

By-Laws
of the
Austin Al-Anon/Alateen Information Center

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By-Laws
of the
Austin Al-Anon/Alateen Information Center
A Texas Nonprofit Corporation

Article 1 -- Name

The name of this Corporation shall be the Austin Al-Anon/Alateen Information Center, Incorporated.

Article 2 -- Purpose

The Corporation is organized:

1. To encourage unity of purpose, growth of and communication with Al-Anon and Alateen groups in Austin and the surrounding area,
2. To maintain a central information office for Al-Anon and Alateen activities and for selling and distributing only Al-Anon Conference-Approved materials,
3. To channel requests from persons seeking help with the problems associated with alcoholism in a relative or friend, including assistance in finding Al-Anon and Alateen meetings in their area,
4. To channel requests to appropriate district and area service people, and
5. To be guided in all activities by the Twelve Steps, Traditions and Concepts of Service.

Article 3 -- Organization Not for Profit

This Corporation shall conduct its affairs in such a manner that it will qualify as a not-for-profit entity under the Texas Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code. None of its assets shall benefit any Member of the Board or Officer except for reimbursement of expenditures incurred on behalf of the Corporation.

Article 4 -- Powers

4.1 Powers in Property

The Corporation shall have the power to receive, own, hold, lease, mortgage, sell, convert, pledge, invest, or otherwise deal in property of whatever kind or character, except for the owning of real estate, in connection with, and in furtherance of, the Corporation's purpose.

4.2 Power to Contract for Services

The Corporation shall have the power to contract for the performance of any work or service deemed by the Board to be necessary for the fulfillment of its purposes.

4.3 Power to Make Rules

The Corporation shall have the power to make rules governing the rights, responsibilities and liabilities of the Members of the Board, Officers, Agents, Contractors, Employees and other persons.

4.4 Additional Powers

Additionally, the Corporation shall have the power to:

1. Use a corporate name and to have a corporate seal and symbol,
2. Sue and be sued in the corporate name,
3. Have perpetual existence, and
4. Exercise all other powers permitted by the laws of the State of Texas.

Article 5 -- Principal Office and Registered Agent

The Corporation shall continuously maintain in the State of Texas, a registered office and an agent whose office is identical with such registered office as required by the Texas Nonprofit Corporation Act. The Principal office of the Corporation in the State of Texas shall be located in Travis County, Texas.

Article 6 -- The Board

6.1 General Powers

The affairs of the Corporation shall be managed by the Board. The Board shall have responsibility for effecting the purposes and powers of the Corporation, and have management and control of corporate assets.

6.2 Members of the Board

The terms "Director" and "Member of the Board" shall be deemed synonymous and interchangeable so far as necessary to conform to the Certificate of Incorporation of the Corporation, which contemplates, and refers to, Directors.

6.3 Member of the Board Eligibility

A person attending a Board meeting who meets all of the eligibility requirements listed below is a Member of the Board and is thus permitted to vote on matters during that Board meeting.

- 6.3.1 Each Al-Anon and Alateen group that is registered with the Al-Anon World Service Office and considers itself served by the Austin Al-Anon/Alateen Information Center may select one of its members to serve as a Member of the Board. A person may

serve only one group as a Member of the Board.

- 6.3.2 Financial contribution by a group shall not be required for any registered group to select a Member of the Board.
- 6.3.3 Participation by a group in the Austin Al-Anon/Alateen Information Center is entirely voluntary.
- 6.3.4 A Member of the Board must be eighteen (18) years of age or older.
- 6.3.5 An Al-Anon/Alateen member who is also a member of A.A. is not eligible to serve as a Member of the Board for the Austin Al-Anon/Alateen Information Center.
- 6.3.6 A person who serves as a Member of the Board during three (3) consecutive calendar year terms shall not be eligible to serve as a Member of the Board during the following calendar year term.
- 6.3.7 A person who serves as a Member of the Board at three (3) or more Board meetings during a calendar year is considered to have served during that calendar year term, for the purpose of eligibility to serve on the Board.
- 6.3.8 An Officer is not a Member of the Board, except for the remainder of the Board meeting at which a Member of the Board is elected to be an Officer.

6.4 Board Meetings

No Board meeting, Election, Regular or Special, shall be held at a time and date in conflict with any Al-Anon district or area meeting.

- 6.4.1 First Board Meeting—The Board shall discuss the By-Laws at the first meeting of the year.
- 6.4.2 Election—The Election meeting of the Board shall be held in October, November or December of each year, for the purpose of electing Officers for the upcoming calendar year. The Board may decide to hold the Election Board meeting and a Regular Board meeting on the same date.
- 6.4.3 Regular—Regular Board meetings shall be held at least once a quarter on the date and at the time determined by the Board.
- 6.4.4 Special—Special Board meetings may be called by the Chair or by a quorum of the Members of the Board.
- 6.4.5 Notice—Notice of each meeting of the Board shall be sent to each known Member of the Board at least seven (7) days prior to the Board meeting by telephone, in writing or by electronic means.
- 6.4.6 Who May Attend—Meetings of the Board are open to any Al-Anon or Alateen member to observe, and to speak when recognized by the Chair, but only Members of the Board vote on matters before the Board.

- 6.4.7 Acts of the Board—The act of a majority of the Members of the Board at a meeting at which a quorum is present shall be an act of the Board, unless law or these By-Laws require the act of a greater number.
- 6.4.8 List of Board Members—The minutes shall list first name and last initial of all Members of the Board who attend each Board meeting.
- 6.4.9 Quorum—The quorum of Members of the Board that is necessary to hold a Board meeting during the current calendar year is 75% of the average of the total number of Members of the Board at all of the Board meetings during the previous calendar year.

6.5 Compensation and Expenses

No Officer or Member of the Board shall receive a stated salary or any other compensation for service as an Officer or Member of the Board. Expenses incurred by an Officer or Member of the Board on behalf of the Corporation may be approved by the Board and paid. If any Officer or Member of the Board contracts to provide a service to the Corporation for compensation, until the termination of the contract, s/he shall cease to serve as Officer or Member of the Board.

6.6 Removal

A person may be removed from serving as a Member of the Board for cause by a majority vote at any meeting of the Board. The Board shall determine whether cause exists.

Article 7 -- Officers of the Board

7.1 The Officers

The Officers of this Corporation shall be: Chair, Treasurer and Secretary. The Board may create and fill other offices, as it deems desirable, such Officers to have the authority necessary to perform the duties as defined by the Board.

7.2 Term of Office

The term of office shall be January 1 through December 31.

7.3 Election of Officers

The Officers of the Corporation shall be elected by the Board at the annual Election meeting and at any other Board meeting when there is an Officer position vacancy. Prior to the election of any Officer, the eligibility requirements for Officers shall be read. Volunteers and nominations shall be accepted. Candidates shall be asked to leave the room to allow discussion.

7.4 Officer Eligibility

A person who meets all of the eligibility requirements listed below may be elected by the Board to be an Officer.

7.4.1 An Officer must be eighteen (18) years of age or older.

7.4.2 An Officer must have regularly attended Al-Anon and/or Alateen meetings for at least

two (2) years.

- 7.4.3 An Al-Anon/Alateen member who is also a member of A.A. is not eligible to serve as an Officer of the Austin Al-Anon/Alateen Information Center.
- 7.4.4 An Al-Anon or Alateen member is eligible to be elected as an Officer if s/he is currently a Member of the Board or if s/he has attended at least two (2) Austin Al Anon/Alateen Information Center Board meetings in the past.
- 7.4.5 An Officer must be willing to have her/his position as an Officer of the Corporation, along with her/his full name and address, posted in public government records, such as tax returns and state non-profit corporation reports.
- 7.4.6 An Officer may be re-elected to a second or third term for either the same office or to a different office.
- 7.4.7 A person who serves as an Officer during two (2) consecutive calendar year terms, and does not serve a third consecutive term, shall not be eligible to serve as an Officer during the two (2) subsequent calendar year terms. A person who serves as an Officer during three (3) consecutive terms shall not be eligible to serve as an Officer during the three (3) subsequent calendar year terms.
- 7.4.8 A person who serves as an Officer at three (3) or more Board meetings during a calendar year is considered to have served as an Officer during that calendar year term, for the purpose of eligibility for office.
- 7.4.9 An Officer should regularly attend Al-Anon and/or Alateen meetings during her/his term in office.

7.5 Resignation

Any Officer may resign at any time by announcing in any meeting of the Board, or delivering to the Chair, in writing, a statement of resignation. Such resignation shall be effective immediately.

7.6 Removal

Any Officer may be removed from office for cause by a majority vote at any meeting of the Board. The Board shall determine whether cause exists.

7.7 Duties of the Chair

- 7.7.1 The Chair shall preside at all meetings of the Board. In the absence of the Chair, the Board shall select a temporary Chair.
- 7.7.2 The Chair shall sign any lease, contract or other instrument of obligation authorized by the Board, except where the signing thereof shall be expressly delegated by the Board, the By-Laws or statute to some other corporate Officer or Agent.
- 7.7.3 The Chair is responsible for seeking volunteers to serve on all Committees from Members of the Board and other Al-Anon and Alateen members.
- 7.7.4 The Chair shall be a member, without vote, of all committees.

- 7.7.5 The Chair may not vote in Board matters, except to break a tie vote.
- 7.7.6 The Chair shall carry out any other duties defined by the Board that are within the limits of these By-Laws.

7.8 Duties of the Secretary

- 7.8.1 The Secretary is the custodian of records of membership and activity, all corporate records, contracts, policies and the corporate seal, except for those items to which these By-Laws charge to the care, custody and control of the Treasurer.
- 7.8.2 The Secretary shall submit the forms necessary to maintain non-profit status with the State of Texas.
- 7.8.3 The Secretary shall provide all Members of the Board, upon their being seated on the Board, a copy of the current By-Laws.
- 7.8.4 The Secretary shall be responsible for recording minutes of all Board meetings, including a record of attendance,
- 7.8.5 The Secretary shall provide a draft copy of the minutes of each Board meeting to all Officers and Members of the Board prior to the next Board meeting.
- 7.8.6 The minutes shall be read at the succeeding Board meeting for amendment and approval.
- 7.8.7 After the minutes have been amended and approved by the Board, the Secretary shall provide a copy of the final minutes of each Board meeting to all Officers and Members of the Board.
- 7.8.8 The Secretary shall be responsible for notices of meetings and correspondence to all Members of the Board.
- 7.8.9 The Secretary shall be responsible for all correspondence necessary for the operation of the Corporation.
- 7.8.10 The Secretary shall maintain meeting minutes that will be passed on to succeeding secretaries.
- 7.8.11 The Secretary shall maintain a list of all current Members of the Board and Officers.
- 7.8.12 The Secretary may not vote in Board matters.
- 7.8.13 The Secretary shall carry out any other duties defined by the Board that are within the limits of these By-Laws.

7.9 Duties of the Treasurer

- 7.9.1 The Treasurer shall be an individual qualified by training or experience to perform the duties of the office.

- 7.9.2 The Treasurer shall have charge and custody of, and be responsible for, all accounts due to and payable by the Corporation to or from any source, and proper deposit of funds in the name of such financial institutions as the Board shall decide upon.
- 7.9.3 The Treasurer shall, unless otherwise directed by the Board, keep or cause to be kept, in books belonging to the Corporation, complete and accurate accounts of all monies, funds, properties, disbursements and liabilities of the Corporation and shall have care, custody and control of securities and notes of the Corporation.
- 7.9.4 The Treasurer shall prepare, or cause to be prepared, an income and expense statement for each Board meeting.
- 7.9.5 Bond, if deemed necessary by the Board, shall be provided at the expense of the Corporation.
- 7.9.6 The Treasurer shall prepare, or cause to be prepared, all required state and federal tax reports and returns.
- 7.9.7 The Treasurer shall be a member, without vote, of the Finance Committee.
- 7.9.8 The Treasurer may not vote in Board matters.
- 7.9.9 The Treasurer shall carry out any other duties defined by the Board that are within the limits of these By-Laws.

Article 8 -- Committees

The Chair shall be a member, without vote, of all committees. No committee may exercise any authority except such specific responsibilities as are granted by these By-Laws or by the Board. All committees are responsible to the Board.

8.1 Standing Committees

The Board shall select a Member of the Board to chair each Standing Committee. The Board, or the committee chair, may appoint any Al-Anon or Alateen member to serve on a Standing Committee. The following are the Standing Committees:

- 8.1.1 Finance Committee—The Finance Committee shall provide oversight of all of the financial affairs of the Corporation. The Finance Committee shall review financial reports presented at each Board meeting. The Finance Committee shall develop the budget for each fiscal year. The Finance Committee shall conduct an annual financial review and report the results, and any recommendations, to the Board. The Financial Committee chair may ask the Treasurer, any accountant and/or any bookkeeper to leave any portion of a financial review, as s/he deems appropriate.
- 8.1.2 Volunteer Committee—The Volunteer Committee shall be responsible for recruiting volunteers from the Al-Anon and Alateen groups served by the Austin Al-Anon/Alateen Information Center that are registered with the Al-Anon World Service Office.
- 8.1.3 Literature Committee—The Literature Committee shall be responsible for

ordering, storing, inventorying and selling Al-Anon World Service Office published literature. Much of the work, but not the responsibility, may be delegated to an office employee. Material other than Al-Anon Conference Approved Literature is not to be handled by the Austin Al-Anon/Alateen Information Center.

8.2 Other Committees

- 8.2.1 In addition to the Standing Committees provided for in the By-Laws, the Board may, by resolution, create other committees and define their responsibilities and duties.
- 8.2.2 The Board may select the committee chair. Otherwise, the committee may elect a committee member to serve as chair of the committee.
- 8.2.3 The Board or the committee chair may appoint any Al-Anon or Alateen member to serve on the committee.
- 8.2.4 The Board may redefine, abolish or otherwise alter any committee created by the Board.

8.3 District/Area Liaison

- 8.3.1 The District/Area Liaison is an Officer, a Member of the Board, or a past Officer or Member of the Board who is actively attending current Board meetings selected by the Board to serve for a calendar year term as the representative of the Austin Al-Anon/Alateen Information Center at all district and area service meetings.
- 8.3.2 The District/Area Liaison shall be responsible for communicating activities and concerns between the Austin Al-Anon/Alateen Information Center and the area and the district(s) served by the Austin Al-Anon/Alateen Information Center.
- 8.3.3 The District/Area Liaison may select an alternate eligible person to attend an area or district service meeting in her/his place.
- 8.3.4 The District/Area Liaison shall document all expenses incurred while attending district and area meetings, and be reimbursed for all proper expenses.
- 8.3.5 If the District/Area Liaison is a Member of the Board, and not an Officer, s/he remains a voting Member of the Board.

Article 9 -- Finances

9.1 Deposits

All the funds of the Corporation shall be deposited to the credit of the Corporation in such institution(s) as the Board may direct.

9.2 Income and Expenditures

The Board shall be responsible for ensuring that all income and expenditures are accounted for.

9.3 Payments

All payments shall be approved by two Officers of the Board. An Officer may not approve a payment to her/himself.

9.4 Petty Cash Fund

If a petty cash supply is kept in the office, detailed records must be kept of all expenditures. In addition, a limited amount of cash shall be available to make change for literature sales.

9.5 Donations

No gifts, donations or contributions can be accepted except as permitted by the Twelve Steps, Twelve Traditions, and Twelve Concepts of Service in Al-Anon.

9.6 Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end the last day of December of each year.

9.7 Excess Funds

If the sum of all operating and reserve funds were to exceed 1.5 times the annual operating expenses, the Board shall once per year distribute the excess, as it sees fit, to the Al-Anon World Service Office, area and/or district Al-Anon service organizations that are qualified under Section 501(c)(3) of the Internal Revenue Code.

Article 10 -- Agents, Contractors and Employees

10.1 Agents

The Board may appoint Agents to carry out the purposes and powers of the Corporation as specified by the Board. The Board may contract for the payment for such services upon such terms and conditions, as it deems equitable. Agents may not speak for, or make public representations on behalf of, the Corporation.

10.2 Independent Contractors

The Board may select a contractor to carry out special services and may contract for the payment for such services upon such terms and conditions as the Board deems equitable. Contractors may not speak for, or make public representations on behalf of, the Corporation.

10.3 Accountant and Bookkeeper

The Board may engage an accountant and/or a bookkeeper to advise it on record-keeping including taxation and other financial matters. S/he may perform or supervise performance of accounting and audit functions. An accountant or bookkeeper may not speak for, or make public representations on behalf of, the Corporation.

10.4 Employees

The Board may hire one or more people to work in the service of the Corporation, under an express or implied contract of hire, under which the Corporation has the right to control the details of work and performance. The office worker(s) under the authorization of the Board, may speak for, or make public representations on behalf, of the Corporation.

10.5 Representations on Behalf of the Corporation

If the Corporation, through its Board, Officers, Agents or others shall be involved in litigation, Internal Revenue Service audit or other formal administrative or judicial process the Board may contract with one or more attorneys, accountants or other persons and authorize them to speak for and make representations on behalf of the Corporation in connection with such activity.

Article 11 -- Contracts

11.1 Who May Contract

The power to approve the execution and delivery of contracts in the name of the Corporation and pledge the credit of the Corporation vests in the Board. The Board may authorize Officers to act on its behalf in the formation or execution of particular contracts. Such contracts shall bind the Corporation and not the individual so acting.

11.2 Form

All contracts and amendments to same shall be in writing. They must have the approval of the Board.

Article 12 -- Books and Records

The Corporation shall cause to be kept complete and accurate books and records of accounts and of all proceedings of the Board.

Article 13 -- Notice

Whenever a notice is required to be given under the provision of the Texas Nonprofit Corporation Act of the Articles of Incorporation, a copy of such notice shall be provided to all Members of the Board.

Article 14 -- Non-Discrimination

No person shall be denied access to corporate facilities or denied services, or prevented or discouraged from participating fully in the affairs and activities of the Corporation on the basis of race, creed, color, national origin, sexual orientation, gender or age; except that, a person serving as an Officer or Member of the Board must meet the eligibility requirements set forth in this document.

The Corporation shall have the right and responsibility to control access to its premises, facilities and activities in protection of any or all participants, and to preserve and effect performance of its corporate powers, purposes and prerogatives.

Article 15 -- Indemnification

The Corporation, in accordance with applicable law, may indemnify any Member of the Board, Officer, Agent or other functionary against reasonable expenses when s/he is, or is threatened to be, named as defendant or respondent in a proceeding because of conduct arising out of service to the Corporation where such individual acted in good faith and reasonably believed the conduct was in the Corporation's best interest, and in the case of criminal conduct, had no reasonable cause to believe the conduct was unlawful.

The Corporation may purchase and maintain a policy of insurance on behalf of any person who is or was Member of the Board, Officer, Agent or other functionary serving at the request of the Corporation against any liability asserted against and incurred by her/him in such capacity or arising out of such status whether or not the Corporation would have the legal authority or obligation to indemnify.

Where no insurance coverage is maintained, the determination of whether or not to indemnify shall be made at a meeting of the Board with all Members of the Board not named, or threatened to be named, as defendants or respondents eligible to vote.

Article 16 -- Decision-Making Procedures

Decisions shall be made by group conscience within the Twelve Steps, Twelve Traditions, and Twelve Concepts of Service. The Board shall use the Knowledge Based Decision Making guidance published by the Al-Anon World Service Office, plus guidance from the most recent version of Robert's Rules of Order.

Article 17 -- Amendment

Proposals for amending these By-Laws shall be presented in writing and read at a Board meeting and voted on at the next Board meeting. These By-Laws may be amended by a vote of two-thirds of the Members of the Board present. The Secretary shall maintain a file of By-Law amendments.

Article 18 -- Conflict of Interest

Any Member of the Board, who has a personal or financial interest in any matter that comes before the Board, whether or not the Member of the Board believes such interest impairs her/his objectivity, shall declare such interest and abstain from voting on the issue. S/he shall also refrain from discussion, but may respond to inquiries from the Board.

Article 19 -- Distribution upon Dissolution

Upon dissolution, all of the corporation's assets shall, after all of its liabilities and obligations have been discharged, be distributed, as the Board sees fit, to the Al-Anon World Service Office, area and/or district Al-Anon service organizations that are qualified under Section 501(c)(3) of the Internal Revenue Code.

Article 20 -- AI-Anon Guideline Compliance

The Corporation shall not engage in any activity or operation in any manner that is not within all of the guidelines published by the AI-Anon World Service Office.