

BY-LAWS OF
GREATER BATON ROUGE AA CENTRAL OFFICE, INC.

ARTICLE I
NAME

The name of this corporation is **Greater Baton Rouge AA Central Office, Inc.** (the "Corporation".)

ARTICLE II
PURPOSE

The purpose of the Corporation is to:

1. Establish and maintain a business office (the "Central Office") which shall act in accordance with the *Twelve Traditions of Alcoholics Anonymous*.
2. Support the local groups of the fellowship of Alcoholics Anonymous ("AA Group(s)")
3. Receive and disburse funds as necessary to meet the purposes and carry on the business of the Corporation.
4. Perform any and all lawful acts deemed necessary by the Central Office Committee ("COC") in the conduct of its business and/or to meet its purposes.

ARTICLE III
OVERSIGHT OF CENTRAL OFFICE

The Central Office is the business and service office of Greater Baton Rouge AA Central Office Inc., whose day-to-day operations are the responsibility of the Board of Directors, composed of the seven (7) members of the COC.

1. Each AA Group should elect a representative and an alternate to a Central Office Representative ("COR") committee and register each with the Central Office. CORs annually elect COC members who have the responsibility to oversee the administrative activities and decide on general policies and plans of the Central office.
 - a. The COC and CORs are "trusted servants" who shall be governed by the principles of Tradition Two and Concept III of *The 12 Concepts for World Service*.

- b. Concept III states, in part, "...we ought to trust our responsible leaders to decide, within the understood framework of their duties, how they will interpret and apply their own authority and responsibility to each particular problem or situation as it arises."
 - c. Additionally, the "right of decision" should not be used for "persistently failing to consult those who are entitled to be consulted before an important decision or action is taken."
2. The Central Office receives and disburses funds as necessary to provide office space and equipment for the Central Office.
 3. The Central Office receives and disburses funds as necessary to provide the following services:
 - a. Provide an AA Hotline offering 24-hour service to those seeking recovery from the disease of alcoholism or information about meetings.
 - b. Supply literature and products to local AA Groups.
 - c. Provide a printed listing of AA meetings, updated periodically.
 - d. Serve as an information center for the Greater Baton Rouge Area.
 4. The Central Office shall also:
 - a. Assist new AA Groups in getting started.
 - b. Handle inquiries from newcomers, professional people, industry, institutions, and the news media, and, where applicable, refer inquiries to qualified people.
 - c. Coordinate with the General Service Office of Alcoholics Anonymous.
 5. The Central Office shall maintain a Prudent Reserve in an interest-bearing account to be determined by the COC upon the advice of the Treasurer. The Prudent Reserve will consist of two quarters (6 months) of the annual operating expenses. Operating expenses are the total expenses of the previous fiscal year. The Prudent Reserve will be established on January 1 of each year. All funds shall be regularly reported to the COR.
 6. The COC shall also maintain an Operating Fund. All funds shall be regularly reported to the COR. The Operating Fund maximum balance will be established on January 1 of each year. All funds shall be regularly reported to the COR.
 7. The Central Office shall disburse no funds without the approval of the COC (See Article VII, paragraph 4). The COC may give continuing approval for regular funds disbursement

required by the Central Office, i.e., rent, utilities, telephone, literature, etc. Funds disbursement to meet requirements on an irregular basis and substantial changes to regular funds disbursements must approved by the COC.

8. The Treasurer shall provide the COC and CORs with a monthly financial statement. (See Article VII, paragraph 1.)
9. The COC may hire an Office Administrator and additional office employees, as required (collectively the "Office Staff"). The Office Staff will be responsible for managing and operating the Central Office.
10. The Office Administrator shall keep the COC and CORs apprised of activities of the Central Office and report at the monthly membership meetings.
11. The Office Administrator shall serve as the registered agent and be recorded with the Secretary of State as such.

ARTICLE IV CENTRAL OFFICE COMMITTEE

The members of the COC are elected annually for two (2) year terms and are: the Chairman, Vice Chairman, Secretary, Treasurer and three Members-at-Large. These seven (7) will also constitute the Board of Directors of Greater Baton Rouge AA Central Office, Inc.

1. The **Chairman** shall:
 - a. Obtain a suitable location for COC and COR Meetings.
 - b. Preside over meetings of the COC and the COR.
 - c. Appoint committees as necessary to carry out the routine business of the COC.
 - d. Oversee all activities of the COC and COR.
 - e. Initiate any correspondence the COC may require.
2. The **Vice Chairman** shall:
 - a. Assist the Chairman, and in the Chairman's absence, serve as the Chairman.
 - b. Complete a performance review of the Office Administrator. The Vice-Chair and Office Administrator will review the part-time staff annually in November. Discuss with COC.
 - c. The Vice-Chair will monitor timesheets, PTO, and sick days.

3. The **Secretary** shall:

- a. Record the proceedings of all COC and COR meetings.
- b. Present the minutes of the previous meetings at each meeting.
- c. Keep custody of the original copy of these bylaws and all amendments thereto. (The Secretary may assign custody to the Office Administrator).

4. The **Treasurer** shall:

- a. Be responsible for the custody of all funds belonging to the Corporation.
- b. Ensure that complete and accurate records on all funds received and disbursed through the Corporation are maintained by the Office Staff.
- c. Provide a financial statement at each monthly meeting of the COC and CORs.
- d. Disburse funds as approved by the COC.
- e. Ensure that all funds are disbursed by check or credit card, except small amounts from petty cash.
- f. Ensure that all forms required by the IRS in order to maintain 501 (c) (3) status have been filed by the Corporation's outside accounting firm.

5. **Members-at-Large** shall be active in the activities of the COC and to serve the purposes of the COC.

6. In the absence of an officer, the COC may delegate the responsibilities of that officer to another member of the COC.

7. Any member may resign at any time, submitting a written resignation to the COC.

8. Any member may be removed from office by a two-thirds affirmative vote of the CORs present and voting at a monthly COR meeting, provided that the motion for removal was presented and seconded at the previous monthly meeting.

9. The Chairman or his designee shall attend all Greater Baton Rouge Area General Service Representatives meetings. All COC members are encouraged to attend Louisiana Area Assembly meetings.

10. Any member shall be automatically removed from office if that member ceases to maintain sobriety. A new member shall be elected in accordance with paragraph 12 of this Article.
11. All elected COC members are required to attend all scheduled COC meetings during their term. If a COC member neglects to attend three consecutive COC meetings without notification to the COC Chair, Secretary, or Central Office Administrator, then that member will be deemed to have voluntarily vacated their position. During the next scheduled COR meeting, a special announcement will be made that the COC member has resigned their position. That position shall be filled as determined in Article IV, Section 12.
12. In the event of any vacancy, the office shall be filled in the following manner: The Vice Chairman shall succeed to the Chairman. A Member-at-Large shall be chosen by the COC to fill any vacancy in the offices of Vice Chairman, Secretary or Treasurer. Any Member-at-Large vacancy shall be filled by a new Member-at-Large from the CORs at the next regular meeting.
13. No member of the COC shall receive, either directly or indirectly, any compensation for serving as a member. However, the COC may approve reimbursement of expenses incurred in the discharge of any member's assigned duties.

ARTICLE V ELECTIONS TO THE CENTRAL OFFICE COMMITTEE

The election of officers and members-at-large of the COC shall be conducted annually, except in the event of vacancies or resignations as covered in Article IV. COC members serve for two years beginning on January 1 after their election through December 31 of their second year of service. Members elected or appointed to fill a vacated position (see Article IV, paragraph 11) will serve until the end of the original term of the member being replaced.

1. The Chairman shall appoint a Nominating Committee at the June COR meeting. This committee will be comprised of no less than three members of the COC and at least two AA members who are not members of the COC.
2. The Nominating Committee will solicit suggested nominees from local AA Groups for the offices outlined in Article IV. The Nominating Committee shall offer at least two candidates for each open position.
3. Membership at the COC is open to any member of a local AA Group as defined in Article VI and who has the following qualifications:
 - a. Chairman –

1. Have at least three years of continuous sobriety at the time he or she assumes office.
 2. Have served at least one full term on a previous COC.
 3. Must exhibit good communication and leadership skills.
- b. Vice Chairman –
1. The qualifications are the same as the Chairman's above.
- c. Secretary –
1. Have at least two years of continuous sobriety.
 2. Have the ability to record notes of meetings.
 3. Must have access to a PC to produce typed minutes of all meetings.
- d. Treasurer –
1. Have at least two years of continuous sobriety.
 2. Must have a basic understanding of budgeting and accounting.
- e. Members-at-Large –
1. Have at least one year of continuous sobriety.
 2. Attend COC and COR meetings each month.
 3. Must have time available to commit to projects such as committees and workshops, particularly the annual Golf Tournament and Big Book Study.
4. The nominations will be compiled into a ballot that will be issued at the September COR meeting. If requested, a ballot will be provided to any Central Office Representative who is absent from the meeting but is registered with the Central Office.
5. Each local AA Group is entitled to one vote for each open position on the COC. This vote will express the group conscience of each local AA Group as that conscience has been determined within that group.
6. The ballots will be turned into Central Office by noon at the COR meeting held in October. The Secretary and the Office Administrator will count the votes and announce the newly elected members. There will be no proxy voting. A local AA Group's COR or an alternate must present a vote in the name of that specific group.
7. In the event of a tie for an officer's position (Chairman, Vice Chairman, Secretary or Treasurer) or for a Member-at-Large when electing only one, the names of both or all tied candidates shall be placed on slips of paper and placed into container. The Secretary shall draw out one of the names and that person shall be the winner. In the event of a tie for Member-at-Large when electing two members 1) if there is a two-way tie for the most votes, these two will fill the two open positions, 2) if there is a three or more-way tie for the highest number of votes,

then the two positions will be filled by placing the names in a container and drawing two names from the container or 3) if there is a tie for the second most votes, then the second position will be filled by placing the names in a container and drawing one name out of the container.

8. The newly elected COC members will officially take office at the regular January meeting of the COR. Newly elected COC members shall attend the November and December COR meeting, if possible. The outgoing COC shall hold its December meeting with the incoming COC members present, if possible, for transition purposes, but the incoming members shall have no vote on COC business until their term begins.
9. An officer of the COC may not serve consecutive full terms in the same office. Persons elected to office as a replacement at or after the midpoint of the term shall not be considered as serving a full term for this purpose and the purpose of Article V, paragraphs 3.a. and 3.b. Persons elected before the midpoint of the term will be considered to have served a full term for this purpose and the purpose of Article V, paragraphs 3.a. and 3.b.
10. The Chairman, Secretary, and two Members-at-Large will be elected in even-numbered years. The Vice-Chairman, Treasurer, and the third Member-At-Large will be elected in odd-numbered years.

ARTICLE VI AA GROUPS

A local AA Group is defined as any AA Group that is registered with the Central Office. Participation in COR meetings and other activities and responsibilities of the Corporation is encouraged but not required by local AA Groups.

1. Financial support of the Central Office is voluntary and is not a condition for membership of the COC or COR.
2. Any member of the fellowship of Alcoholics Anonymous is welcome to attend COR meetings; however, voting on issues before the COC is restricted to members of the COR or their duly appointed alternates as registered with the Central Office.

ARTICLE VII FINANCIAL MANAGEMENT

The management of the finances of the COC is the responsibility of the Treasurer as outlined in Article IV, paragraph 4.

1. The Treasurer's report for the preceding month will be presented at each month's COC and COR membership meetings.

2. The activities of the COC, including the operation of the Central Office, will be financially supported by funds contributed by local AA Groups and the operating funds realized from the sales and fundraising special events by the Central Office. Also, AA members may make voluntary contributions, provided such contributions fall within the *Twelve Traditions of Alcoholics Anonymous*.
3. Committees appointed by the Chairman to conduct annual functions sponsored by the Corporation and on special events, including but not limited to a Big Book Study or other workshops, shall deposit all monies advanced to the committee or raised in connection with the function to the COC after completion of the function.
4. All checks issued by the Central Office require two signatures. Those eligible to sign the checks are the Chairman, Vice Chairman, Treasurer and Secretary of the COC, the Office Administrator, and one other designee as may be approved from time to time by the COC.

ARTICLE VIII COMPENSATION OF STAFF

Compensation for the services rendered will only be awarded to the Office Staff as fixed by the COC of the Central Office.

1. Compensation due to the Central Office Staff members and other conditions of employment, including but not limited to vacation, sick leave, and holidays, shall be fixed by the COC.
2. Each December, the COC will review the job description and performance of the Office Administrator and decide if any changes are to be made to compensation or cost of living increase for the Office Administrator or any other Office Staff member(s).

ARTICLE IX COR MEETINGS

COR MEETINGS

COR membership meetings will be held monthly at a time and place designated by the Chairman of the COC. The office administrator will notify all officers and members of the meeting time and place. Meetings are held at the discretion of the Chair.

The order of business at Membership Meetings will be:

- I. The Chair opens the meeting, roll call, or introductions.

II. Review the minutes of the most recent COC meeting. Review & approve the previous month's COR meeting.

III. Office Activity Report

IV. Treasurer's Report
Committee Reports (if applicable)

V. Old Unfinished Business

VI. New Business

VII. Next Meetings

Announcements

Adjournment with Responsibility Statement, or Prayer. (Chair's discretion)

2. Voting on the issues before the COR is limited to one vote for each local AA Group represented by a member as defined in Article VI. There will be no proxy voting. A member must be present and registered with the Central Office to cast a vote.

3. Committees established to conduct the business of the COC will be appointed by the Chairman.

4. No person under the influence of alcohol will be allowed to participate in any COR membership meeting.

ARTICLE X AA GROUP AUTONOMY

Noninterference in the policies, procedures, and internal business of the local AA Groups is the policy of the COC. Nothing in these by-laws should be construed as interfering with the local AA Groups' autonomy.

ARTICLE XI AMENDMENT TO BY-LAWS

Amendments to these By-laws may be made by an affirmative vote of two-thirds of the COR, as defined by Article VI, present and voting. The amendment must have been proposed for consideration at the previous monthly meeting.

ARTICLE XII EFFECTIVE DATE

The effective date of the BY-LAWS OF GREATER BATON ROUGE AA CENTRAL OFFICE, INC., as amended and adopted September 15, 2016, is **January 1, 2017.**"

Bylaws amended July 18, 2019.

Bylaws amended November 25, 2024.