

**BY LAWS OF THE  
SOUTHEASTERN PENNSYLVANIA INTERGROUP ASSOCIATION**

**AMENDED ON OCTOBER 5, 2020**

**ARTICLE I**

**PURPOSE AND OFFICE**

**1.1 PURPOSE:** The purpose of the Association shall be [the administration and coordination of Alcoholics Anonymous (A.A.) activities common to the various groups comprising the Association's membership.] removed

**1.1 PURPOSE:** The purpose of the Association shall be to serve the fellowship of Alcoholics Anonymous (A.A.) and our Twelve Step work and activities common to the five county area. New Bylaws

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**1.2 OFFICE:** The Association shall maintain its office within the Pennsylvania counties of Bucks, Chester, Delaware, Montgomery or Philadelphia. Same.

**ARTICLE II**

**MEMBERS, REPRESENTATIVES AND ZONE MATTERS**

**2.1 MEMBERSHIP:** The membership of the Association shall consist of each presently registered A.A. group and any future registered A.A. Group located in the five county area Philadelphia, Bucks, Chester, Delaware and Montgomery counties of Pennsylvania and which shall have elected or which shall elect to participate in the Association in such form as the Steering Committee may from time to time direct. Such election shall be evidenced by giving notice to the Association. The Association shall prepare and maintain a record of all member groups. Removed

**2.1 MEMBERSHIP:** The membership of the Association shall consist of each presently registered A.A. group and any future registered A.A. Group participating in the five county area of Bucks, Chester, Delaware, Montgomery and Philadelphia counties of Pennsylvania and which shall have elected or which shall elect to participate in the Association in such form as the Steering Committee may from time to time direct. Such election shall be evidenced by giving notice to the

Association. The Association shall prepare and maintain a record of all member groups. **New Bylaws**

**2.2 REPRESENTATIVES AND ALTERNATE REPRESENTATIVES:** Each member group of the Association shall designate or elect one person to serve as representative of the member group to represent such group in the affairs of the Association. Each member group may also designate or elect an alternate representative. The name and address of each representative and alternate of existing member groups elected or designated to serve shall be registered with the Association as soon as practical, but at least by the first **business** meeting attended. No person may serve concurrently as a representative or alternate of more than one member group. **business changed to Zone in New Bylaws**

**2.3 ZONES, MEETINGS AND COORDINATION:** For purposes of the Association, each of the Pennsylvania counties of Bucks, Chester, Delaware, Montgomery and Philadelphia shall be designated a separate Zone which shall consist of all registered groups **geographically located** within the respective Zone ('Zone Groups'). **With the consent of the Steering Committee, a majority of registered representatives of Zone Groups in each respective Zone** may hold meetings within the respective Zone as necessary and appropriate to participate in the activities and affairs of the Association. The method or manner of such participation may be by **teleconferencing** or otherwise as approved by the Steering Committee. Each of the Zone Groups shall annually elect persons to serve as Zone Coordinator and Alternate Zone Coordinator who shall be responsible to coordinate the activities of the respective Zone Groups with the Association. Each Zone Coordinator shall **also** serve as **a** member of the Steering Committee **and, in case of his or her absence, the Alternate Zone Coordinator shall so serve. Removed**

**2.3 ZONES, MEETINGS AND COORDINATION:** For purposes of the Association, each of the Pennsylvania counties of Bucks, Chester, Delaware, Montgomery and Philadelphia shall be designated as **s** separate **Zones** which shall consist of all registered groups **participating** within the respective **Zones** ('Zone Groups'). **In addition to the regularly scheduled Zone meetings, Intergroup** **R**epresentatives may hold meetings within the respective **Zones** as necessary and appropriate to participate in the activities and affairs of the Association. The

method or manner of such participation may be **in person**, by **video conferencing**, or otherwise as approved by the Steering Committee. Each of the Zone Groups shall annually elect persons to serve as Zone Coordinator and Alternate Zone Coordinator who shall be responsible to coordinate the activities of the respective Zone Groups with the Association. Each Zone Coordinator **and Alternate Zone Coordinator** shall serve as members of the Steering Committee. **New Bylaws**

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## ARTICLE III

### MEETINGS OF REPRESENTATIVES

**3.1 REGULAR MEETINGS:** Regular meetings of representatives shall be held at 7:00 P.M. on the second Monday of every month unless another time and/or date is designated by the Steering Committee of the Association and notice thereof is given to each representative or alternate. **New Bylaws**

**3.1 SPECIAL MEETINGS:** Special meetings of representatives may be called at any time (other than a regular meeting date) by a majority of the Steering Committee or by written request of at least 25% of **member groups** received at the Association's office. **Removed**

**3.2 SPECIAL MEETINGS:** Special meetings of representatives may be called at any time (other than a regular meeting date) by a majority of the Steering Committee or by written request of at least 25% of **currently registered Intergroup Representatives or in their absence the Alternate Intergroup Representative** received at the Association's office. **New Bylaws**

**3.3 NOTICE OF MEETINGS:** Notice of any change in regular meeting dates or of each special meeting shall be given in writing to each **Intergroup Representative and Alternate Intergroup Representative** at their current registered address with the Association at least two weeks prior to the date or revised date of such meeting. **New Bylaws(added)**

**3.3 PLACE OF MEETING:** All meetings of representatives shall be held at the respective zone locations of the Association, unless another place is designated by the Steering Committee in a notice to representatives and alternates. Removed

**3.4 PLACE OF MEETING:** All meetings of Intergroup Representatives shall be held in person or by video conferencing as determined by the respective zones of the Association. New Bylaws

**3.4 QUORUM; ADJOURNMENT:** The presence of 1/5th (20%) of registered representatives or alternates from member groups shall constitute a quorum for the purpose of conducting business at a meeting or representatives. If a quorum is not present at a duly scheduled or announced meeting, the meeting shall be adjourned to a time and place specified by the Chairperson in a written notice to representatives and alternates given in the manner provided in Section 3.3 hereof. At such adjourned meeting, the presence in person of representatives or alternates from at least 1/10th (10%) of the member groups shall constitute a quorum. Removed

**3.5 QUORUM; ADJOURNMENT:** The presence of 1/5th (20%) of currently registered Intergroup Representatives or Alternate Intergroup Representatives from member groups shall constitute a quorum for the purpose of conducting business of the Association. If a quorum is not present at a duly scheduled or announced meeting, Zone business can continue. The business of the Association will then be addressed at the next meeting of representatives and will only require a 10% quorum. New Bylaws

**3.6 VOTING:** Every member group represented at a meeting by a currently registered representative or alternate shall be entitled to one vote on each matter brought before the meeting, such vote to be exercised either by the representative or alternate. Unless otherwise specified in Article X- Amendments to By-Laws, the favorable vote of a majority of those present and entitled to vote shall be sufficient to approve any matter brought before the meeting. Removed

**3.6 VOTING:** Every member group represented at a meeting by a currently registered **Intergroup Representative** or **Alternate Intergroup Representative** shall be entitled to one vote **per group** on each matter brought before the meeting. Unless otherwise specified in Article X the favorable vote of a majority of those present and entitled to vote shall be sufficient to approve any matter brought before the meeting. **New Bylaws**

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## ARTICLE IV

### STEERING COMMITTEE

**4.1 COMPOSITION:** The Steering Committee of the Association shall consist of the following officers of the Association: Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and each of the Directors and Assistant Directors of the **permanent** committees, and each duly elected Zone Coordinator, Alternate Zone Coordinator and the non-voting Director of Archives Special Committee and the non-voting Office Manager. **permanent changed to standing in New Bylaws**

**4.2 PERSONAL LIABILITY:** A member of the Steering Committee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, **as a member of the Steering Committee except to the extent that a law liability for monetary damages may not be limited. Removed.**

**4.2 PERSONAL LIABILITY: Limitation on Personal Liability.** A member of the Steering Committee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, **unless (i) they have breached or failed to perform the duties of their office, under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any successor law, or (ii) the breach or failure to perform constitutes self- dealing, willful misconduct or recklessness. New Bylaws.**

**4.3 ELECTION OF STEERING COMMITTEE:** Subject to the provisions of Section 4.6 of these by-laws, the Intergroup Representatives at the October meeting shall elect a Vice Chairperson, an Assistant Secretary, an Assistant Treasurer, an Assistant Director of Treatment Facilities, an Assistant Director of Prisons, and Assistant Director of Public Information, an Assistant Director of the Unity Committee, and Assistant Director of the Cooperation with the Professional Community Committee, and an Assistant Director Interphone Committee and an Alternate Zone Coordinators (voted in by their respective Zones) to serve in those capacities for one year, effective November 1<sup>st</sup>. Each will serve the succeeding year as Chairperson, Secretary, Treasurer, Director of the Treatment Facilities Committee, Director of the Prisons Committee, Director of the Public Information Committee, Director of the Unity Committee, Director of the Cooperation with the Professional Community Committee, and Director of the Interphone Committee and Zone Coordinators. Any nominee not present at the October meeting (unless excused by the Chair or Vice Chair) may not be elected. Added in New Bylaws

**4.31 ELECTION OF ZONE COORDINATOR AND ALTERNATE ZONE COORDINATOR:** Shall be elected by the representatives of their respective zones to serve in that capacity for one year effective November 1st. Removed

**4.4 QUALIFICATIONS; REMOVAL:** All members of the Steering Committee must be continuously sober for at least one year, must meet such additional sobriety and service requirements as may be established from time to time by the Association and shall be subject to removal or recall by a majority vote at a duly constituted meeting of the representatives, held after notice of the proposed action has been sent to the affected member. Each member of the Steering Committee is expected to be present at the Steering Committee, their respective committee meetings and other respective zone meetings as determined by the Chairperson and/or Steering Committee. If there are three (3) or more unexcused absences in any calendar year, the member is disqualified from serving on the Steering Committee. Pre-notification of an absence can only be made to the Chairperson, Vice Chairperson and Office Manager. Removed

**4.4 QUALIFICATIONS; REMOVAL:** All members of the Steering Committee must be continuously sober for at least one year, must meet such additional

sobriety and attendance requirements as may be established from time to time by the Association. Steering Committee members shall be subject to removal or recall by a majority vote at a duly constituted meeting of the Intergroup Representatives, held after notice of the proposed action has been sent to the affected member. Each member of the Steering Committee is expected to be present at the Steering Committee, their respective committee meetings and other respective zone meetings as determined by the Chairperson and/or Steering Committee. In addition, if there are three (3) unexcused absences in any calendar year, the member is disqualified from serving on the Steering Committee. Pre-notification of an absence can only be made to the Chairperson, Vice Chairperson and Office Manager. A loss of sobriety is considered an automatic resignation. New Bylaws

**4.5 RESPONSIBILITIES:** The Steering Committee shall be responsible to conduct, manage and direct the affairs of the Association subject to instructions by members adopted by a formal resolution of representatives at a duly constituted meeting. Removed

**4.5 RESPONSIBILITIES:** The Steering Committee shall be responsible to conduct, manage and direct the affairs of the Association subject to guidance by the groups as expressed through Intergroup Representatives at their respective Zones. New Bylaws

**4.6 RESIGNATION; VACANCIES:** Any member of the Steering Committee may resign by giving written notice to the Chairperson, Vice Chairperson, or the Secretary. Except in the case of the Chairperson, any vacancies in the Steering Committee because of death, resignation, removal or any other cause may be filled by the Chairperson, subject to approval of a majority of the remaining members of the Steering Committee. A vacancy in the office of the Chairperson, for any reason, shall be filled by an individual elected by a majority vote of the incumbent members of the Steering Committee. incumbent removed Vice Chairperson added in new Bylaws

**4.7 REGULAR MEETINGS:** Regular meetings of the Steering Committee shall be held at the Association's office on the Wednesday preceding the representative's meeting of each month unless another time or date is designated by the Chairperson of the Association and notice thereof is given to each member of the Steering Committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee. Removed

**4.7 REGULAR MEETINGS:** Regular meetings of the Steering Committee may be held at the Association's office or another location on the Wednesday preceding the representative's meeting of each month unless another time or date is designated by the Chairperson and notice thereof is given to each member of the Steering Committee. The preferred method or manner of such participation is in person, but may include teleconferencing, video conferencing or another method as approved by the Steering Committee. New Bylaws

**4.8 SPECIAL MEETINGS:** Special meetings of the Steering Committee shall be held at the Association's office upon call by the Chairperson or, in his/her absence, the Vice Chairperson upon notice to each member of the Steering Committee. Removed

**4.8 SPECIAL MEETINGS:** Special meetings of the Steering Committee may be held if called by the Chairperson or, in his/her absence, the Vice Chairperson, by giving notice to each member of the Steering Committee. New Bylaws

**4.9 QUORUM; VOTING:** The presence in person of a majority of the members of the Steering Committee then in office at any meeting shall constitute a quorum for the purpose of conducting all business coming before such meeting. Unless otherwise specified in these By-Laws, the favorable vote of a majority of the members present at any meeting at which a quorum is present shall be sufficient to approve any matter brought before the meeting. Removed

**4.9 QUORUM; VOTING:** The presence of a majority of Steering Committee members at any regular or special Steering Committee meeting shall constitute a quorum. If a quorum is present, a simple majority vote of the Steering Committee members is sufficient to approve any matter brought before the meeting. New Bylaws.

## ARTICLE V

### OFFICERS AND EMPLOYEES

**5.1 DESIGNATION:** The officers of the Association shall be the persons elected as such at a meeting of representatives and currently serving as



the Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Directors and Assistant Directors of each permanent committee and the Zone and Alternate Zone Coordinators of the Association **together with the Office Manager. Removed**

**5.1 DESIGNATION:** The officers of the Association, **as trusted servants**, shall be the persons elected at a meeting of **Intergroup** Representatives and currently serving as the Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and the Directors and Assistant Directors of each **standing** committee and the Zone and Alternate Zone Coordinators of the Association. **The Office Manager and Archives Director are included as appointed positions. New Bylaws**

**5.2 THE CHAIRPERSON:** The Chairperson shall be the **Chief Executive Officer** of the Association and shall have supervision over the affairs of the Association **in cooperation with** subject to the Steering Committee. **New Bylaws**

**5.3 THE VICE CHAIRPERSON:** The Vice Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson and shall perform such other duties as may be assigned by the Steering Committee or the Chairperson. **Same**

**5.4 THE SECRETARY:** The Secretary **shall attend all meetings of the Steering Committee and** shall record the minutes of **such meetings and** the votes taken thereat and shall perform all duties incident to the office of Secretary. **Removed**

**5.4 THE SECRETARY:** The Secretary shall record the minutes of **Steering Committee** meetings, the votes taken thereat and shall perform duties inherent to the office of Secretary. **New Bylaws**

**5.5 THE ASSISTANT SECRETARY:** The Assistant Secretary shall assist the Secretary in the performance of the duties of Secretary and shall perform such duties in the absence of the Secretary. **Same**

**5.6 THE TREASURER:** **The Treasurer shall have or provide for the custody of the funds or other property of the Association; shall collect and receive or provide for the collection and receipt of moneys earned by or in**

any manner due to or received by the Association; shall deposit all funds in his or her custody as Treasurer in such banks or other places of deposit as the Association may from time to time designate; shall, whenever so required by the Association, render an account showing all transactions as Treasurer and the financial condition of the Association; and, in general, shall discharge such other duties as may from time to time be assigned by the Steering Committee or the Chairperson. **Removed**

**5.6 THE TREASURER:** The Treasurer shall oversee and/or provide for the collection, custody, and disbursement of the funds or other property of the Association. Whenever so required by the Association, the Treasurer shall report on the financial condition of the Association; and, in general, shall discharge such other duties as may from time to time be assigned by the Steering Committee or the Chairperson. **New Bylaws**

**5.7 THE ASSISTANT TREASURER:** The Assistant Treasurer shall assist the Treasurer in the performance of the duties of the Treasurer and shall perform such duties in the absence of the Treasurer. **Same**

**5.8 THE DIRECTOR OF A PERMANENT COMMITTEE:** The Director of each Permanent Committee shall be responsible to assure performance of the purposes of the Committee including the attraction and direction of Committee members. **Removed**

**5.8 THE DIRECTOR OF A STANDING COMMITTEE:** The Director of each Standing Committee shall be responsible to lead its Committee in the fulfillment of its purpose. **New Bylaws**

**5.9 THE ASSISTANT DIRECTOR OF A PERMANENT COMMITTEE:** The Assistant Director of each Permanent Committee shall assist the Director in the performance of the duties of the Director of such Committee and shall perform such duties in the absence of the Director. **Removed**

**5.9 THE ASSISTANT DIRECTOR OF A STANDING COMMITTEE:** The Assistant Director of each Standing Committee shall assist the Director in the performance of their duties and shall perform such duties in the absence of the Director. **New Bylaws**

**5.91 THE ZONE COORDINATOR AND ALTERNATE ZONE COORDINATOR:** The Zone Coordinator and Alternate Zone Coordinator

shall be responsible for the execution of the Association's By-laws and the committee guidelines in their respective zones. Removed

#### **5.10 THE ZONE COORDINATOR AND ALTERNATE ZONE**

**COORDINATOR:** The Zone Coordinator and Alternate Zone Coordinator shall be responsible for the coordination of activities between the Zone and the Association as provided by the Steering Committee. They shall also be responsible to lead the Zone in the fulfillment of its purpose and for operating within the scope of the Association's By-laws in their respective zones. New Bylaws

**5.10 THE OFFICE MANAGER:** The Office Manager shall be the principal operating officer of the Association and shall be employed by the Association on a full time salaried basis. The Office Manager shall be a member of A.A. with a minimum of five years continuous sobriety and shall conduct the operation of the Association's office and shall perform duties as may be specified from time to time by the Steering Committee. A vote of 2/3rds of all members of the Steering Committee then in office shall be required to remove the Office Manager from office. Removed 5.10 changed to 5.11 in New Bylaws

**5.11 OTHER EMPLOYEES:** The Association shall employ employee(s) on a full or part-time basis as deemed necessary by the Steering Committee. The selection of the person(s) to fill this/these positions shall be made by the Office Manager and approved by the Steering Committee. Each such employee shall be a member of A.A. with two years or more continuous sobriety and shall assist the Office Manager in the performance of such duties as usually pertain to this office and such additional duties as may be specified from time to time by the Steering Committee at the direction of the Chairperson. Each employee may be removed from employment by the Office Manager with the approval of the Steering Committee. Removed

**5.12 OTHER EMPLOYEES:** The Association shall employ employee(s) on a full or part-time basis as deemed necessary by the Steering Committee. The selection of the person(s) to fill this/these positions shall be made by the Office Manager and approved by the Steering Committee. Each such employee shall be a member of A.A. and should have two years or more of continuous sobriety. The individual(s) will assist the Office Manager in the performance of all assigned duties. Each employee may be removed from employment by the Office Manager with the approval of the Steering Committee. New Bylaws

## ARTICLE VI

### STANDING COMMITTEES

**6.1 IDENTITY AND COMPOSITION:** The Association shall have **six permanent** committees which shall be: the Treatment Facilities Committee; the Prisons Committee; the Public Information Committee; the Unity Committee; the Cooperation with the Professional Community Committee; and the Interphone Committee. Each such committee shall consist of the Director and Assistant Director of the committee and **such** other members of **A.A.** who **shall** elect to join and serve on the committee. **Removed**

**6.1 IDENTITY AND COMPOSITION:** The Association shall have **seven standing** committees which shall be: the Treatment Facilities Committee; the Prisons Committee; the Public Information Committee; the Unity Committee; the Cooperation with the Professional Community Committee; Interphone Committee; **and the Finance Committee.** Each such committee shall consist of **a** Director and Assistant Director of the committee and **any** other members who elect to join and serve on the committee. **The Treasurer and Assistant Treasurer are the Director and Assistant Director of the Finance Committee. New Bylaws**

**6.2** Standing Committees shall meet regularly as approved by the Steering Committee at the Association's office on the day and time determined by the Committee. A deviation from the location must be communicated to the Chairperson, Vice Chairperson, or Office Manager. The preferred method or manner of such participation is in person, but may include teleconferencing, video conferencing or another method as approved by the Steering Committee. **New Bylaws.**

**6.2 THE TREATMENT FACILITIES COMMITTEE:** The **functions of the Treatment Facilities Committee shall be to** establish and oversee the **conduct** A.A. meeting in various hospitals, rehabilitation centers and other treatment facilities in the five county area in coordination with and at the request of the directors or officials of such facilities. **The Treatment Facilities Committee shall meet monthly at the offices of the Association on the day set by its existing committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee. Removed**

**6.3 THE TREATMENT FACILITIES COMMITTEE:** The Treatment Facilities Committee shall establish and oversee the A.A. meetings in various hospitals, rehabilitation centers and other treatment facilities located in the five county area in coordination with and at the request of the directors, or officials of such facilities. **New Bylaws**

**6.3 THE PRISONS COMMITTEE:** The Prisons Committee shall arrange for and oversee the conduct of A.A. meetings in the various correction facilities and detention centers located in the five county area at the request of and in coordination with the facilities officials. **The Prisons Committee shall meet monthly at the offices of the Association on the day set by its existing committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee Removed**

**6.4 THE PRISONS COMMITTEE:** The Prisons Committee shall establish and oversee the A.A. meetings in various correctional facilities and detention centers located in the five county area at the request of and in coordination with the facilities officials. **New Bylaws**

**6.4 THE PUBLIC INFORMATION COMMITTEE:** The Public Information Committee shall, on request, provide information to the public about A.A. and the A.A. recovery program through presentations in schools, to churches and service groups, at health fairs and to other non-A.A. groups within the five-county area keeping in mind the principle of attraction rather than promotion. **The Public Information Committee shall meet monthly at the offices of the Association on the day set by its existing committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee Removed**

**6.5 THE PUBLIC INFORMATION COMMITTEE:** The Public Information Committee shall provide information to the public about A.A. and the A.A. recovery program within the five-county area keeping in mind the principle of attraction rather than promotion. **New Bylaws**

**6.5 THE UNITY COMMITTEE:** The Unity Committee shall inform A.A. Groups in the five county area of the programs and activities of the Association and shall encourage participation by A.A. members in service through the Association member groups and A.A. General Service. The Unity Committee shall meet monthly at the offices of the Association on the day set by its existing committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee Removed

**6.6 THE UNITY COMMITTEE:** The Unity Committee shall inform A.A. Groups in the five county area of the service opportunities available to individual A.A. members. New Bylaws

**6.6 THE COOPERATION WITH THE PROFESSIONAL COMMUNITY COMMITTEE:** The Cooperation with the Professional Community Committee shall foster awareness and understanding of A.A. and the A.A. recovery program among professionals within the five-county area. The Committee shall also, in coordination with the administration of local medical, law and divinity schools, and other professional agencies, arrange for the escort of students by A.A. members to A.A. open meetings in the area. The Cooperation with the Professional Community Committee shall meet monthly at the offices of the Association on the day set by its existing committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee Removed

**6.7 THE COOPERATION WITH THE PROFESSIONAL COMMUNITY COMMITTEE:** The Cooperation with the Professional Community Committee shall foster awareness and understanding of A.A. and the A.A. recovery program among professionals within the five-county area. The Committee shall also arrange for the escort of students by A.A. members to open A.A. meetings. New Bylaws

**6.7 THE INTERPHONE COMMITTEE:** The Interphone Committee shall provide 12 Step telephone coverage after office hours and develop and maintain a network of coordinators to provide this service. The Interphone Committee shall meet at the offices of the Association on such dates set by the existing committee. The method or manner of such participation may be by teleconferencing, video conferencing or as otherwise approved by the Steering Committee Removed

**6.8 THE INTERPHONE COMMITTEE:** The Interphone Committee shall provide 12 Step telephone coverage outside of office hours and develop and maintain a network of A.A. volunteers to provide this service. New Bylaws

**6.9 FINANCE COMMITTEE:** The Finance Committee shall advise, monitor and report on the financial condition of the Association, to include but not limited to annual budgets, expenditure controls, sources of income, salary reviews and other financial matters. New Bylaws

## ARTICLE VII

### SPECIAL COMMITTEES

**7.1 IDENTITY:** The Association shall have the following special committees. The Finance Committee; the Nominating Committee; the Search Committee (when applicable); the Special Events Committee; and such other ad hoc committees as the Chairperson may appoint for special tasks or special purposes. Removed, Finance is now a Standing Committee in the new Bylaws

**7.1 IDENTITY:** The Association shall have the following special committees. The Nominating Committee; the Search Committee (when applicable); the Special Events Committee; the Archives Committee; and such other ad hoc committees as the Chairperson may appoint for special tasks or special purposes. New Bylaws

**7.2 FINANCE COMMITTEE:** The Finance Committee shall provide advice and make recommendations from time to time to the Steering Committee with respect to the financial affairs of the Association, including but not limited to annual budgets, expenditure controls, sources of income, salary reviews and other financial matters. The committee shall consist of the Treasurer and Assistant Treasurer and persons elected by the Chairperson. It is recommended that a former Treasurer, preferably the immediate past treasurer be included. The remaining Committee membership shall be open to the Fellowship with a minimum requirement of 90 days of sobriety for membership and one year of sobriety for voting privileges. The Committee shall hold meetings monthly. The Treasurer and Assistant Treasurer shall chair the meeting. A Secretary shall be appointed from the Committee to take minutes. These minutes shall be typed, reproduced and distributed to all members of the Finance Committee,

Steering Committee and the office staff. Removed, now a Standing Committee in new Bylaws.

**7.3 NOMINATING COMMITTEE:** Not less than two months prior to the election meeting, the Chairperson shall convene a Nominating Committee whose duty shall be to develop a slate of qualified nominees for the officers to be elected in accordance with Section 4.3. This committee shall consist of not fewer than five members whose experience includes knowledge of the Association's functions and of the service qualifications of the broadest possible cross section from the area served by the Association. This Committee shall observe such criteria in the selection of nominees as shall be prescribed from time to time by the Steering Committee. Removed

**7.2 NOMINATING COMMITTEE:** At least three months prior to the election meeting, the Chairperson shall convene a Nominating Committee whose duty shall be to develop a slate of qualified nominees for the officers to be elected in accordance with Section 4.3. This committee shall consist of not fewer than five members whose experience includes knowledge of the Association's functions and of the service qualifications of the broadest possible cross section from the area served by the Association. New Bylaws

**7.4 SEARCH COMMITTEE:** The purpose of the Search Committee shall be to identify and interview qualified persons to fill any vacancy or anticipated vacancy in the office of the Office Manager. Each Search Committee shall be composed of at least three former members of the Steering Committee, appointed by the Chairperson with the approval of the current Steering Committee. Removed

**7.3 SEARCH COMMITTEE:** The purpose of the Search Committee shall be to identify and interview qualified persons to fill any vacancy or anticipated vacancy in the position of the Office Manager. Each Search Committee shall be composed of at least three former members of the Steering Committee, preferably past Chairpersons, appointed by the current Chairperson with the approval of the current Steering Committee. New Bylaws

**7.5 ARCHIVES COMMITTEE:** The Archives Committee shall be responsible for the maintenance of local artifacts, documents, memorabilia, oral historian, Association publications, copies, minutes and such materials that pertain to the Southeastern Pennsylvania Intergroup Association. The



collection, maintenance, preservation, and display of archival material shall be under the supervision of a trusted servant known as the Intergroup Archivist. The Archivist shall hold a non-rotating position, appointed and subject to removal by the Chairperson, subject to Steering Committee approval. The Archivist is a non-policy making, non-authority position. The Archives Committee will have a chairperson. The Chairperson of the Archives Committee will be a non-voting member of the Steering Committee and serve a one (1) year term. The Chairperson will be a former Chairperson of the Intergroup Association appointed by the current Chairperson, subject to approval of the Steering Committee. Removed

**7.4 ARCHIVES COMMITTEE:** The Archives Committee shall be responsible for the SEPIA archives. The Archives Committee will have a Director, who will be a non-voting member of the Steering Committee and serve a one (1) year term. The Director will be a former Chairperson of the Intergroup Association appointed by the current Chairperson, subject to approval of the Steering Committee. The Archivist shall hold a non-rotating technical position, appointed and subject to removal by the Chairperson, subject to Steering Committee approval. The Archivist is a non-policy making, non-authority position. New Bylaws

**7.6 SPECIAL EVENTS COMMITTEE:** The Special Events Committee shall be chaired by the Vice Chairperson and shall be responsible for organizing, promoting and arranging all special events, including the Roundup, the banquets and such other events approved by the Steering Committee. The Vice Chairperson will appoint a director and assistant director for each event. Removed

**7.5 SPECIAL EVENTS COMMITTEE:** The Special Events Committee shall be chaired by the Vice Chairperson and shall be responsible for organizing, promoting and arranging all special events, including the Roundup and such other events approved by the Steering Committee. The Vice Chairperson may appoint a Director for each event. New Bylaws

## ARTICLE VIII

### INDEMNIFICATION

**8.1 INDEMNIFICATION:** The Association may indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reasons of the fact such person is or was a member of the Steering Committee or an officer of the Association, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The indemnification provided by or pursuant to the article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Association's Articles of Incorporation, any other agreement, vote of Directors or otherwise, both actions in their official capacity and as to actions in another capacity while holding an office. Removed, completely redone in new Bylaws

**8.1 Indemnification.** The Association shall indemnify any member of the Steering Committee, officer, ( employee or representative) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a representative of the Association, against all expenses or liabilities (including attorneys' fees, judgments, fines, surcharges, penalties and amounts paid in settlement) actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; or, an agency or carrier determines that the person is substantially liable to the Association or at fault. Despite such a determination, the Steering Committee may, in view of all the circumstances of the proceeding, decide that the person is fairly and reasonably entitled to indemnity for such expenses.

**8.2 Advancement of Expenses.** The Association may advance expenses incurred by a member of the Steering Committee, officer, (employee or representative), who may be eligible for indemnification under Section 8.1, in defending a proceeding, in advance of the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

**8.3 Procedure.** Unless ordered by a court or otherwise required by law, to determine whether any indemnification or advance of expenses under Sections 8.1 or 8.2 is permissible, the Steering Committee (1) by a majority vote of a quorum consisting of those members who were not parties to the proceeding; (2) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested members so directs, by independent legal counsel in a written opinion; or (3) by the majority vote of the Members present at the meeting, may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met and the person has met the applicable standard of conduct.

**8.4 Continuing Right to Indemnification.** The indemnification and advancement of expenses provided pursuant to Sections 8.1 or 8.2 shall continue as to any person who has ceased to be a member of the Steering Committee, officer, (employee or representative) and shall inure to the benefit of the heirs, executors and administrators of such person.

The reasonable expenses of any member of the Steering Committee, officer, (employee or representative), in prosecuting a successful claim for indemnification and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Association.

## ARTICLE IX

### GUIDING PRINCIPLES

**9.1 TWELVE TRADITIONS:** The Twelve Traditions of Alcoholics Anonymous are accepted as guides regarding the Southeastern Pennsylvania Intergroup Association of Alcoholics Anonymous, (A.A.):

- (1) Our common welfare should come first; personal recovery depends on A.A. unity.
- (2) For our group purpose there is but one ultimate authority, a loving God as He may express Himself in our group conscience.
- (3) The only requirement for A.A. membership is a desire to stop drinking.
- (4) Each group shall be autonomous except in matters affecting other groups or A.A. as a whole.
- (5) Each group has but one primary purpose: to carry its message to the alcoholic who still suffers.
- (6) An A.A. group ought never endorse, finance, or lend the A.A. name to any related facility or outside enterprise lest problems of money, property and prestige divert us from our primary purpose.
- (7) Every A.A. group ought to be fully self-supporting, declining outside contributions.
- (8) Alcoholics Anonymous should remain forever non-professional, but our service centers may employ special workers.
- (9) A.A., as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
- (10) Alcoholics Anonymous has no opinion on outside issues; hence the A.A. name ought never be drawn into public controversy.
- (11) Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio and films.
- (12) Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities.

**9.2 TWELVE CONCEPTS:** The Twelve Concepts of Alcoholics Anonymous are also accepted a guides regarding the Southeastern Pennsylvania Intergroup Association of A.A.:

(1) Final responsibility and ultimate authority for A.A. World Services should always reside in the collective conscience of our whole fellowship.

(2) When, in 1955, the A.A. groups confirmed the permanent charter of their General Service Conference, they thereby delegated to the Conference complete authority for the active maintenance of our world services and thereby made the conference – excepting for any change in the Twelve Traditions or in Article 12 of the Conference Charter – the actual voice and the effective conscience for our whole society.

(3) As a traditional means of creating and maintaining a clearly defined working relation between groups, the Conference, the A.A. General Service Board and its several service corporations, staffs, committees and executive, and of thus insuring their effective leadership, it is here suggested that we endow each of these elements of world service with a traditional “Right of Decision.”

(4) Throughout our Conference structure, we ought to maintain at all responsible levels a traditional “Right of Participation”, taking care that each classification or group of our world servants shall be allowing a voting representation in reasonable proportion to the responsibility that each must discharge.

(5) Throughout our world services structure, a traditional “Right of Appeal” ought to prevail, thus assuring us that minority opinion will be heard and that petitions for the redress of personal grievances will be carefully considered.

(6) On behalf of A.A. as a whole, our General Service Conference has the principle responsibility for the maintenance of our world services, and it traditionally has the final decision respecting large matters of general policy and finance. But the Conference also recognizes that the chief initiative and the active responsibility in most of these matters should be exercised primarily by the Trustee members of the Conference when they act among themselves as the General Service Board of Alcoholics Anonymous.

(7) The Conference recognizes that the Charter and the Bylaws of the General Service Board are legal instruments: that the Trustees are thereby fully empowered to manage and conduct all of the world service affairs of Alcoholics Anonymous. It is further understood that the Conference charter itself is not a legal document; that it relies instead upon the force of tradition and the power of the A.A. purse for its final effectiveness.

(8) The Trustees of the General Service Board act in two primary capacities: (a) with respect to the legal matters of overall policy and finance, they are the principal planners and administrators. They and their primary committees directly manage these affairs. (b) But with respect to our separately incorporated and constantly active services, the relation of the Trustees is mainly that of full stock ownership and of custodial oversight which they exercise through their ability to elect all directors of these entities.

(9) Good service leaders, together with sound and appropriate methods of choosing them, are at all levels indispensable for our future functioning and safety. The primary world service leadership once exercised by the founders of A.A. must necessarily be assumed by the Trustees of the General Service Board of Alcoholics Anonymous.

(10) Every service responsibility should be matched by an equal service authority – the scope of such authority to be always well defined whether by tradition, by resolution, by specific job description or by appropriate charters and bylaws.

(11) While the trustees hold final responsibility for A.A.'s world service administration, they should always have the assistance of the best possible standing committees, corporate service directors, executives, staffs and consultants. Therefore, the composition of these underlying committees and service boards, the personal qualifications of their members, the manner of their induction into service, the systems of their rotation, the way in which they are related to each other, the special rights and duties of our executives, staffs and consultants, together with a proper basis for the financial compensation of these special workers, will always be matters for serious care and concern.

(12) General Warranties of the Conference: in all its proceedings, the General Service Conference shall observe the spirit of the A.A. Traditions,

taking great care that the Conference never becomes the seat of perilous wealth or power; that sufficient operating funds, plus an ample reserve, be its prudent financial principle; that none of the Conference 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 Conference action ever be personally punitive or an incitement to public controversy; that though the Conference may act for the Service of Alcoholics Anonymous, it shall never perform any acts of government; and that, like the society of Alcoholics Anonymous which it serves, the Conference itself will always remain democratic in thought and action.

## ARTICLE X

### AMENDMENTS TO BY-LAWS

10.1 AMENDMENTS: These By-Laws may be amended at any time by a 2/3rd vote of the Intergroup Representatives present at any regular meeting provided a quorum has been met and provided a copy of the proposed amendment is submitted to each currently registered Intergroup Representative and/or Alternative Intergroup Representative at least one month before the meeting at which action is taken on the amendment.  
Added in new Bylaws