

**INDEX OF BYLAWS  
OF**

**AL-ANON INFORMATION SERVICE OF METROLINA  
A NONPROFIT CORPORATION**

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# AL-ANON INFORMATION SERVICE OF METROLINA

## INDEX OF BYLAWS

### ARTICLE I.

#### OFFICES

**Section 1. Purposes.** Al-Anon Information Service Of Metrolina (the “**corporation**”) is organized as a nonprofit corporation under the laws of the State of North Carolina. The Corporation operates within Mecklenburg, Cabarrus, Union and Stanly Counties (collectively, the “**District**”) for the following purposes:

- (a) To provide communication, **literature** and cooperation among the Al-Anon/Alateen groups of in the District,
- (b) To serve as a means of contact and information for families and friends of alcoholics within the District,
- (c) To establish and maintain policies for the work of the Al-Anon Information Service of Metrolina service office.

**Section 2. Principal Office.** The principal office of the corporation shall be located at 1409 East Boulevard, Suite112, Mecklenburg County, Charlotte, North Carolina, 28203 or such other place as the Board of Group Representatives may fix from time to time.

**Section 3. Registered Office.** The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office in the State of North Carolina.

**Section 4. Organizational Structure.** The corporation conducts its activities at the following levels:

Groups	Two or more individuals coming together for mutual help form a group. The groups comprise the membership of the corporation.
Group Representatives	Members selected at the group level to represent the group at meetings of the Group Representatives. This group acts as the Board of Group Representatives of the corporation.
District Service Committee	Committee elected, in part, by the Group Representatives, and appointed, in part, by the District Representative. This group acts as a service committee, and its members are officers of the corporation.
Area	The North Carolina/Bermuda Al-Anon/Alateen consists of 10 districts, nine in North Carolina and one in Bernuda.

## ARTICLE II

### MEMBERS: QUALIFICATION, POWERS AND MEETINGS

**Section 1. Qualification.** Membership is open to anyone who feels his or her life has been or is being deeply affected by close contact with a problem drinker. A person becomes a member by attending a Al-Anon/Alateen meetings.

**Section 2. Powers.** The members of each group shall elect, from among themselves, a Group Representative, who shall serve on the Board of Group Representatives, and a Public Outreach Representative, who shall be an alternate to the Group Representative on the Board of Representatives. Except for such other powers as may be expressly reserved to the members of the Corporation by law, all other business and affairs of the Corporation shall be conducted solely by the Board of Group Representatives of the Corporation. Without limiting the generality of the foregoing, the Board of Group Representatives shall have all of the powers enumerated in **Article III**.

**Section 3. District Meetings.** The district meetings of the members shall be held quarterly of each year at such time as the District Representative may prescribe. **One district meeting each year may be designated as the annual meeting of members.**

**Section 4. Place of Meeting.** The Group Representatives shall decide where each district meeting will be held by offering to host the meeting at their weekly meeting location or another location of their choice.

**Section 5. Notice of Meeting.** The District Secretary shall give notice by mailing an announcement stating the date, time and place of the district meeting two weeks prior to the meeting date to each group in the District. **Unless otherwise required by law, such meeting notice does not have to state the purpose of the meeting, and any business may be conducted at such meeting whether or not described in the meeting notice.**

## ARTICLE III.

### BOARD OF GROUP REPRESENTATIVES

**Section 1. General Powers.** The business and affairs of the corporation shall be managed by its Board of Group Representatives. Without limiting the generality of the foregoing, the Board of Group Representatives shall have the sole authority to take the following actions:

- (a) Approve annual budgets of the corporation;
- (b) Amend the corporation's articles of incorporation and bylaws;
- (c) Approve any merger, sale of assets, or dissolution by the corporation;
- (d) Set policy
- (e) Authorize the execution and delivery by the corporation of any contract or other agreement; and

- (f) Attend District and Area meetings of the Al-Anon/Alateen organization.

**Section 2. Qualifications.** Each group shall elect a Group Representative and a Public Outreach Representative from the members of such group. The Public Outreach Representative also acts as an alternate to the Group Representative when the Group Representative is unable, for any reason, to attend a meeting of the Board of Group Representatives. The number of persons constituting the Board of Group Representatives shall equal the number of groups in the District.

**Section 3. Election.** Except as provided in Section 5 of this Article, the Group Representatives and Public Outreach Representatives shall be elected at group meetings. Each group shall elect a Group Representative and Public Outreach Representative from the members of each group.

**Section 4. Term of Group Representatives.** The term of each Group Representative shall be three (3) years, which term is consistent with the term of the District officers and Area officers.

**Section 5. Vacancies.** Any vacancy occurring in the Board of Group Representatives may be filled by the members who are entitled to elect such Group Representative who has vacated his/her position to complete said term.

#### **ARTICLE IV.**

##### **MEETINGS OF GROUP REPRESENTATIVES**

**Section 1. District Meetings.** Regular meetings of the Board of Group Representatives shall be held quarterly at such time and place within the District as determined by the Board of Group Representatives.

**Section 2. Special Meetings.** Special meetings of the Board of Group Representatives may be called by or at the request of the District Representative.

**Section 3. Notice of Meetings.** The District Secretary shall, at least ten (10) days prior to a schedule District meeting, give or cause to be given notice thereof to the groups. The person or persons calling a special meeting of the Board of Group Representatives shall, at least ten (10) days before the meeting, give or cause to be given notice thereof to the Group Representatives and the entire membership by any usual means of communication. Such notice need not specify the purpose for which the meeting is called, except as required by the North Carolina Nonprofit Corporation Act, the articles of incorporation, or these bylaws. Any duly convened regular or special meeting may be adjourned by the Group Representatives to a later time without further notice.

**Section 4. Quorum.** Unless the articles of incorporation or these bylaws provide otherwise, ten percent (10%) of the number of the Groups shall constitute a quorum for the transaction of business at any meeting of the Board of Group Representatives. Members of the

corporation may attend and voice their views at any meeting of the Board of Group Representatives, but shall have no vote on any matter before the Board.

**Section 5. Voting.** Each Group Representative shall be entitled to one vote on each matter voted at the district meetings. The vote of a majority of the group representatives voting at a meeting at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the district meeting except as otherwise provided by law, the articles of incorporation or by these bylaws.

**Section 6. Manner of Acting.** Except as otherwise provided in the articles of incorporation or these bylaws, the affirmative vote of an absolute majority of the quorum shall be the act of the Board of Group Representatives.

**Section 7. District Service Committee.** The Board of Group Representatives shall create a District Service Committee that shall be comprised of the corporation's officers and shall act as an executive committee of the Board of Group Representatives. The District Service Committee shall not be vested with any powers of the Board of Group Representatives and shall be empowered only to make recommendations to the Board of Group Representatives. Without limiting the generality of the foregoing, the District Service Committee shall not have the authority to take any action specifically enumerated in **Article III, Section 1**.

## **ARTICLE V.**

### **OFFICERS**

**Section 1. Officers of the Corporation.** The officers of the corporation shall consist of the following:

- District Representative
- Alternate District Representative
- District Secretary
- District Treasurer
- District Literature Coordinator
- District Alateen Coordinator
- District Public Outreach Coordinator
- District Newsletter Editor
- District Archivist
- District Office Coordinator

together with such other officers as may from time to time be appointed by or under the authority of the Board of Group Representatives.

**Section 2. Appointment and Term.** The District Representative, Alternate District Representative, District Secretary, and District Treasurer shall be elected by the outgoing Board of Group Representatives, and the remaining officers shall be appointed by the District Representative. Each officer shall hold office for a term of three (3) yeas.

**Section 3. Resignation.** An officer may resign at any time by communicating his/her resignation to the corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. The Board of Group Representatives may fill the pending vacancy by election.

**Section 4. District Representative.** The District Representative shall be the principal executive officer of the corporation and, subject to the control of the Board of Group Representatives, shall in general supervise and control all of the business and affairs of the corporation. The District Representative shall, when present, preside at all meetings of the members and Board of Group Representatives. The District Representative shall sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Group Representatives, any contracts, or other instruments which the Board of Group Representatives has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Group Representatives or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he or she shall perform all duties incident to the office of District Representative and such other duties as may be prescribed by the Board of Group Representatives from time to time.

**Section 5. Alternate District Representative.** In the absence of the District Representative, the Alternate District Representative shall perform the duties of the District Representative, and when so acting shall have all the powers of and be subject to all the restrictions upon the District Representative. The Alternate District Representative shall perform such other duties as from time to time may be prescribed by the District Representative or Board of Group Representatives.

**Section 6. Secretary.** The Secretary shall (a) keep the minutes of the district meetings of the Board of Group Representatives and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain and authenticate the records of the corporation and be custodian of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) prepare or cause to be prepared member lists prior to each meeting of members as required by law; (g) attest the signature or certify the incumbency or signature of any officer of the corporation; and (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the District Representative or Board of Group Representatives.

**Section 7. Treasurer.** The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these bylaws; (b) maintain appropriate accounting records as required by law; and (c) in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

**Section 8. District Literature Coordinator.** The District Literature Coordinator shall in general perform all duties incident to the office of District Literature Coordinator and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

**Section 9. District Alateen Coordinator.** The District Alateen Coordinator in general perform all duties incident to the office of District Alateen Coordinator and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

**Section 10. District Public Outreach Coordinator.** The District Public Outreach Coordinator shall in general perform all duties incident to the office of District Public Outreach Coordinator and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

**Section 11. District Newsletter Editor Coordinator.** The District Newsletter Editor Coordinator shall in general perform all duties incident to the office of District Newsletter Editor Coordinator and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

**Section 12. District Archivist Coordinator.** The District Archivist Coordinator shall in general perform all duties incident to the office of District Archivist Coordinator and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

**Section 13. District Office Coordinator.** The District Office Coordinator shall in general perform all duties incident to the office of District Office Coordinator and such other duties as from time to time may be prescribed by the District Representative or by the Board of Group Representatives.

## ARTICLE VI

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

**Section 1. Contracts.** The Board of Group Representatives may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Group Representatives.



**Section 4. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Group Representatives.

## ARTICLE VII

### INDEMNIFICATION

Any person who at any time serves or has served as a Group Representative or officer of the corporation, or who, while serving as a Group Representative or officer of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Group Representatives of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Group Representatives may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the members of the corporation for any decision to indemnify.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Group Representatives shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Group Representative, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as Group Representative, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

**ARTICLE VIII**

**GENERAL PROVISIONS**

**Section 1. Seal.** The corporate seal of the corporation shall consist of \_\_\_\_\_; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

[SEAL]

**Section 2. Fiscal Year.** The fiscal year of the corporation shall be fixed by the Board of Group Representatives.

**Section 3. Amendments.** Except as otherwise provided in the articles of incorporation or by law, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the members of each class of members.

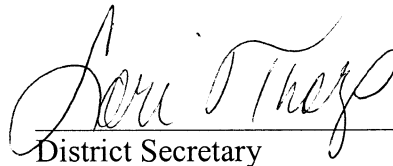
**Section 4. Definitions.** Unless the context otherwise requires, terms used in these bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.

**Section 5. Dissolution.** In the event of dissolution of the corporation, any assets of the corporation remaining after all liabilities and obligations of the corporation have been paid and discharged or adequate provision made therefor, shall be distributed to the District or Area, as the Board of Group Representatives shall determine.

\* \* \* \* \*

These bylaws amend and restate in their entirety the bylaws of the corporation as in effect on the date of adoption hereof.

Adopted October 19, 2002.

  
\_\_\_\_\_  
District Secretary