

AMENDED AND RESTATED

BY-LAWS

OF

AL-ANON FAMILY GROUPS OFFICE OF SAN DIEGO COUNTY, INC.

ARTICLE I

NAME

SECTION 1. The name of this corporation is AL-ANON FAMILY GROUPS OFFICE OF SAN DIEGO COUNTY, INC., hereinafter referred to as "Corporation".

SECTION 2. The Office, for the transaction of the business of this Corporation, shall be located in the City of San Diego, County of San Diego, State of California, at such place as the Board of Directors ("Service Board") shall determine.

ARTICLE II

OBJECTIVES

SECTION 1. The Objectives of this Corporation are:

- A. To promote unity of purpose and the growth of Al-Anon and Alateen groups in San Diego County ("Groups").
- B. To maintain an Al-Anon Information Service/Literature Distribution Center ("AIS/LDC") with paid employees and unpaid volunteers as a clearing house for Al-Anon and Alateen literature and activities and as a local service center.
- C. To provide information and serve as an educational resource to anyone seeking help in the solution of problems connected with alcoholism in a spouse, relative or friend.
- D. To serve as the communications center for member groups with respect to matters of local district policy and public information.
- E. To be guided in all activities by the Twelve Steps, the Twelve Traditions, the Twelve Concepts and the current policies of the Al-Anon Family Groups World Service Office ("WSO").

SECTION 2. Exclusions:

- A. Al-Anon and Alateen matters of policy and public information at the national and international level, since this is the function and responsibility of the WSO.
- B. The operation and maintenance of a club or clubhouse.

ARTICLE III

MEMBERSHIP

SECTION 1. Members:

The Information Service Representatives and Alternate Information Service Representatives (collectively, "ISRs") as described below in this Article, Section III shall be the Members of the Corporation, as the term "member" is defined in Section 5056 of the California Nonprofit Corporation Law. The Members shall have the right to vote for the election of directors, on a disposition of substantially all the assets of the Corporation, on a merger, on a dissolution, or on changes to the Corporation's Articles of Incorporation or By-laws.

SECTION 2. Groups:

Nothing in this Article III shall be construed to limit the Corporation's right to refer to other persons associated with it as "members" even though such persons are not members, and no such reference by the Corporation shall render anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law except the Members described in this Article, Section 1 above. The Corporation may confer, by amendment of its Articles of Incorporation or of these By-laws, some or all of a member's rights, set forth in the California Nonprofit Corporation Law, upon any person who does not have the right to vote for the election of directors, on a disposition of substantially all of the assets of the Corporation, on a merger, on a dissolution, or on changes to the Corporation's Articles of Incorporation or By-laws, but no such person shall be a member within the meaning of said Section 5056 except the Members. The groups (or individual members of the groups) as defined in Article IV below may originate and take part in the discussion of any subject that may properly come before any meeting of the Service Board, but may not vote. The groups may be referred to individually as "group" or collectively as "groups" or "member groups" but no group shall be a member as described in Section 5056 of the California Nonprofit Corporation Law.

SECTION 3. Groups shall be eligible for non-voting membership in the Corporation when they have submitted, in writing, the following to the Southern California World Service (SCWS):

- A. The name of the group and current mailing address (CMA).
- B. The day, time, location, mailing address (CMA) and email address of its meetings.
- C. Names, mailing addresses and email addresses of its group officers.
- D. The name of any person selected as the group's Information Service Representative (ISR) or Alternate Information Service Representative. The ISR or Alternate ISR shall be a voting member of this Corporation as described above in this Article, Section I.
- E. An indication that the group will be willing to accept Twelfth Step work and abide by the Twelve Traditions and Twelve Concepts of the AI-Anon Family Groups.
- F. WSO Identification Number for the group.

- SECTION 4. Upon its registration the group shall receive a copy of the Corporation's Amended and Restated By-laws by email or US mail to the group's secretary.
- SECTION 5. Each group shall have the right to withdraw its ISR or Alternate ISR at any time, and upon withdrawal of an ISR or Alternate ISR by the group, his or her voting membership in the Corporation shall automatically terminate.
- SECTION 6. Groups shall continue to be eligible for non-voting membership in the Corporation by submitting, in writing, the following to the SCWS:
- A. All changes of Information Service Representatives, Alternate Information Service Representatives and officers.
 - B. All changes in day, time, location of meetings and mailing address of the group.
- SECTION 7. Membership of groups and ISRs is not dependent upon financial contribution, but traditionally, each group supports the Corporation either by monthly pledges or by special contributions. This financial support is the main income of the operation of the Corporation.
- SECTION 8. A group shall notify the SCWS, in writing, in the event of its closing.
- SECTION 9. ISRs and Alternate ISRs must register with the SCWS on or before the date of each Regular or Special ISR meeting in order to vote at that meeting; however ISRs and Alternate ISRs must be registered with the SCWS before October 1 of each calendar year in order to vote at the next Annual Meeting as set forth in Article V.

ARTICLE IV

ORGANIZATION

- SECTION 1. Al-Anon Family Groups are autonomous groups, dispersed throughout San Diego County, which meet on a regular basis. Each group shall elect an Information Service Representative (ISR) and may elect an Alternative ISR, to serve in the absence or unavailability of the ISR. The ISR or the Alternative ISR will act for the group, by whom he or she is elected. The qualifications for an ISR or Alternative ISR are the following:
- a. Willingness to represent their registered Al-Anon/Alateen group at the ISR meetings and to serve as a voting member of the Corporation.
 - b. Willingness to serve for a one-year term.
 - c. Al-Anon/Alateen is their primary program and not a member of Alcoholics Anonymous ("AA"). (See www.al-non.alateen.org/members; Service Manual, April 2014, Changes to Policy)

- SECTION 2. A majority of the ISRs shall elect members of the Board of Directors (hereinafter referred to as the "Service Board", as described below. The Service Board shall manage the activities and affairs of the Corporation as a Board of Directors as set out in The California Corporations Code, Section 5210. As used throughout, reference to "Board", "Board of Directors" or "directors" shall mean the Service Board and those individuals who are serving as directors on the Service Board.
- SECTION 3. The election of Service Board members shall be held at the Annual meeting of the ISRs pursuant to this Article, and Article V.
- SECTION 4. The Service Board shall elect the officers of the Corporation for the next year at the December Service Board meeting.
- SECTION 5. The Historian and Nominations Chairperson shall submit to the Service Board in writing at the Service Board's September meeting a slate of Nominees for membership on the Service Board.
- SECTION 6. The Service Board shall, at its September meeting, approve or disapprove each nominee. In the event of disapproval of a nominee, the Service Board shall select another nominee who meets the eligibility requirements (Article VI, Service Board, Section 2, Eligibility).
- SECTION 7. Additional nominations for the new Service Board members may be proposed and submitted by one ISR in writing, setting forth the name of the qualified nominee(s) and reaching the office at least five (5) days before ballots shall be mailed. (Article V, Section 2.B.1.) Such additional nominees shall be added to the list of nominees selected and included in the ballots.
- SECTION 8. If there are more nominees for the Service Board than available vacancies, each voting ISR shall have as many votes as the total number of vacancies and may give no more than one vote for a single nominee.
- SECTION 9. Ballots containing the nominations shall be transmitted to the ISRs pursuant to Article V.

ARTICLE V

MEETINGS

- SECTION 1. Meetings shall include the Annual Intergroup Meeting, regular Intergroup meetings, Service Board meetings and Special meetings. Unless otherwise provided for in these By-laws, an act or decision done or made by a majority of the voting members present at a meeting duly held at which a quorum is present is the act of the group taking action on a matter before it. Wherever used herein, a majority shall mean one-half (50%) plus one.

The agenda for these meetings shall include the following items, but may be varied at the discretion of the Service Board Chairperson:

- A. Reading of the minutes.
- B. Reports of the Chairperson, Vice-Chair, Treasurer, standing and special committee Chairpersons.
- C. Obtaining a quorum count.
- D. Old business.
- E. New business.
- F. Adjournment.

SECTION 2. Annual Intergroup Meeting:

- A. The Annual Intergroup Meeting of the ISRs of the Corporation shall be held in the month of November of each year at a time and place determined by the Service Board.
- B. The ISRs shall elect the Service Board members.

Only one representative (ISR or Alternate ISR) for each member group shall exercise its right to vote to elect members to the Service Board or on other matters coming properly voted on by ISRs or Alternate ISRs under these By-laws.

- 1. The Historian and Nominations Chairperson shall transmit ballots to the ISRs and Alternate ISRs thirty (30) days prior to the date established for the Annual Intergroup Meeting.
- 2. The ISRs shall elect Service Board members.

The number of nominees shall be at least equal to and no less than the number of vacancies.

- 3. Each nominee, upon accepting the nomination, shall submit a brief resume to be included with the ballot.
- 4. The registered ISRs or in the case of an Alternate ISR may vote by mail prior to the Annual Meeting or submit their ballots prior to the beginning of the meeting. Ballots will not be accepted after meeting begins.

Each ballot shall be returned in a sealed election envelope bearing the name of the group and the signature of the group's ISR or the Alternate ISR. The Historian or the election committee may rule on the validity of any ballot.

- 5. Ballots shall be opened at the Annual Intergroup Meeting by the Historian and any other Board member or Ex-Officio member of the Service Board and tallied in a public manner. Immediately upon the tally being completed, the historian shall announce the results.

6. If the number of nominees equals the number of vacancies for the Service Board, at such time as one vote is cast for each nominee, the Historian shall declare the list of nominees elected and the ballots need not be further counted.
7. If the number of nominees exceeds the number of vacancies on the Service Board, those nominees receiving the highest number of votes shall be elected to the Service Board.
8. No write-in names shall be counted.

- C. One third (1/3) of the registered ISRs (without counting Alternate ISRs) shall constitute a quorum for the Annual Intergroup Meeting.

SECTION 3. Regular Intergroup Meetings:

The regular Intergroup meetings shall be held in each odd numbered month at a time and place determined by the Service Board.

- A. The Officers of the Service Board shall conduct the regular Intergroup meetings.
- B. One-third (1/3) of the registered ISRs and (without counting the Alternate ISRs) shall constitute a quorum for the Intergroup meeting. In the absence of a quorum, no official business can be conducted, and a subsequent meeting called by written notice and in accordance with the notice provision in Section 6 of this Article. At this subsequent meeting one-fourth (1/4) of the registered ISRs shall constitute a quorum.
- C. After discussion, all motions at all Intergroup meetings must be made, seconded and voted on by registered ISRs or Alternate ISRs attending the meeting.

SECTION 4. Service Board Meetings:

- A. Service Board meetings shall be held each month, at a time and place determined by the Service Board.
- B. The presence of a majority of the Service Board then in office shall constitute a quorum. In the absence of a quorum, the meeting may be adjourned to another time and place determined by the Service Board. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Service Board members who are not present at the time of the adjournment.

SECTION 5. Special Meetings:

- A. Special Service Board meetings may be called by the Chairperson, or at the request of three or more Service Board members.
- B. Special Intergroup meetings for any lawful purpose may be called by the Chairperson, or at the request of three or more Service Board members, or by five percent (5%) or more of the registered ISRs.

- C. Special meetings shall be called by written notice in accordance with the notice provisions set forth in section 6 of this Article. Such notice shall be mailed to each Service Board member for special Service Board meetings; and such notice shall be mailed to each ISR for special Intergroup meetings.
- D. Rules governing a quorum for regular Service Board meetings shall also govern for special Service Board meetings.
- E. At least forty-eight (48) hours of notice of the time and place of the Service Board special meetings shall be delivered personally or personally communicated to them by a corporate officer or by telephone or other electronic device. If the notice is sent to a member by letter, it shall be addressed to them at their address as it is shown in the records or, if it is not readily ascertainable, at the place in which the meetings of the Board are regularly held. In case such notice is mailed, it shall be deposited in the United States mail, postage prepaid, at least four (4) days prior to the time of the holding of the meeting. Such mailing, telephoning or delivery as above provided shall be due, legal and personal notice to such member.

SECTION 6. Notice:

- A. Notice of all meetings, except for Service Board special meetings, shall be given in writing not less than ten (10) or more than ninety (90) days before the date of the meeting to Service Board members or ISRs entitled to vote thereat.
- B. Such notices shall be given personally or by mail or other means of written communication as provided in Section 5511 of the California Corporation Code and shall be sent to the registered addresses appearing on the books of the Corporation. Notice shall be deemed given at the time it is delivered personally or deposited in the mail or sent by other means of written communication.
- C. Notice of any meeting shall specify the place, the day and hour of meeting: and (1) in case of special meeting, the general nature of the business to be transacted and that no other business be transacted; or (2) in the case of an Annual Meeting, those matters which the Service Board at date of mailing intends to present for action by the ISRs.
- D. If a member supplies no address, notice shall be deemed to have been given to them if posted to their attention at the place where the principal executive Office of the Corporation in California is situated.
- E. The party giving such notice or report shall prepare and file an affidavit or declaration thereof in the corporate minutes.

SECTION 7: Voting:

At all Annual, Regular or Special Meetings, each registered group shall have one vote. This vote shall be cast by the registered ISR or Alternate ISR, but not both. The Service Board may determine the record date for the purpose of determining, in advance, the ISRs or Alternate ISRs entitled to vote at a meeting. This record date shall not be more than sixty (60) days before the meeting. This date shall be October of the current calendar year.

ARTICLE VI
SERVICE BOARD

SECTION 1. Membership:

- A. The Service Board shall consist of no less than seven (7) members nor more than sixteen (16) members to be elected by the registered ISRs or Alternate ISRs. Initially the number of Service Board members shall be fourteen (14), the number of which may be changed by a majority vote of a quorum of ISRs or Alternate ISRs present at an Intergroup meeting, provided the meeting notice shall specify that one purpose of such meeting is to increase or decrease, as the case may be, the number of Service Board members.
- B. Any reduction in the number of Service Board members authorized in these By-laws does not remove any Service Board member(s) prior to the expiration of such member's terms of office.
- C. The immediate past Chairperson of the Service Board shall be Ex-Officio members of the Service Board, with the same voting rights as other members of the Service Board.

SECTION 2. Eligibility:

- A. Service Board
 - 1. Any person who is a member of any registered group for two (2) years and is not a member of AA (see Article IV, Section 1C) shall be eligible as a member of the Service Board.
 - 2. Each Service Board member shall serve for two years.
 - 3. No member of the Service Board shall be eligible for re-election until one (1) year after the expiration of the original two (2) year term of office.
 - 4. It is highly recommended that Service Board members have prior experience as an ISR.

SECTION 3. Vacancies:

- A. Vacancies on the Service Board caused by death, resignation or refusal to serve shall be filled by appointment of the Board; The person so selected will serve until the next Annual Meeting.
- B. The Service Board may declare vacant the office of a Service Board member who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by final order or judgment of any court to have breach any duty described in Article VII of these By-laws.
- C. Any or all Service Board members may be removed without cause if such removal is approved by the ISRs as set forth in Article XI, Section 2.

ARTICLE VII

SERVICE BOARD OFFICERS

SECTION 1. Chairperson:

- A. To be eligible to serve as Chairperson, the person must have served on the Service Board of the Corporation for at least one (1) year. The Chairperson shall serve as the President of the Corporation.
- B. The Chairperson shall be elected for a period of one (1) year by the Service Board.

SECTION 2. Service Board:

Service Board members shall not act in the capacity of ISRs while serving on the Service Board.

SECTION 3. Election:

At the first meeting of the Service Board following the election of Service Board members, the Service Board shall elect from among its members officers consisting of a Chairperson, Vice-Chairperson, Secretary and Treasurer to serve for the ensuing year or at the discretion of the Service Board.

SECTION 4. Installations:

The Chairperson and Service Board members elected into an open position in November shall be installed at the Intergroup meeting held in January of each year.

ARTICLE VIII

DUTIES OF THE SERVICE BOARD

SECTION 1. The Service Board shall:

- A. Have the obligation to carry out the day-to-day activities and business affairs of the Office as specified in the Office Manual.
- B. Make such decisions as necessary to carry on the general purposes of groups in the handling of questions pertaining to public information and Intergroup activities as the same may arise.
- C. Submit to and follow the directives of the ISRs on matters of general policy and programs which affect the Al-Anon Groups of San Diego County, providing the policies and programs are within the framework of the Twelve Traditions and the Twelve Concepts.

- D. Attend all regular and special meetings of the Service Board and all regular and special meetings of the Intergroup.
- E. Report proceedings of each of its meetings to the ISRs at the next Intergroup meeting.
- F. Authorize capital expenditures not to exceed \$1200. Any capital expenditure in excess of \$1200 must be approved by the ISRs.
- G. Refer all matters arising in the Service Board meetings which require discussion and action on the part of the ISRs to the next Intergroup meeting.
- H. Determine which special committees are necessary.
- I. Review activities of, and act as an advisory body to, all committees.
- J. Have the right to fill any vacancy on the Service Board occurring for any reason. The person so selected shall complete this term of office only until the next election. The selection and such service shall not disqualify said member from being nominated and elected as a member of the Service Board at the next regular election.
- K. All checks, drafts or other orders of payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation shall be signed or otherwise authorized by any one of the following, provided that two or more of the following approve of the expense: Chairperson, Vice-Chairperson, Secretary or Treasurer subject to the provisions of Article, XV, Section 3
- L. The Chairperson, Vice-Chair, Secretary, or Treasurer shall have the authority to open and close accounts and transfer monies between existing accounts of the Corporation, as agreed upon by the Service Board, approved by motion and documented in Service Board minutes.
- M. In the event of an immediate financial emergency, as determined by a majority of the four previously mentioned Board members qualified to move monies in the Corporate accounts, up to \$2,500 may be transferred between accounts of the Corporation without prior approval by motion of the Service Board.

SECTION 2. The Chairperson of the Corporation shall:

- A. Preside at all meetings of the Service Board and Intergroup. The Chairperson may, however, designate the Vice-Chairperson or any member of the Service Board to act in this capacity.
- B. Be an Ex-Officio member of all standing committees except nominating committee, and may appoint such committees as he or she, together with the Service Board, shall deem necessary for the welfare and operation of the groups.
- C. Be responsible for the administration of the Service Board and maintain contact with the committees.
- D. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming Chairperson.

- E. Submit an annual written summary of activities to the Historian.
- F. Submit a monthly written summary of activities to the Intercom Chairperson.
- G. Along with the Treasurer and office Chairperson, prepare wage recommendations for salaried employee(s) based on the performance evaluation as outlined in the Office Policies Manual. These recommendations shall be submitted to the Service Board at the November meeting. The Chairperson and Office Chairperson will meet with employee(s) after the November meeting to go over the performance evaluation and wage review.

SECTION 3. The Vice-Chairperson shall:

- A. Officiate in the absence of the Chairperson.
- B. Assist the Chairperson at all meetings.
- C. Serve the unexpired term of office of the Chairperson, if necessary.
- D. Serve in the capacity of Program Chairperson for Intergroup meetings and special events.
- E. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming Vice-Chairperson.
- F. Submit an annual written summary of activities to the Historian.
- G. Be responsible for fund raising events to support the Intergroup office.

SECTION 4. The Secretary shall:

- A. Read the minutes of previous meetings as directed by the Chairperson.
- B. Record minutes of all Service Board, Intergroup and Special meetings, and submit a copy to each member of the Service Board and to the Office.
- C. Be responsible for notices and correspondence as directed by the Chairperson.

SECTION 5. The Treasurer shall:

- A. Be responsible for the balancing of the books and the reconciling the bank statement at the end of each month.
- B. Submit a written financial statement to each board member at each Service Board meeting.
- C. Present a verbal, current financial report at each Intergroup meeting.
- D. Submit a monthly written financial statement to the Office Manager for publication in the INTERCOM.

- E. Along with the Office Chairperson and Office employee, be responsible to ensure that all tax papers have been turned in to the accountant; and submit all necessary government reports after preparation by the accountant.
- F. Pay State and Federal Taxes on behalf of the Corporation as required.
- G. Maintain \$12,000, or one month's anticipated total expenditures in a current operating account for the next month's expenses. Deposit any overage, in increments of \$100 into an interest-bearing account.
- H. Along with the Chairperson and Office Chairperson, prepare wage recommendations for salaried employee(s) based on performance evaluation as outlined in the Office Policies Manual. These recommendations shall be submitted to the Service Board at the November meeting.

SECTION 6. The Ex-Officio Service Board member shall:

- A. Serve as a voting member of the Service Board and advisor to the Service Board by attending monthly Service Board and Intergroup meetings.
- B. Forward appropriate Al-Anon information to the ISRs via e-mail.
- C. Assist the Historian with counting ballots submitted for the Service Board positions.

ARTICLE IX

COMMITTEES AND CHAIRPERSONSHIPS

SECTION 1. COMMITTEES:

The Service Board may, by resolution adopted by a majority of Service Board members present at a meeting, provided that a quorum is present, create one or more committees, each consisting of one or more members of the Service Board to serve at the pleasure of the Board. Appointments to such committees shall be by the majority vote of the Service Board members present at a meeting at which a quorum is present, unless the Articles require a majority vote of the Service Board members authorized in the Articles of the By-laws. The Board may appoint one or more Service Board members as alternate members of any committee. Any such committees, to the extent provided in the resolution of the Board, shall have all the authority of the Service Board, except with respect to those powers made expressly non-delegable by Section 5212 of the California Nonprofit Corporation Law which include the following actions:

- (a) The approval of any action for which this part also requires approval of the Members (Section 5034) or approval of a majority of all Members (Section 5033);
- (b) The filling of vacancies on the Service Board or in any committee which has the authority of the Service Board.

- (c) The fixing of compensation of the directors for serving on the Service Board or on any committee.
- (d) The amendment or repeal of By-laws or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Service Board which by its express terms is not so amendable or repeatable.
- (f) The appointment of committees of the Service Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Nonprofit Corporation Law.

A committee exercising the authority of the Service Board shall not include as members persons who are not directors. However, the Service Board may create other committees that do not exercise the authority of the Service Board and are advisory only in nature; and these other committees may include persons regardless of whether they are directors.

All committees existing at the time of adoption of these revised By-laws shall continue to perform those functions expressly delegated by the Board.

SECTION 2. Standing Chairpersonships will be:

- A. Alateen Chairperson.
- B. Historian and Nominations Chairperson.
- C. Institutions and Public Outreach Liaison Chairperson.
- D. Intercom Chairperson.
- E. Office Chairperson.
- F. Spanish Liaison Chairperson.
- G. World Service Liaison.
- H. Web Coordinator

SECTION 3. The Alateen Chairperson shall:

- A. Be responsible for Alateen activities on the local level.
- B. Appoint as many members as deemed necessary to carry out responsibilities.
- C. Maintain an accurate record of all activities during term of service.
- D. Submit an annual written summary of activities to the Historian.

SECTION 4. The Historian and Nominations Chairperson shall:

- A. Collect and preserve all pertinent Al-Anon data and information regarding Al-Anon events.
- B. Present a slate of nominees for the Service Board at the September Intergroup meeting.
- C. Prepare ballots for mailing by the office employee(s) 30 days prior to the meeting, to registered ISRs, and tally the votes at the Annual Intergroup meeting.
- D. Appoint as many members deemed necessary to carry out responsibilities.
- E. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming Historian and Nominations Chairperson.
- F. Record an annual written summary of Al-Anon activities.

SECTION 5. The Institutions and Public Outreach Liaison Chairperson shall:

- A. Be responsible for Supporting the efforts of the Districts in their public outreach efforts. The I/PO Liaison shall handle any requests received by the Corporation by institutions and/or organizations for information about Al-Anon/Alateen, including requests for Al-Anon participation in community events, by contacting the District Representative and/or the District's Public Outreach Representative where the institution/organization is located, so that the District can respond to such requests. The District may, from time-to-time, direct and request that the Corporation respond in their stead. Requests for information and/or participation may come from treatment facilities, women's shelters, hospitals, schools and/or an Al-Anon group seeking more information about Al-Anon. If a request is not specific to one District or the District Representative is unable to respond, then the I/PO Liaison will arrange to provide the information or event volunteers.
- B. Appoint as many members as deemed necessary to carry out responsibilities.
- C. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming Institutions Chairperson.
- D. Submit an annual written summary of activities to the Historian.

SECTION 6. The Intercom Chairperson shall:

- A. Be responsible for the monthly publication of the newsletter presently known as the INTERCOM.
- B. Appoint as many members as deemed necessary to carry out responsibilities.
- C. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming Intercom Chairperson.
- D. Submit an annual written summary of activities to the Historian.
- E. Include a monthly summary of activities in the INTERCOM.

SECTION 7. The Office Chairperson shall:

- A. Be responsible for the function of the Office, in compliance with the policies formulated in the Office Manual, the Twelve Steps, the Twelve Traditions and Twelve Concepts and the current policies of the WSO.
- B. Appoint as many members as deemed necessary to carry out responsibilities.
- C. Arrange for the Office to be properly staffed by the paid employee(s) and volunteers, periodically review hours and when necessary, make recommendations for any change that might be indicated.
- D. Arrange for training of all first-time volunteers in Office procedures as outlined in the Office Policy Manual and Office Volunteers Manual.
- E. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming Office Chairperson.
- F. Serve in an advisory capacity for one year following the termination of term of office to ensure continuity with the incoming Office Chairperson.
- G. Submit an annual written summary of activities to the Historian.
- H. Along with the Chairperson and Treasurer, prepare wage recommendations for salaried employee(s) based on performance evaluation as outlined in the Office Policies Manual. These recommendations shall be submitted to the Service Board at the November meeting. The Office Chairperson and Chairperson will meet with employee(s) after the November meeting to go over the performance evaluation and wage review.
- I. Sign checks for the Office Operating Account in accordance with Article XV, Section 3.
- J. Along with the Treasurer and Office employee, be responsible for ensuring that all tax papers have been turned in to the Corporation's accountant; and submit all necessary government reports after preparation by the Corporation's accountant.

SECTION 8. The Spanish Liaison shall:

- A. Serve as liaison between the San Diego County Intergroup and Spanish Al-Anon groups in San Diego County and encourage the exchange of information between the two.
- B. Maintain an accurate record of all the activities during term of service. This record should be turned over to the incoming Spanish Liaison.
- C. Submit an annual written summary of activities to the Historian.

SECTION 9. The World Service Liaison shall:

- A. Serve as liaison between San Diego County Intergroup and the Southern California World Service Committee and Area Assembly and encourage the exchange of information between the two.
- B. Select a person to serve as a registered Alternate World Service Liaison and appoint as many members deemed necessary to carry out responsibilities.
- C. Maintain an accurate record of all activities during term of service. This record is to be turned over to the incoming World Service Liaison.
- D. Submit an annual written summary of activities to the Historian.

SECTION 10. The Web Coordinator shall:

- A. Maintain and update the San Diego AIS website as per specific requests.
- B. Coordinate with the San Diego AIS Board and Districts/Groups on communications posted to the website.
- C. Suggest new website content and pages.
- D. Review the San Diego AIS, SCWS, and WSO websites periodically in order to maintain links, forms or information on communication.
- E. Manage special projects for the website.
- F. Submit an annual written summary of activities to the Historian.

ARTICLE X

EMPLOYEES

SECTION 1. The Service Board shall have the right to select and review employees, as it may deem necessary. Any employee is disqualified from serving as an Information Service Representative, Group Representative, District Representative, Assembly Officer, member of any Area World Service Committee, Delegate, or Regional Trustee candidate.

- A. The salaried employee(s) shall discharge the business functions of the Office as outlined in the Office Manual. They shall be responsible for the maintenance and protection of the records of the Office.
- B. The salaried employee(s) does not decide policy and is under the direct supervision of the Service Board.
- C. The salaried employee(s) shall attend all ISR meetings. The salaried employee(s) shall attend Service Board meetings at the request of the Board. Employee(s) shall be compensated at their hourly rate of pay (per California State law) for attending.

SECTION 2. Compensation of Salaried Employees:

- A. Salaries shall be determined by the Service Board with an annual review in November. It should be remembered that the paid employees are individuals with specific skills and compensation should be on the scale with what their skills would justify on the employment market.
- B. Any change in salary is to be reported to the ISRs at the January Intergroup meeting.

ARTICLE XI

REMOVAL OF SERVICE BOARD MEMBERS

SECTION 1. The Service Board may remove, by majority vote, any member, including the Chairperson, who fails to attend two (2) consecutive meetings of the Service Board without reasonable excuse. The Service Board, by a majority vote of the directors who meet all of the required qualifications to be a director set forth in Article VI, may declare vacant the office of any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

SECTION 2. The ISRs, at any regular or Special meeting, may remove from office any Service Board member by motion duly made, seconded and carried by a two-thirds majority of the registered ISRs present and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum).

ARTICLE XII

CORPORATION RECORDS -INSPECTION

SECTION 1. Records:

The Corporation shall maintain, in accordance with general accepted accounting principles, adequate and correct accounts books and records of its business and properties. All such books, records and accounts shall be kept in its principal executive Office in the State of California, as fixed by the Service Board from time to time.

SECTION 2. Inspection of Books and Records:

All books and records required of the Corporation by the California Nonprofit Corporation Law, Section 6320, shall be opened to inspection of the Service Board members and ISRs from time to time in the following manner:

- A. If any records subject to inspection are not maintained in written form, a request for inspection is not complied with unless and until the Corporation, at its expense, makes such record available in written form.
- B. Any inspection may be made in person or by agent or attorney, and the rights of inspection includes the right to copy and make extracts.
- C. Any right of inspection extends to the records of each subsidiary of this Corporation.

SECTION 3. Certification and Inspection of By-laws:

The original or a copy of these By-laws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the Corporation's principal California executive office and shall be opened to inspection by the ISRs of the Corporation at all reasonable times during office hours.

ARTICLE XIII

ANNUAL REPORTS

- SECTION 1. The Service Board shall cause an Annual Report or Statement to be sent after the close of the fiscal year, in accordance with the provisions of the California Nonprofit Corporation Law, Sections 6321 and 6322. Such report shall be sent to ISRs through publication in the INTERCOM no later than the April edition. Such report shall contain a Balance Sheet as of the end of the fiscal year, an Income Statement and a Statement of Changes in Financial Condition for such fiscal year accompanied by any report thereon of an independent accountant; or if there is no such report, the certificate of two authorized officers of the Corporation that such statements were prepared without audit from the books and records of the Corporation. Notwithstanding SECTION 2 below, a report with the information required under Section 6321 above shall be furnished annually to all of the following: all directors of the Corporation; and any ISR who requests it in writing.

SECTION 2. Waiver:

The foregoing requirement of an Annual Report under Section 6321 may be waived by the Service Board so long as this Corporation shall have received less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year.

SECTION 3. Annual Statement:

Pursuant to Section 6322 of the California Nonprofit Corporation Law, the Corporation shall furnish an annual statement of certain transactions and indemnifications to the ISRs and to the directors no later than 120 days after the close of the fiscal year. If the Corporation issues an annual report as set forth in Section 7.7 above, this requirement shall be satisfied by including the required information, as set forth below, in such report. Such annual statement shall describe:

- a. Any "covered transaction" (defined below) during the previous fiscal year of the Corporation involving (i) more than Fifty Thousand Dollars (\$50,000) or, (ii) which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested persons" relationship to the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the "interested person" is only a partner, only the interest of the partnership need be stated. For the purposes of this Section, a "covered transaction" is a transaction in which the Corporation, its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 1. Any director or officer of the Corporation, or its parent or subsidiary; or
 2. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.
- b. The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of the Corporation to any officer or director of the Corporation. For purposes of this Section, any person described in either subparagraph (1) or (2) of paragraph a. above is an "interested person."

ARTICLE XIV

INDEMNITY

- SECTION 1. The Corporation may indemnify any Service Board Member, officer, agent representative or employee as to those liabilities and on those terms and conditions as specified in Section 5328 of the California Corporations Code. In any event, the Corporation shall have the right to purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such person against the liability insured against.

ARTICLE XV
FINANCES AND VALIDITY OF INSTRUMENTS

- SECTION 1. The acceptance of bequest, unusual donations or other offerings from any source is prohibited, whether for general or specifically designated purpose, except, however, a donation of up to \$10,000 per year and a one-time bequest from an Al-Anon member up to \$100,000 are not to be considered an unusual donation, and may be accepted.
- SECTION 2. The Corporation shall not act as trustee of any trust, nor shall any funds be used specifically for investment purposes.
- SECTION 3. All checks, drafts or other orders of payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation shall be signed pursuant to Article VIII, Section 1. K. except that the Board may establish an account or single line of credit (credit card) for office operating purposes in an account or credit line not to exceed \$2000 to be known as the Office Operating Account. The persons authorized to use the Office Operating Account shall be the current Office Chairperson and the designated office employee. Expenditures shall be only for accounts specifically established by the Board.
- SECTION 4. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other written instrument and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, shall be valid and binding on the Corporation when signed by the president of the Corporation, unless the other person has actual knowledge that the signing officer had no authority to execute the same. Any such instruments may be signed by any other person(s) and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or amount.

ARTICLE XVI
RULES OF PROCEDURE

- SECTION 1. Knowledge-Based Decision-Making (KBDM) shall be the process for all matters of procedures not specifically covered by the By-laws or by special rules of procedure adopted by the Service Board.

ARTICLE XVII
AMENDMENTS OF BY-LAWS

- SECTION 1. The By-laws may be amended or repealed in part or in whole at any Intergroup meeting by an affirmative vote of two-thirds (2/3) of the ISRs present there, provided a copy of the proposed amendment(s) or repeal is presented to each ISR in writing, at least four (4) weeks before the meeting at which time the action is to be taken on the amendment(s) or repeal. But, if at such a meeting, the proposed amendment(s) or repeal is not adopted, revised amendment(s) or repeal motions may be referred to the next Intergroup meeting.

ARTICLE XVIII

REVOCATION OF PRIOR BY-LAWS

This Corporation by adopting the By-Laws set forth herein in Articles I through XVII hereby revokes and terminates the prior By-laws of this Corporation as adopted January 10, 2015.

CERTIFICATE OF SECRETARY

I, the duly appointed Secretary of AL-ANON FAMILY GROUPS OF SAN DIEGO COUNTY, INC., do hereby certify that the foregoing amended By-laws, consisting of twenty-one (21) pages were duly enacted at a lawfully constituted meeting by a two-thirds (2/3) vote of the Information Service Representatives present on September 12, 2020.

Signed and subscribed by me this 12 day of September, 2020.



Ashley Kontoff
Secretary