

**By-Laws of  
Valley Intergroup Service Council**  
(a 501(c)(3) non-profit corporation)

Revised version approved by Intergroup: 02/05/2018

**Article I – Purpose**

The purpose of the Valley Intergroup Service Council (VISC) shall be to provide services to Alcoholics Anonymous groups primarily within the Tri-Valley area, that their members may stay sober and help other alcoholics to achieve sobriety.

**Article II – Principle Office**

The VISC office (Service Center), in the state of California shall be in the Tri-Valley area, as centrally located and as accessible to all A.A. groups in the Tri-Valley area as is reasonably practical.

**Article III – VISC Intergroup**

**Section A – Members** – The members of Intergroup shall be each existing A.A. group and any future A.A. group formed within the Tri-Valley area.

**Section B – Intergroup Representatives** – Each member A.A. group shall elect an Intergroup Representative to represent the member A.A. group at all regular and special meetings of Intergroup. Intergroup Representatives shall be active members of a member A.A. group with a suggested minimum of one year of continuous sobriety and shall be elected by that group.

**Section C – Intergroup Representative Term** - A member A.A. group is entitled to change its Intergroup Representative at any time and is encouraged to do so every year. A new Intergroup Representative or alternate must advise the Secretary of the VISC, in person, of his or her appointment and by what group.

**Section D - Powers and Duties** – The affairs of the VISC shall be managed by an Intergroup which shall exercise all the powers and be vested with all the duties of a Board of Directors of a non-profit corporation

**Section E - Voting Rights** – Each member A.A. group shall have one vote at all VISC meetings. Each member A.A. group's vote shall be cast by its Intergroup Representative.

**Article IV – VISC Intergroup Officers**

**Section A – VISC Officers** – The officers of the Intergroup, who shall exercise all the powers and discharge all the duties of the offices of a non-profit corporation, shall be an Intergroup Chair, Intergroup Recording Secretary, and VISC Treasurer. The Chair and Treasurer shall have five (5) years or more of continuous sobriety; the Recording Secretary shall have two (2) years or more of continuous sobriety.

**Section B – Election of Officers** – The officers, except the Treasurer, shall be elected by the Intergroup Representatives at the annual VISC meeting. Election of each officer shall be by Third Legacy Procedure except that nominees for Treasurer. Nominees for Treasurer shall be submitted to the Board, which shall first screen persons for the position to ensure that any person nominated is qualified by background and experience to discharge the duties of that office. The Treasurer, who must not be an Intergroup Representative, shall then be elected by simple majority vote of Intergroup Representatives. The Treasurer serves a two-year term.

**Section C – Term** – The term of office of the Chairperson and Secretary shall be one (1) year. The term of office of the Treasurer shall be two (2) years.

**Section D – Limitation on Terms** – The Chairperson, Secretary, and Treasurer shall not succeed themselves to a second consecutive term in the same office.

**Section E – Vacancies** – In the event of the death, resignation, or inability of any officer to act, Intergroup shall elect a successor in the same manner as the original officer was elected.

## **Article V – Membership Meetings**

**Section A – Annual Meeting** – The annual meeting of Intergroup shall be held in the Tri-Valley area at 7:30 pm on the first Monday of March. Elections are held at this annual meeting.

**Section B – Regular Meetings** – The monthly meetings of Intergroup shall be held in the Tri-Valley area at 7:30 pm on the first Monday of each month.

**Section C – Special Meetings** – Additional Special Meetings may be called throughout the year if urgent issues arise that cannot wait until the regularly scheduled Intergroup meetings.

**Section D – Quorum** – The Intergroup Representatives present at any meeting of Intergroup (including regular, annual, and special meetings) shall constitute a quorum. Voting by proxy shall not be authorized and each member A.A. group shall have only one (1) vote on each matter submitted.

## **Article VI – The Board Standing Committee**

**Section A** — There shall be a standing committee of the VISC to be known as “The Board.” The Board shall consist of the current Intergroup Chair, the immediate past Intergroup-Chair of the VISC, five (5) other persons Officers of the Board. Officers of the Board shall have five (5) or

more years of continuous sobriety and substantial A.A. service experience. A sixth member, the Board Recording Secretary, shall have a minimum of two (2) years of continuous sobriety.

The six Officers of the Board, other than the current Chair and immediate past Chair, shall be elected for alternating two-year terms by the VISC Intergroup at its annual (March) meeting and shall include five (5) voting Officers and the Board Chairperson (non-voting except in the case of a tie) and a member who shall serve as a non-voting Recording Secretary. If the immediate past Chair is unable or unwilling to serve on the Board, his or her term on said committee shall be filled by another person who shall be elected by the VISC Intergroup. The Treasurer, the Web Master and the Office Administrator shall be ex-officio members of the Board without a vote.

The Board shall be the advisory arm of the VISC concerning the business and administration of the Valley Service Center and shall make recommendations to Intergroup regarding the Service Center operations. The Chair of the Board shall be elected by the Officers of the Board by the Third Legacy procedure. The Board shall meet not less than once in every ninety (90) days.

**Section B – Board Membership Termination** – Membership shall terminate on:

- a. Receipt of the written resignation of a member
- b. The death of a member
- c. The failure of a member to attend three (3) consecutive meetings of the Board without good cause.
- d. Ineligible to serve (i.e., sobriety break)

**Section C – Duties and Responsibilities** – The duties and responsibilities of the Board shall be to act in an advisory capacity to the VISC in all matters affecting the operation of the Fellowship in general and the Service Center. The Board shall have no authority to act without the consent of Intergroup except in those matters of an urgent or emergency nature wherein it would be impossible or impractical to call a special meeting of Intergroup. In those situations, the Board is empowered to act in the place and stead of Intergroup provided; however, any such action taken by the Board shall be submitted for action to Intergroup at the next regular meeting.

**Section D – Quorum** – In the case of the Board, a quorum shall consist of four (4) voting members.

## **Article VII – Special or Ad-hoc Committees**

All other committees shall be special or Ad-hoc committees, which may be created by the Board or Intergroup. There shall be a set term, definition of powers and duties, designation of a Chairperson, at the establishment of each special or ad-hoc committee.

## **Article VIII – Amendments**

These By-Laws may be amended by any annual meeting of the membership or at any special meeting with a minimum of thirty (30) days' notice be given to all members setting forth the

language of the existing By-Law(s) to be amended and the language of the proposed amendment(s).

### **Article IX – Miscellaneous Provisions**

**Section A – Fiscal Year** – The fiscal year of the Service Center shall be from March 1<sup>st</sup> of the calendar year to the last day of February of the next calendar year.

**Section B – Signatures of Indebtedness** – Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Service Center shall be signed by the Treasurer and by one of two (2) designated Board members. Any contract, lease, or other instrument executed in the name of and on behalf of the Service Center shall be signed by two (2) members of the Board and shall have attached to it a copy of the resolution of the committee persons certified by the Office Administrator authorizing its execution.

### **Article X – Review of By-Laws**

At a minimum, the By-Laws of the Valley Intergroup Service Council shall be reviewed every three years by an ad-hoc committee of the Board. The review date will be noted in the By-Laws file maintained at the Valley Service Center and added to the footer of the current By-Laws.

**Appendices to the By-Laws** --- job descriptions that we send out each year for Intergroup elections