

BY-LAWS
OF THE UTAH
VALLEY
CENTRAL OFFICE

ORIGINAL BY-LAWS ADOPTED JUNE 4, 1980

AMENDED JULY 22, 2003

AMENDED MAY 18, 2005

AMENDED FEBRUARY 20, 2008

AMENDED JULY 15, 2009

AMENDED Aug 17, 2011

TABLE OF CONTENTS

Preamble	1
Statement of Purpose	1
1.0 Central Office.....	1
1.1 Source of Authority.....	1
1.2 Functions	1
2.0 Central Office Committee	2
2.1 Membership.....	2
2.2 Qualifications	2
2.3 Who Has a Voice and Vote	2
2.4 Regular Meetings	2
2.5 Special Meetings	2
2.6 Special Committees.....	2
3.0 Steering Committee.....	2
3.1 Membership.....	3
3.2 Purpose	3
3.3 Meetings	3
3.4 Duties and Responsibilities	3
3.5 Formation of.....	3
3.6 Rotation of Leadership	3
4.0 Chair and Co-Chair	4
4.1 Qualifications	4
4.2 Elections	4
4.3 Term of Service	4
4.4 Duties and Responsibilities-Chair.....	4
4.5 Duties and Responsibilities-Co-Chair.....	4
5.0 Secretary-Treasurer	4
5.1 Qualifications	4
5.2 Elections	5
5.3 Term of Service	5
5.4 Duties and Responsibilities-Secretary.....	5
5.5 Duties and Responsibilities-Treasurer	5
6.0 12 Step Chairperson	5
6.1 Qualifications	5
6.2 Elections	6
6.3 Term of Service.....	6
6.4 Duties and Responsibilities	6
7.0 Homebound and Hospitalized Chairperson.....	6
7.1 Qualifications	6
7.2 Elections	6
7.3 Term of Service.....	7
7.4 Duties and Responsibilities	7
8.0 Newsletter Chairperson	7

8.1 Qualifications	7
8.2 Elections	7
8.3 Term of Service	7
8.4 Duties and Responsibilities	8
9.0 Office Manager	8
9.1 Qualifications	8
9.2 Elections	8
9.3 Term of Service	8
9.4 Duties and Responsibilities	8
9.5 Performance Review	9
9.6 Compensation.....	9
10.0 Central Office Representatives-Alternates.....	9
10.1 Purpose of.....	9
10.2 Qualifications	9
10.3 Elections	9
10.4 Term of Service.....	9
10.5 Duties and Responsibilities-Representatives	10
10.6 Duties and responsibilities-Alternates.....	10
11.0 Board of Directors	10
11.1 Qualifications	10
11.2 Elections	10
11.3 Term	10
11.4 Duties and Responsibilities	10
11.5 Number of Directors.....	11
12.0 District 3 Service Committee	11
12.1 Relationship to Central Office.....	11
12.2 DCM's Responsibilities	11
12.3 Termination of Central Office.....	11
13.0 Financial Guidelines.....	11
13.1 Support of Central Office	11
13.2 Donations	11
13.3 Prudent Reserve.....	12
13.4 Bank Accounts	12
14.0 Voting Guidelines	12
14.1 Quorum Defined.....	12
14.2 Vote to Table.....	12
15.0 Amending These By-Laws.....	13
15.1 Amending By-Laws	13
15.2 Review of By-Laws.....	13

**BY-LAWS
OF THE
UTAH VALLEY CENTRAL OFFICE**
(ORIGINAL BY-LAWS ADOPTED JUNE 4, 1980)

PREAMBLE

General Warranties of the Central Office Committee: In all its proceedings, the Central Office Committee shall observe the spirit of A.A. Tradition, taking great care that the Committee never becomes the seat of perilous wealth or power; that sufficient operating funds, plus ample reserve, be its prudent financial principle; that none of the Committee Members shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote, and whenever possible, by substantial unanimity; that no Committee action ever be personally punitive, or an incitement to public controversy; that though the Committee may act for the service of Alcoholics Anonymous Groups and A.A. Meetings in District 3, it shall never perform any acts of government; and that, like the society of Alcoholics Anonymous which it serves, the Committee itself will always remain Democratic in thought and action.

(The above is adopted from the A.A. Service Manual of A.A. World Services and A.A. Co-founder Bill W's Twelve Concepts for World Service as was unanimously adopted by the 1955 Conference and was updated by the 1968, 1969, 1975, and 1978 Conferences. This adaptation of copyrighted A.A. material has been approved by the General Service Board.)

Statement of Purpose

The purpose of the Central Office Committee shall be the administration and coordination of A.A. activities common to the various groups or meetings comprising its membership. These activities may include, but are not limited to: (1) maintaining a Central Office as a communication center for A.A. in this area, (2) publishing and distributing up-to-date meeting lists, (3) exchanging information among groups or meetings, (4) publishing and distributing an A.A. bulletin or newsletter, (5) organizing and managing an A.A. answering service for Twelfth Step calls , and (6) maintaining a website with up-to-date meeting schedule and information on upcoming events in accordance with GSO guidelines. Specifically excluded from the objectives of the Central Office Committee are: (1) the operation of any club, clubhouse or drying out place, and (2) the endorsement of any public or private projects on alcoholism.

1.0 Central Office

1.1 Source of Authority

Service Centers or Central Offices have no authority on their own account; they derive their authority from the participating groups and Meetings. The groups and Meetings maintain effective control over the Central Office operation through their Central Office Representatives.

1.2 Functions

The basic services of the Central Office should include, but are not limited to: (1) handling A.A. inquiries, (2) providing a conveniently located office to facilitate Twelfth

Step work, (3) providing a central location for the exchange of information among groups or meetings in this area, (4) serving as a clearinghouse for twelve-step literature, (5) helping groups with "special needs services" whenever possible.

2.0 Central Office Committee

2.1 Membership

The membership of the Central Office Committee shall consist of: (1) Group Representatives or their elected Alternates from each A.A. group or meeting currently registered with the Secretary of the Central Office Committee, (2) members of the Central Office Steering Committee, (3) 12 Step and Newsletter Chairpersons and (4) currently serving District 3 D.C.M.(s). Any A.A. group or meeting may become registered with the Central Office Committee by providing the Central Office Committee Secretary with the name, location, and time of the meeting and the name, phone number, and address of the Representative and Alternate. Any group not represented at the Central Office Meeting for 3 or more consecutive months shall be required to re-register in order to be counted as a registered group.

2.2 Qualifications

Membership on the Central Office Committee shall be limited to A.A. members, and maintenance of sobriety shall be required throughout their terms of office. All members of the committee shall reside within District III

2.3 Who Has a Voice and Vote?

Each member of the Central Office Committee shall have a voice and a vote in all meetings of the Central Office Committee.

2.4 Regular Meetings

The Central Office Committee shall meet monthly, traditionally on the third Wednesday of each month.

2.5 Special Meetings

A special Central Office Committee Meeting may be called at any other time by a simple majority vote of the Central Office Committee, or by the Chairperson of the Central Office Committee upon being apprized of a matter of major importance. In this case the Central Office Committee shall instruct the Secretary to immediately issue proper notification of the special meeting to all Central Office Committee Members. Proper notification of special meetings of the Central Office Committee shall consist of contact by telephone or by written notices mailed at least two (2) weeks prior to the date of the meeting.

2.6 Special Committees

The Central Office Committee may elect from its membership chairpersons of special ad-hoc or standing committees who shall work under the guidance and direction of the Steering Committee to help carry out the various functions and activities of the Central Office Committee.

3.0 Steering Committee

3.1 Membership

The Central Office Steering Committee shall consist of the following members: Chairperson, Co-Chair, Secretary, Treasurer, and Office Manager, and members of the Board of Directors.

3.2 Purpose

The general purpose of the Steering Committee shall be the management of the day-to-day affairs of the Central Office and to provide the leadership of the Central Office Committee.

3.3 Meetings

(1) The Central Office Steering Committee shall attend and direct the regular monthly meetings of the Central Office Committee. In addition the Steering Committee may elect to meet as a separate body at regular intervals or at such times deemed necessary in order to carry out the responsibilities of the Committee. (2) The minutes of all Steering Committee Meetings will be read into the record at the next Central Office Committee Meeting.

3.4 Duties and Responsibilities

The Central Office Steering Committee, through its elected officers shall be responsible to see that the following duties are carried out: (1) organizing and maintaining an effective A.A. telephone answering service and an up-to-date Twelfth Step list for Twelfth Step calls after closing hours, (2) receiving and reviewing applications of candidates who are interested in applying for an opening in the Office Manager position, and submitting the names and qualifications of those applicants to the Central Office Committee for a vote, (3) reporting to the Central Office Committee concerning all matters that greatly affect the operation of Central Office or the Central Office Committee as a whole (4) producing an effective and up-to-date job description for the Central Office Manager's position, (5) guiding and directing special ad-hoc or standing committees, and (6) conducting the annual performance reviews of the currently serving Office Manager every January. Any Steering Committee member with three or more unexcused absences from Steering or Central Office meetings shall be asked to step down from their positions. A member may be excused by calling either the Central Office Manager or the Central Office Chairperson.

3.5 Formation of

To form and maintain a Central Office Steering Committee, the Central Office Committee shall elect from those persons meeting the necessary qualifications a Chair, Co-Chair, Secretary, Treasurer, and Office Manager, and three members of the Board of Directors.

3.6 Rotation of Leadership

In keeping with A.A.'s "spirit of rotation" it is suggested that no member of the Steering Committee except the Office Manager and members of the Board of Directors be reelected to serve more than one two-year term in the same position. However, if there are no other qualified and willing candidates for any of these positions at the time of elections, the members of the Central Office Committee may

vote their conscience and do what they believe to be in the best interest of the Central Office Committee.

4.0 Chair and Co-Chair

4.1 Qualifications

Any present or immediate past member of the Central Office Committee may be eligible to be elected as Chair or Co-Chair of the Steering Committee. Other qualifications shall include: (1) a suggested two or more years sobriety, (2) the time, energy, and willingness to serve the Central Office Committee for a two-year term, and (3) a background in A.A. service at the level of the Group or District, or on the Central Office Committee.

4.2 Elections

A Chair and Co-Chair shall be elected in the manner prescribed in section 14.0 of these by-laws in even numbered years during the regular Central Office Committee meeting in February and shall take office at the time of election. Should a currently serving Group Representative be elected as Chair or Co-Chair it is suggested [cf.2.3] that he/she resign as Group Representative enabling that group to elect a new Representative, thus insuring that all groups are equally represented.

4.3 Term of Service

The Chair and Co-Chair shall serve a two-year term subject to recall by the Central Office Committee which he/she serves. If a vacancy occurs during a Chairperson's term of office the Co-Chair shall become the Chair and a new Co-Chair shall be elected. Any person elected to fill a vacancy in the position of Chair or Co-Chair shall serve only to the conclusion of that two-year term. That person would then be eligible to be elected to a subsequent two-year term of his/her own.

4.4 Duties and Responsibilities - Chair

It shall be the responsibility of the Chair to: (1) plan and prepare the agenda for and to conduct the meetings of the Central Office Committee and Steering Committee, (2) call special meetings of the Central Office Committee or Steering Committee when needed, (3) monitor all of the duties and responsibilities of the Steering Committee, (4) recommend the formation of special ad-hoc or standing committees as necessary to help carry out the functions and activities of the Central Office Committee, (5) be one of the co-signers on all bank accounts, and (6) communicate to the Office Manager all direction and advice coming from the Steering Committee including the findings of the committee relative to the performance reviews.

4.5 Duties and Responsibilities - Co-Chair

The responsibilities of the Co-Chair are: (1) to assist, participate, and share in the responsibilities of the Chairperson, and (2) to assume all of the duties and responsibilities of the Chair in that person's absence.

5.0 Secretary and Treasurer

5.1 Qualifications

Any present or immediate past member of the Central Office Committee may be eligible to be elected as Secretary or Treasurer of the Steering Committee. Other qualifications shall include: (1) a suggested two or more years sobriety, (2) the time, energy, and skill to serve the Central Office Committee in these positions, and (3) a background in A.A. service at the Group or District level, or on the Central Office Committee.

5.2 Elections

A Secretary and Treasurer shall be elected in the manner prescribed in section 14.0 of these by-laws in odd numbered years during the regular Central Office Committee Meeting in February and shall take office at the time of election. Should a currently serving Group Representative be elected as Secretary or Treasurer it is suggested [cf.2.3] that he/she resign as Group Representative enabling that group to elect a new Representative, thus insuring that all groups are equally represented.

5.3 Term of Service

The Secretary and Treasurer shall serve a two-year term subject to recall by the Central Office Committee which he/she serves. If a vacancy occurs during any Secretary or Treasurer's term of office, an election shall be held at the next regularly scheduled Central Office Committee meeting following the announcement of any qualified candidate's decision to stand for the position. Any person elected to fill a vacancy in the Secretary or Treasurer's position shall serve only to the conclusion of that two-year term. That person would then be eligible to be elected to a subsequent two-year term of his/her own.

5.4 Duties and Responsibilities - Secretary

It shall be the responsibility of the Secretary to: (1) take and keep minutes of all meetings of the Central Office and Steering Committees, (2) keep an up-to-date list of all Central Office Representatives, their addresses and phone numbers, and groups or meetings registered with the Central Office Committee and notify members of upcoming meetings and events and (3) type, copy, distribute and keep records of all proposed and/or approved amendments to these by-laws in the manner prescribed in section 14.0 of the by-laws. (4) Provide digital copies of all records to the Office Manager on a timely basis.

5.5 Duties and Responsibilities - Treasurer

It shall be the responsibility of the Treasurer to: (1) create and maintain accurate financial records of all contributions to and expenditures of Central Office, (2) make regular monthly financial reports to the Central Office Committee, (3) be responsible for all required bank accounts and to be one of the co-signers thereon, and (4) submit a annual financial summary at the regular January meeting of the Central Office Committee. (5) Provide digital copies of all records to the Office Manager on a monthly basis (6) When occasional projects or activities occur [cf.13.1] separate lines be maintained for expenditures and income for these events. At the conclusion of these events or within one month, these lines will be integrated into the regular financial report.

6.0 12 Step Chairperson

6.1 Qualifications

The qualifications shall include: (1) a suggested two or more years sobriety, (2) the time, energy, and skill to serve the Central Office Committee in this position, and (3) a background in A.A. service at the Group or District level, or on the Central Office Committee.

6.2 Elections

A 12 Step Chairperson shall be elected in the manner prescribed in section 14.0 of these by-laws in even numbered years during the regular Central Office Committee Meeting in February and shall take office at the time of election. Should a currently serving Group Representative be elected as 12 Step Chairperson it is suggested [cf.2.3] that he/she resign as Group Representative enabling that group to elect a new Representative, thus insuring that all groups are equally represented.

6.3 Term of Service

The 12 Step Chairperson shall serve a two-year term subject to recall by the Central Office Committee which he/she serves. If a vacancy occurs during any 12 Step Chairperson's term of office, an election shall be held at the next regularly scheduled Central Office Committee meeting following the announcement of any qualified candidate's decision to stand for the position. Any person elected to fill a vacancy in the 12 Step Chairperson position shall serve only to the conclusion of that two-year term. That person would then be eligible to be elected to a subsequent two-year term of his/her own.

6.4 Duties and Responsibilities

It shall be the responsibility of the 12 Step Chairperson to: (1) prepare and distribute a quarterly 12 Step call sign-up sheet, (2) provide to the Central Office Manager an updated copy of the 12 Step call list, (3) record up to date 12 Step call information on the Central Office computer answering machine, and (4) Compile 12 Step call statistics from the computer answering machine and report monthly to the Central Office Committee. Any 12 Step Chairperson with three or more unexcused absences from Central Office meetings shall be asked to step down from their position. A member may be excused by calling either the Central Office Manager or the Central Office Chairperson.

7.0 Homebound & Hospitalized Chairperson

7.1 Qualifications

The qualifications shall include: (1) a suggested two or more years sobriety, (2) the time, energy, and skill to serve the Central Office Committee in this position, and (3) a background in A.A. service at the Group or District level, or on the Central Office Committee.

7.2 Elections

A Homebound & Hospitalized Chairperson shall be elected in the manner prescribed in section 14.0 of these by-laws in odd numbered years during the regular Central

Office Committee Meeting in February and shall take office at the time of election. Should a currently serving Group Representative be elected as Homebound & Hospitalized Chairperson it is suggested [cf.2.3] that he/she resign as Group Representative enabling that group to elect a new Representative, thus insuring that all groups are equally represented.

7.3 Term of Service

The Homebound & hospitalized Chairperson shall serve a two-year term subject to recall by the Central Office Committee which he/she serves. If a vacancy occurs during any Homebound & Hospitalized Chairperson's term of office, an election shall be held at the next regularly scheduled Central Office Committee meeting following the announcement of any qualified candidate's decision to stand for the position. Any person elected to fill a vacancy in the Homebound & Hospitalized Chairperson position shall serve only to the conclusion of that two-year term. That person would then be eligible to be elected to a subsequent two-year term of his/her own.

7.4 Duties and Responsibilities

It shall be the responsibility of the Homebound & Hospitalized Chairperson to: (1) to form a chair committee, (2) to give monthly reports on progress at Central office meetings, (3) to visit and or take meetings to any member or interested person(s) at hospitals, (4) to visit and or take meetings to homebound member(s) and (5) to contact rest homes in district and visit and or take meetings into and member or interested person(s) and to arrange rides for those members who are able to attend outside meeting. Any Homebound & Hospitalized Chairperson with three or more unexcused absences from Central Office meetings shall be asked to step down from their position. A member may be excused by calling either the Central Office Manager or the Central Office Chairperson.

8.0 Newsletter Chairperson

8.1 Qualifications

The qualifications shall include: (1) a suggested two or more years sobriety, (2) the time, energy, and skill to serve the Central Office Committee in this position, and (3) a background in A.A. service at the Group or District level, or on the Central Office Committee.

8.2 Elections

A Newsletter Chairperson shall be elected in September and shall take office in December in even numbered years. Should a currently serving Group Representative be elected as Newsletter Chairperson it is suggested [cf.2.3] that he/she resign as Group Representative enabling that group to elect a new Representative, thus insuring that all groups are equally represented.

8.3 Term of Service

The Newsletter Chairperson shall serve a two-year term subject to recall by the Central Office Committee which he/she serves. If a vacancy occurs during any Newsletter Chairperson's term of office, an election shall be held at the next regularly scheduled Central Office Committee meeting following the announcement of any

qualified candidate's decision to stand for the position. Any person elected to fill a vacancy in the Newsletter Chairperson Position shall serve only to the conclusion of that two-year term. That person would then be eligible to be elected to a subsequent two-year term of his/her own.

8.4 Duties and Responsibilities

It shall be the responsibility of the Newsletter Chairperson to: (1) collect and prepare items for the monthly newsletter in compliance with GSO guidelines, and (2) publish and copy newsletter for distribution at monthly Central Office Committee meetings. Any Newsletter Chairperson with three or more unexcused absences from Central Office meetings shall be asked to step down from their position. A member may be excused by calling either the Central Office Manager or the Central Office Chairperson. (3) Provide the Office Manager with digital copies of the newsletter on an annual basis.

9.0 Office Manager

9.1 Qualifications

Any member of Alcoholics Anonymous having the professional skills required for the job is eligible to be elected to the position of Office Manager. Qualifications for the position should include: (1) a suggested five or more years continuous sobriety, (2) a working knowledge of the operations and functions of an A.A. Central Office, (3) the communication, public relations, and office skills required by the position, and (4) knowledge of A.A.'s Traditions, Twelfth Step work, and Principles.

9.2 Elections

To elect or reelect an Office Manager or to fill a vacancy in the Office Manager position, the Steering Committee shall bring to the Central Office Committee the name(s) and qualifications of the candidate(s) interested in the position to be voted upon in the manner prescribed in section 14.0 of these by-laws in odd numbered years.

9.3 Term of Service

An Office Manager shall serve for a two-year term and may be reelected at the end of each two-year term to serve an indefinite number of terms in accordance with the conscience and vote of Central Office Committee. Any person elected to fill a vacancy in the Office Manager's position shall serve to the conclusion of that two-year term. That person would then be eligible to be elected to (a) subsequent two-year term(s) of his/her own.

9.4 Duties and Responsibilities

It shall be the duty of the Office Manager to: (1) manage the day-to-day functions and operations of the Central Office with the help and direction of the Central Office Steering Committee, and (2) perform all duties that are listed in the job description for the Office Manager's position. The Office Manager shall also be one of the co-signers on all bank accounts. *In keeping with the guidelines of G.S.O., the Central Office Steering Committee should always be mindful that authority and responsibility are related and that no responsibilities should be assigned to the Office Manager without also giving commensurate authority.*

9.5 Performance Review

(1)The Steering Committee shall conduct an annual performance review of the Central Office Manager every January, or at more frequent intervals as deemed necessary by the Steering Committee. It shall be the duty of the Central Office Chairperson to communicate the findings of all such reviews to the Office Manager. It is suggested that all such reviews be done, insofar as possible, in a positive and constructive manner with the purpose of helping the Central Office to better meet the needs of the Groups it exists to serve. (2) If the Office Manager disagrees with any part of their evaluation. The Office Manager shall be allowed to submit a written response to the evaluation. The Office Manger's written response will be filed with the evaluation, in the Central Office files.

9.6 Compensation

Insofar as the income of the Central Office shall allow, the Office Manager shall be fairly compensated at an hourly rate approved by a vote of the Central Office Committee. All proposals not emanating from the Steering Committee that are brought before the Central Office Committee concerning changes in the hourly rate or the number of hours worked shall be automatically tabled and referred to the Steering Committee for further study and consideration so that the Steering Committee can present an informed recommendation to the Central Office Committee at the next regularly scheduled meeting.

10.0 Central Office Representatives and Alternates

10.1 Purpose of

Central Offices have no authority on their own account; they derive all their authority from the participating groups. It is only through the *Central Office Representatives* who make up the Central Office Committee that the group conscience is able to maintain effective control over the operation of the Central Office. Whenever a group or meeting has an inactive Central Office Representative or no Representative at all, this essential link giving the authority to the groups has been broken.

10.2 Qualifications

The qualifications of a Central Office Representative-Alternate are: (1) a suggested minimum one year sobriety, and (2) the time, willingness, and commitment to serve on the Central Office Committee for a two-year term.

10.3 Elections

It is suggested that each group or meeting elect a Central Office Representative and an Alternate Central Office Representative.

10.4 Term of Service

Central Office Representatives serve for a two-year term. In the event that a Representative is unable to complete his/her term of office, it is suggested that the position be filled by the Alternate, and that a new Alternate be elected. At the conclusion of that two-year term the Alternate may then be elected to a subsequent two-year term of his/her own.

10.5 Duties and Responsibilities - Representatives

The duties of the Central Office Representative are: (1) to represent his/her group or meeting on the Central Office Committee and to bring that group's conscience to the Committee, (2) to carry information back to the group from the Central Office Committee concerning finances, meeting schedules, Twelfth Step lists, A.A. activities, workshops, etc. (3) to encourage his/her group or meeting to support the services provided by Central Office through the 7th Tradition and through personal donations, (4) to become familiar with the services and literature provided by the Central Office and to pass this information on, especially to newcomers, and (5) to become actively involved with the Central Office Committee by volunteering to help on special committees, supporting the activities of the Central Office, being willing to serve on the Steering Committee, etc.

10.6 Duties and Responsibilities - Alternates

The duties of the Alternate Central Office Representative are: (1) to assist, participate, and share in the responsibilities of the Representative, (2) to fill in at meetings and activities the Representative is unable to attend, (3) to accept the Representative position if that person is unable to complete his/her term.

11.0 Board of Directors

11.1 Qualifications

The qualifications for members of the Board of Directors are: (1) a suggested five or more years sobriety, (2) a solid background of A.A. service experience.

11.2 Elections

A member of the Board of Directors shall be elected in the manner prescribed in section 14.0 of these by-laws. Elections shall be held at the regularly scheduled February meeting of the Central Office Committee in even numbered years, with those elected taking office immediately upon election. Should a currently serving Group Representative be elected as a member of the Board of Directors, it is suggested [cf.2.3] that he/she resign as Group Representative enabling that group to elect a new Representative, thus insuring that all groups are equally represented.

11.3 Term

Members of the Board of Directors shall serve for a two-year term subject to recall by the Central Office Committee which he/she serves and may be reelected at the end of each two-year term. Members of the Board of Directors may be reelected to an indefinite number of terms in accordance with the conscience and vote of the Central Office Committee. Any person elected to fill a vacancy on the Board of Directors shall serve to the conclusion of that two-year term. That person would then be eligible to be elected to (a) subsequent two-year term(s) of his/her own.

11.4 Duties and Responsibilities

The duties and responsibilities of the Board of Directors shall include: (1) to see that all requirements are met that are necessary to insure that the Utah Valley Central Office is in compliance with all applicable state laws governing Non-Profit

Corporations, (2) to act in an advisory capacity to the Central Office Committee and Steering Committees, (3) to take an active part on the Central Office Committee by exercising their voice and vote at meetings of the committee, (4) to see that all functions and activities of the Central Office are in accordance with its Articles of Incorporation, and (5) to effect any and all changes in the Articles of Incorporation at such times as any changes become necessary.

11.5 Number of Directors

The Board of Directors shall consist of 3 elected members.

12.0 District 3 Service Committee

12.1 Relationship to Central Office

As a part of the A.A. service structure in District 3, the ultimate responsibility for the Utah Valley Central Office must rest with the District 3 Service Committee.

12.2 D.C.M.'s Responsibilities

The duties of the District 3 D.C.M.(s) with regard to the Central Office Committee shall be: (1) to act as the communication link between the Central Office Committee and the District and Area Service Committees, (2) to take an active part on the Central Office Committee by attending meetings regularly and exercising their voice and vote, and (3) to be responsible, if the need arises, to carry out those duties that are listed in section 12.3 of these by-laws.

12.3 Termination of Central Office

When all other avenues of remedy have failed, the District 3 Service Committee as a whole through its duly elected D.C.M.(s) or D.C.M.C. shall, *for just cause and in order to protect A.A. as a whole*, have the right to effect the termination of the Utah Valley Central Office, its By-laws, and existing Committees. For the purpose of this article "just cause" may be interpreted to include: (1) Any unlawful activity, (2) any flagrant and ongoing breach of the Principles or Traditions of Alcoholics Anonymous, or (3) any serious and ongoing financial mismanagement or irresponsibility. Upon termination of the Utah Valley Central Office these by-laws shall be revoked and the currently serving Central Office Committee shall be dissolved. In such event all assets, liabilities, and services presently provided by the Central Office shall revert to and become the responsibility of the District 3 Service Committee.

13.0 Financial Guidelines

13.1 Support of Central Office

It shall be the goal of the Central Office Committee that all functions of the Central Office be financed primarily by the contributions of its member groups and secondarily from the sale of literature and related items and such occasional projects or activities as may be authorized by the Central Office Committee.

13.2 Donations

To conform with the general practice of Alcoholics Anonymous and the Twelve Traditions, the Central Office Committee may only accept donations from A.A.

members, A.A. groups or A.A. meetings. Personal donations cannot be accepted that exceed \$3,000.00 or the amount currently approved by G.S.O. The solicitation or acceptance of donations from any outside source is expressly prohibited. The Central Office Committee shall not accept the responsibility of trusteeship for, or enter into the distribution or allocation of any fund or funds set up outside of the Central Office Committee except to act as a forwarding agency for another A.A. service entity.

13.3 Prudent Reserve

In keeping with the principles of Alcoholics Anonymous as described in the Preamble to these by-laws, the Central Office should maintain a Prudent Reserve of approximately three (3) months operating expenses. This prudent reserve shall be maintained for the express purpose of meeting the regular and necessary monthly expenses required to keep the Central Office open and to provide its basic level of services in the event of an unexpected shortfall in income. In such an eventuality, and for the purpose previously described, funds may be withdrawn only by a 2/3 majority vote of the Central Office Committee in the manner prescribed in section 11.0 of these by-laws.

13.4 Bank Accounts

The Central Office shall maintain an interest bearing savings account for its Prudent Reserve which requires two signatures to withdraw or transfer funds. All additional funds above the Prudent Reserve amount required by these guidelines shall be designated as "operating funds" and shall be kept in a single checking account requiring two signatures to cash checks or withdraw funds. The signers on both the savings account and the checking account shall be the Office Manager, Treasurer, and chairperson of the Central Office Committee.

14.0 Voting guidelines

14.1 Quorum Defined

At any regular meeting or special meeting held upon proper notification, those Group Representatives present shall constitute a quorum for conducting the regular and ordinary business of the committee. To conduct the regular and ordinary business of the committee, a simple majority vote of those Central Office Committee members present eligible to vote shall be sufficient for a motion to pass. Voting on all extraordinary and important matters shall require Central Office Representatives from at least 51% of the groups or meetings registered with the Secretary of the Central Office Committee to be present, and shall require a 2/3 majority. Extraordinary matters requiring the above mentioned voting requirements shall include, but not be limited to: (1) electing members of the Board of Directors, (2) electing members of the Steering Committee (3) withdrawing funds from the prudent reserve, and (4) voting out of office any member of the Steering Committee or Board of Directors. (5) All motions to be brought before the Central Office Committee need to be submitted in writing, one week before the Central Office Committee Meeting. Motions may be submitted to either the Central Office Chairperson or the Office Manager. This is to ensure that there is adequate time for the motions to be put on the agenda.

14.2 Vote to Table

Important decisions affecting the groups or meetings served by Central Office, or affecting A.A. as a whole, may be tabled for thirty (30) days by the Central Office Committee by a simple majority vote of those present and referred back to the member groups for discussion and consideration so that their recommendations may be brought back to the Central Office Committee through their Group Representatives.

15.0 Amending These By-Laws

15.1 Amending By-Laws

These by-laws may be amended at any time by a 2/3 majority vote of the Central Office Committee when the following provisions have been met: (1) that Groups Representatives from at least 51% of the groups or meetings registered with Central Office are present to vote, (2) a copy of the proposed amendment has been made available to all members of the Central Office Committee at their regular meeting one month prior to the vote, and (3) that the Central Office Steering Committee has made a reasonable effort to furnish a copy of the proposed amendment(s) to all groups or meetings whose Central Office Representative was not present at the aforementioned meeting. All amendments to these by-laws shall be typed and copied by the Secretary of the Central Office Committee, and a copy of all amendments shall be attached to each of the four (4) permanent copies of these by-laws which are to be stored in at least two safe and secure locations accessible to the members of the Central Office Committee.

15.2 Review of By-Laws

A Committee to review these by-laws and recommend changes shall be appointed in odd numbered years during the March Central Office Meeting. This committee shall consist of the Central Office Steering Committee and three additional members of the Central Office Committee.