

# BYLAWS

MADISON AREA INTERGROUP CENTRAL OFFICE

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## Definitions

**A.A.:** Alcoholics Anonymous

**M.A.I.C.O.:** Madison Area Intergroup Central Office

**Steering Committee:** The group formally charged with watching over and directing the affairs of MAICO. For legal purposes of the corporation, the Steering Committee is one and the same as the "board of directors."

**Group Representatives:** MAICO representatives (reps), Representatives: AA members chosen by their groups to represent the AA group at the meetings of the MAICO representatives.

**Office Manager:** The person hired to be physically present at and run the MAICO.

**Registered Groups:** Those Alcoholics Anonymous groups who express a desire to be part of MAICO, who provide a current contact for mailing purposes and who may send a member to the representatives meetings.

**Twelfth Step Work:** For the purposes of this document, the term "Twelfth Step Work" shall specifically refer to the one-on-one contact between a member of Alcoholics Anonymous and another person, intended to pass on experience and knowledge of the program of Alcoholics Anonymous.

**G.S.O.:** General Service Office of Alcoholics Anonymous

## Bylaws and Charter Madison Area Intergroup Central Office

The purpose of these bylaws is to officially describe the functions of the Madison Area Intergroup Central Office (MAICO) and its relationship to the local groups of Alcoholics Anonymous (AA). These bylaws describe the structure of authority, responsibility and control. They also suggest the parameters by which decisions and actions are made. All of the following bylaws shall only apply to representatives, committee members and employees of MAICO in their activities involving this organization. Nothing contained herein may be construed as providing authority, license or approval to interfere, govern or direct the policies, organization or activities of any AA group or the AA service structure.

### Article I:       **Organization**

#### A)       Name & Form

The organization shall be named "Madison Area Intergroup Central Office", here in after referred to as MAICO. Legally the organization shall take the form of a not-for-profit (nonprofit) membership corporation duly incorporated in the State of Wisconsin. The legal form notwithstanding, MAICO, in all of its activities, shall abide by the intent and spirit of the Twelve Traditions, the Twelve Concepts and where possible the suggested procedures and limitations suggested by the AA Service Manual and other conference approved AA literature.

#### B)       Ownership

MAICO is owned by the collective membership of Alcoholics Anonymous in the direct service area, as defined in Article II, Section C. However, MAICO is not responsible to, nor need answer to, any individual member of Alcoholics Anonymous, except as outlined in this document. Any individual member of Alcoholics Anonymous may attend any meeting or function of MAICO, or visit the central office during regular business hours unless currently intoxicated. During regular business hours, individual AA members may also inspect all books or records, except the 12th step referral list and records of the identities of individuals contributing to MAICO.

MAICO shall gain its authority from and be responsible to the registered groups of its service area. A group of Alcoholics Anonymous may become a member of MAICO by signifying its desire to join, registering with MAICO its name, meeting place, time, representatives, addresses, and telephone numbers. Each group should also be registered with GSO and signify its members' willingness to accept Twelfth Step referrals by providing a list of members so inclined with their phone numbers.

No member, representative, director or employee of MAICO shall be entitled to or paid any profits, commissions, bonuses or the like. Employees of MAICO shall be compensated by either hourly rate or by salary. No MAICO representative or Steering Committee member shall receive any form of compensation for his/her duties as outlined.

#### C)       Life Span

MAICO has no planned life span as long as it remains supported by the groups in its service area. MAICO is a service function of the groups of Alcoholics Anonymous, and is not to be held accountable in the same fashion as a for-profit business. MAICO shall be supported by the contributions and activities of its member groups or shall cease to exist. See Article VI for further elaboration.

Article II: **Mission**

A) Purpose

The mission of MAICO is to provide goods and services which are deemed essential to and facilitate the "Twelfth Step Work" of Alcoholics Anonymous. These activities are beyond the ability and scope of any individual AA group and are not otherwise provided for by the local AA Twelfth Step committees. MAICO is a service organization to the local groups and is a direct extension of the activities of the groups themselves. MAICO does not and may not do "Twelfth Step Work" (see definitions), but only facilitates this activity.

B) Services

MAICO is organized to provide, but not limited to, the following services:

- 1) A 24 hour phone service providing Twelfth Step referrals to AA groups and individual AA members.
- 2) Hold inventories of and sell literature and merchandise.
- 3) Provide a central phone number to answer general AA questions within the service area.
- 4) Coordinate and provide assistance to the local 12th step committees such as Corrections, Public Information, Treatment and Cooperation with the Professional Community.
- 5) Serve as the vehicle to publish a local AA newsletter.

MAICO is specifically not to engage in any of the following:

- 1) Attempt to govern, coerce, direct or otherwise interfere with the activity of any AA group.
- 2) Engage or attempt to engage in any activities designed to create a separate existence for MAICO apart from being supported by its member groups.
- 3) Solicit funds or contributions from any non-AA organizations including the local clubhouses.
- 4) Accept funds, property or contributions from non-AA organizations.
- 5) Accumulate reserves of money or other assets for no ~~good~~ stated AA purpose.

C) Service Area

Any AA group may register with, send a group representative to, and/or contribute to MAICO. The headquarters and principle office of MAICO shall always be in Dane County.

Article III: **Group Representatives**

A) Representation

Each AA group in the service area is encouraged to elect or appoint one member to represent it at MAICO representative meetings. An alternate may also be elected and attend, however, under no circumstances may any group have more than one voice or vote at meetings of the representatives. No one person may represent more than one group. In addition, no person on the Steering Committee of MAICO may also be a group representative.

## B) Duties and Responsibilities

The representatives of the groups to MAICO are responsible for the final oversight of the activities of the office. Although they do not exercise any direct control over the day to day operations, through the powers of election, recall and the ability to influence their respective groups to contribute or not to MAICO, control is thus maintained over the actions of the office and Steering Committee.

In addition, the representatives are responsible for the relationship of MAICO to individual AA members and the groups. MAICO representatives may and are encouraged to take on various projects. Such activities may include social activities, and special service projects.

## C) Meetings

The representatives will meet monthly to decide issues, engage in activities and to hear the report of the Steering Committee of MAICO. MAICO and its Steering Committee shall attempt to maintain the regular time and place for these meetings so as to become customary. Special meetings of the representatives may be called by a minimum of six representatives or a majority of the Steering Committee.

The Chairperson of the Steering Committee of MAICO or his/her designee shall chair these regular and special meetings without a vote except in matters requiring a tie break. All duly chosen representatives of registered AA groups shall have both a voice and vote at these meetings. Present and former Steering Committee members and the current office manager of MAICO shall be given a voice only. Other AA members and third parties may be given permission to speak by the chairperson of the meeting. All issues shall be decided by majority vote. No voting by proxy shall be permitted. The representatives shall be responsible for taking minutes and providing a permanent copy to the secretary of the Steering Committee and to the office manager of MAICO to be put on file.

The order of business at these meetings shall be as follows:

- 1) The chair shall open the meeting, read the minutes from the last meeting, and then give a report of the activities and finances of the MAICO office. Written copies of the minutes of the previous meetings of both the representatives and the Steering Committee and a treasurer's report shall be available to each representative. These reports shall include the amount of contributions made, expenses, literature sales, amount and location of all reserves, assets purchased and number of "Twelfth Step" referrals made.
- 2) The chair shall ask for and discharge any old business.
- 3) The chair shall ask for items of new business.
- 4) The chair shall present any issues or business which the Steering Committee needs to address to either the representatives or the groups themselves.

Article IV: **Steering Committee**

A) Structure

The Steering Committee shall consist of seven members whose specific purpose is to watch over and guide the activities of MAICO. Six of the positions shall be elected positions and the seventh shall be held by the current office manager of MAICO.

*Note: MAICO does not provide directors insurance.*

B) Functions

In general, the Steering Committee functions include but are not limited to the following:

- 1) Select, hire, assist and review all paid employees, permanent or temporary.
- 2) Review and approve all office procedures.
- 3) Ensure that all money and other assets are accounted for. The Steering Committee shall also see that a report of the finances of MAICO be published in each "newsletter".
- 4) Ensure that the bylaws, policies and procedures are strictly adhered to.
- 5) Bring to the attention of the groups via their representatives matters arising from the operation of MAICO which may affect AA.
- 6) Consider, evaluate and recommend to the representatives other ways and means of aiding the AA program in accordance with its traditions and principles, in conformity with GSO guidelines for Intergroups and Central Offices.
- 7) Set hours of operation of the office, taking into account the desires of the representatives and the resources available.

C) General Limits

Neither the Steering Committee nor employees of MAICO are empowered to act on major issues which would affect AA either locally or as a whole without consulting the member groups except in times of grave emergency.

In cases of disputed issues, after a sixty day notification period to the groups, the vote of two thirds of the group representatives present or by proxy (with not less than 25% of all registered groups present) shall be binding on the Steering Committee, over any and all legal rights of the formed committee. A simple majority shall be considered a strong suggestion.

D) Terms and Rotation

Each Steering Committee member shall serve for two years, with the exception of the office manager who occupies a permanent position on the committee. Elections shall be held every year in December for three Steering Committee members. The committee shall try to stagger the terms of its members so as to create continuity of experienced members comprising the committee.

Under no circumstances shall a Steering Committee member serve for consecutive terms, or be immediately elected to fill another space on an otherwise incomplete committee. The spirit of rotation shall govern the issue of service on the Steering Committee, with ex-committee members actively seeking qualified new members to fill vacancies rather than filling vacancies themselves. Members may be reelected to the Steering Committee after one year.

In cases of vacancies on the Steering Committee due to resignations, dismissals, etc., the remaining Steering Committee shall appoint a successor to serve the remainder of the unfulfilled term. This appointment shall be placed before the next meeting of the representatives and approved by simple majority. Should the representatives reject this appointment, an election shall be held according to the procedures in Section E of this article.

E) Elections of Committee Members

Candidates for the Steering Committee shall be alcoholics who have been sober for at least one year, are willing to give a two year commitment, have had six months experience as a group representative to MAICO and ideally possess some business background or training. Members shall be nominated and elected by the MAICO representatives according to the third legacy procedure as outlined in the current A.A. Service Manual.

F) Offices & Duties

The Steering Committee shall elect a chairperson, co-chairperson, secretary and a treasurer. None shall serve longer than one year in the same officer capacity.

Chairperson shall:

- 1) Prepare agenda for and lead all committee meetings.
- 2) Prepare agenda for and lead the meetings of the MAICO representatives.
- 3) Serve as final assurance that all activities of the committee are in adherence to these bylaws, the spirit of the AA Traditions and Concepts and any applicable state and local requirements.
- 4) Discuss current and proposed expenditures so all Steering Committee members are aware of financial status.

Co-Chairperson shall:

- 1) Chair Steering Committee and MAICO representative meetings in the Chairperson's absence.
- 2) Attend the District 20 GSR meeting and report on the activities of MAICO.

Secretary shall:

- 1) Be responsible for keeping a written minutes of all Steering Committee meetings. These minutes shall be kept permanently in the MAICO office. The minutes record attendance at meetings, and business transacted.

Treasurer shall:

- 1) Be responsible for the direct financial oversight of MAICO, the accounting procedures of the office manager, and review of the monthly financial statement.
- 2) Keep and insure an accurate record of attendance of all employees.



The Office Manager shall:

- 1) Perform duties as directed by the MAICO Steering Committee and/or as outlined in the document "Duties of the MAICO Office Manager".
- 2) Have responsibility to insure that all reports, licenses, forms and correspondence required by State and local authorities shall be filed on time.

G) Meetings of the Steering Committee

The Steering Committee shall meet on a monthly basis to review the activities of the MAICO office. All duly elected Steering Committee members and the office manager shall have both a voice and a vote. Other interested parties may attend the meetings and may speak with consent of the chairperson of the meeting.

The order of business at regular meetings shall be as follows:

- 1) Minutes of previous meeting reviewed and approved.
- 2) Minutes of previous MAICO Representative meeting reviewed.
- 3) Review previous month's financial statement.
- 4) Review of Office Manager's Report.
- 5) Old business.
- 6) New business.

A quorum for business shall consist of four Steering Committee members present. Duly formed and discussed motions may be passed with simple majority votes. In cases of ties, the motion is to be considered tabled until the next meeting.

Special meetings of the Steering Committee may be called by the chairperson. The chairperson shall contact all committee members and seek a time and place most convenient to the majority of members. The secretary or his/her substitute shall record all business discussed or transacted and the minutes shall be made a part of the formal record.

H) Removal and Recall

Any Steering Committee member who misses three consecutive regular committee meetings shall automatically be considered as resigning from the committee. In addition, any member of the Committee who relapses by becoming intoxicated at any time during his/her term is also automatically dismissed.

Article V: **Paid Employees**

A) General

The Steering Committee shall have the sole responsibility to hire and dismiss all employees. No contracted labor or any other paid activities, including the use of consultants or professionals, may be used without specific written committee approval. All paid positions shall have a written job description and performance standards. At no time shall any paid employee be assigned or practice "Twelfth Step Work" as part of any job. (See definitions) In all cases first consideration should be given to finding willing AA members to assist in the office before hiring additional paid employees.

B) Compensation and Review

The employees shall be compensated by hourly rates or salaries agreed upon by the Steering Committee and approved by a majority vote of the MAICO representatives at the regular meeting. All government required taxes and benefits shall be paid.

Once per year, the Steering Committee shall meet without the employee present to discuss his/her performance as the manager and to evaluate the level of compensation. The committee shall review the written job description and determine whether the employee has fulfilled all requirements for the position and whether any duties need to be changed and the job description revised.

Article VI: **Contributions and Support**

While realizing that there are no dues or fees in AA, if the aims of MAICO are to be carried out, MAICO must strive to become self supporting by the contributions of both money and effort by the member groups and by individuals in the AA program.

All funds and property received by or coming into the custody of MAICO belong to and are trust funds and property of MAICO, to be expended only for the purposes authorized and only in accordance with the 12 Traditions of Alcoholics Anonymous, and/or the bylaws as appropriate.

All funds of MAICO shall be deposited under the name of MAICO in banks or depositories, with the exception of small amounts of petty cash for operations, and all withdrawals from such accounts shall be made only by checks or like instruments. Only financial institutions insured by Federal Agencies shall be used.

Should MAICO be unable to fulfill its intended purposes because of the lack of contributions and/or active representation of its membership groups, MAICO shall liquidate its assets, pay its commitments and send any remaining balance of funds to Area 75 and GSO on an equal basis. MAICO shall maintain a prudent reserve equal to one month's expenses, based on an average of the previous 12 months. The average shall be calculated in January of each year.

Article VII: **Bylaw Amendment and Change**

None of the bylaws listed in this document may be modified or changed by the action of the Steering Committee. Suggestions for changes, modifications and clarifications may be initiated by the Steering Committee or by two MAICO representatives.

At the next regular meeting of the representatives, the proposed change will be announced to the representatives. If a simple majority of representatives approve, the proposed change may be scheduled for a vote of approval and adoption at a minimum of two months later at a regular representative meeting. In the interval, the proposed change shall be announced in the newsletter, and mailed to all member groups along with a proxy for voting. The proxy shall contain the proposed change, room for a positive or negative vote, return address, and instructions for mailing, and language which clearly indicates that if no response is made or no representative sent to the meeting, the Steering Committee shall vote the proxy for the group. The cut off for mailed in proxies shall be the Friday of the week before the scheduled vote.

At the meeting, a written vote shall be taken with ballots identified by group. The Steering Committee shall then vote its proxies and the results counted. A vote of 67% or more is required to adopt the proposed change. The results (including the name of the group and vote of the representative present) shall be made a part of the formal minutes.