A. members or other private persons, except that Intergroup through the Steering Committee may authorize and pay reasonable compensation to the Central Office Special Worker as provided in Article VI.