

BY-LAWS
OF
SOUTHERN MINNESOTA AREA ASSEMBLY
(OF ALCOHOLICS ANONYMOUS)

THESE BY-LAWS ARE ADOPTED TO MANAGE THE AFFAIRS OF THE SOUTHERN MINNESOTA AREA ASSEMBLY. THEY ARE TO BE READ IN LIGHT OF THE 12 TRADITIONS OF ALCOHOLICS ANONYMOUS. THEY ARE ALSO TO BE APPLIED IN ACCORDANCE WITH THE A.A. SERVICE MANUAL AS IT MAY BE AMENDED FROM TIME TO TIME BY THE GENERAL SERVICE CONFERENCE OF ALCOHOLICS ANONYMOUS. TO THE EXTENT THAT ANY OF THESE BY-LAWS CONFLICT WITH THE 12 TRADITIONS OF ALCOHOLICS ANONYMOUS OR THE A.A. SERVICE MANUAL, THE 12 TRADITIONS OF ALCOHOLICS ANONYMOUS OR THE A.A. SERVICE MANUAL SHALL PREVAIL.

ARTICLE I.

The registered office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the state of Minnesota as shall be fixed from time to time by duly adopted resolutions of the Area Committee. Until otherwise fixed by the Area Committee, the registered office shall be 922 9th Avenue SE, Rochester, Minnesota 55904.

ARTICLE II.

TRUSTED SERVANTS

A. Number and method of selection. Each District Committee of the Southern Minnesota Area Assembly within the geographical area may elect one person to serve on the Area Committee. In collaboration with the Area Officers, the Area Chairperson selects the Standing Committee Chairs and the other trusted servants. Committee Chairpersons and other trusted servants are subject to a 2/3 approval by the Area Officers. The number of members of the Area Committee shall be designated as the sum of:

1. The total number of District Committee Members (DCMs) -one per district.
2. The total number of Standing Committee Chairpersons- one per committee.
3. The total number of Area Officers.
4. The total number of Past Delegates present.

The Southern Minnesota Area Assembly shall consist of the following counties, which may be subdivided by dully adopted resolution:

Anoka

Big Stone

Blue Earth

Brown

Carver

Chippewa

<u>Cottonwood</u>	<u>Dakota</u>	<u>Dodge</u>
<u>Faribault</u>	<u>Fillmore</u>	<u>Freeborn</u>
<u>Goodhue</u>	<u>Hennepin</u>	<u>Houston</u>
<u>Jackson</u>	<u>Kandiyohi</u>	<u>Lac Qui Parle</u>
<u>LeSueur</u>	<u>Lincoln</u>	<u>Lyon</u>
<u>Martin</u>	<u>McLeod</u>	<u>Meeker</u>
<u>Mower</u>	<u>Murray</u>	<u>Nicollet</u>
<u>Nobles</u>	<u>Olmstead</u>	<u>Pipestone</u>
<u>Ramsey</u>	<u>Redwood Falls</u>	<u>Renville</u>
<u>Rice</u>	<u>Rock</u>	<u>Scott</u>
<u>Sibley</u>	<u>Steele</u>	<u>Wabasha</u>
<u>Waseca</u>	<u>Washington</u>	<u>Watonwan</u>
<u>Winona</u>	<u>Wright</u>	<u>Yellow Medicine</u>

B. Terms. Any vacancy occurring due to death, resignation or recall will be filled in the following manner:

Area Officer: The Area Chairperson will appoint an interim officer after consulting with the other Area Officers. At the next Area Assembly an election will be held for that position to fill the remainder of the term.

Standing Committee Chairs: The Area Chairperson may replace any Committee Chair if he or she finds it necessary. The replacement will serve the remainder of the term.

DCM (District Committee Member): The District is responsible for replacing their DCM for the remainder of the term.

Recall: In case of recall of an elected officer:

Area Officer: A voting member of the Area Assembly must bring forth a motion to recall the Officer; that motion must be seconded by another voting member of the assembly. The person bringing forth the motion will then have up to three minutes to state the reasons for recall. The officer noted for recall will then have up to three minutes to respond. They will each have up to two minutes for additional response if necessary. The floor will then be open for discussion. If the Area Chair is being recalled, the Delegate will facilitate the discussion and vote. The vote will be conducted by secret ballot; with two thirds majority to pass.

ARTICLE III.

MEETINGS OF THE AREA COMMITTEE

A. Annual Meeting. The Annual Meeting of the Area Committee for the purpose of re affirming the elected officers and transacting other business, as may properly come

before the meeting, shall be held each year at the time and place, within or without the State of Minnesota designated from time to time by the Area Chairperson.

B. Other meetings. Other meetings of the Area Committee may be held without further written notice at such time and place as are announced at a previous meeting of the Area Committee. Meetings of the Area Committee may also be called at any time (a) by the Chairperson, (b) by the Area Committee, or (c) upon the written request of five or more members of the Area Committee. Anyone entitled to call a meeting of the Area Committee may make a written request to the Secretary to call the meeting, and the Secretary shall give notice of the meeting, setting forth the time, place and purpose of the meeting, to be held between five and thirty days after receiving the request. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner provided below.

C. Notice of meetings. Written notice of each meeting of the Area Committee for which written notice is required, and of each annual meeting, stating the time, place and purpose of the meeting shall be mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each trusted servant at his or her address according to the last available records of this corporation. Any trusted servant may waive notice of a meeting before, at, or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the trusted servant objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the trusted servant does not participate in the meeting.

D. Quorum and voting. The presence of a majority of the members of the Area Committee shall constitute a quorum, but the trusted servants present at any meeting, although less than a quorum, may adjourn the meeting from time to time. Past Delegates who are present at the meeting shall be included in both the numerator and denominator of the calculation of the quorum. For the purpose of calculating quorum, only those Districts with a currently elected and serving District Committee Member (DCM) shall be included in the calculation. Once established, quorum stands for the duration of the meeting, regardless of the number of voting members present at the time of each vote.

At all meetings of the Area Committee, each trusted servant shall be entitled to cast one vote on any question coming before the meeting. For those matters requiring substantial unanimity, a two thirds (2/3) vote of the voting members present at the time of each vote will constitute substantial unanimity on the item being considered.

E. Adjourned meetings. When a meeting of the Area Committee is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

F. **Written action.** Any action that could be taken at a meeting of the Area Committee may be taken by written action signed by all of the trusted servants.

G. **Trusted Servant conflicts of interest.** This corporation shall not enter into any contract or transaction with (a) one or more of its trusted servants, (b) a director of a related organization, or (c) an organization in or of which a trusted servant is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the trusted servant's interest are fully disclosed or known to the Area Committee, and the Area Committee authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of two-thirds (2/3) of the trusted servants, without counting the interested trusted servant, at a meeting at which there is a quorum without counting the interested trusted servant. Failure to comply with the provisions of this section shall not invalidate any contract or transaction to which this corporation is a party.

ARTICLE IV.

A. **Tenure of office.** The officers of this corporation shall be a Delegate, an Alternate Delegate, a Chairperson, an Alternate Chairperson, a Secretary, a Treasurer, and such officers as the Area Committee may designate from time to time. Officers shall be elected by the Area Committee to serve for terms of two years and until their respective successors are chosen and have qualified. **The election of officers shall take place at the December meeting of the Area Committee** preceding the start of their term. Their term of office shall be from January 1 of an odd numbered year to December 31 of the following year. Officers will be members of the Area Committee. Any officer may at any time be recalled by the Area Committee. The officers will be trusted servants of this corporation.

B. **Chairperson.** The Chairperson shall be the chief executive officer of this corporation. He or she shall preside at all meetings of the Area Committee. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the Area Committee for the proper and necessary transaction of the business of this corporation.

It is preferable that any person serving as Area Chairperson have at least five years of continuous sobriety.

C. **Alternate Chairperson.** The Alternate Chairperson shall perform the duties of the Chairperson in the event of the latter's absence or disability. The execution of any instrument by the Alternate Chairperson, in the absence of the Chairperson, on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the Chairperson.

It is preferable that any person serving as Alternate Area Chairperson have at least five years of continuous sobriety.

D. Secretary. The Secretary shall keep accurate records of all meetings and shall be custodian of the records, documents and papers of this corporation. He or she shall provide for the creation and storage of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these By-Laws. He or she shall also perform such other duties as may be assigned to him or her from time to time by the Area Committee.

It is preferable that any person serving as Area Secretary have at least three to four years of continuous sobriety.

E. Treasurer. The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Area Committee at its annual meeting, and shall from time to time make such other reports to the Area Committee as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Area Committee.

It is preferable that any person serving as Area Treasurer have a substantial number of years of continuous sobriety.

F. Delegate. The Delegate shall represent the Corporation at the annual General Service Conference of Alcoholics Anonymous. Being this areas' link to Alcoholics Anonymous worldwide, the Delegate holds the primary responsibility for solving problems relating to the Twelve Traditions and Twelve Concepts for World Service of Alcoholics Anonymous.

The smooth operation of an Area Committee is essential to the unity of Alcoholics Anonymous. Therefore, should the Area Chairperson, or Alternate Chairperson, be unable to serve, the Delegate shall be responsible for the operation of the Area Committee. He or she may accomplish this through direct management or temporary appointment.

A smoothly running Area Committee is also essential to the work of the Delegate on behalf of Alcoholics Anonymous as a whole. If, for any reason, the committee is not functioning as it should, the Delegate may take on the responsibility of remedying the situation.

It is preferable that any person serving as Area Delegate will have been involved in general service work long enough to have gained at least eight years of continuous sobriety.

G. Alternate Delegate. The Alternate Delegate shall perform the duties of the Delegate in the event of the latter's absence or disability.

It is preferable that any person serving as Area Alternate Delegate will have been involved in general service work long enough to have gained at least eight years of continuous sobriety.

H. Additional powers. Any officer of this corporation, in addition to the powers conferred upon him or her by these By-Laws, shall have such powers and perform such additional duties as may be prescribed from time to time by the Area Committee.

ARTICLE V.
COMMITTEES

A. **Authority.** The Area Committee may act by and through such committees as may be specified in resolutions adopted by a two-thirds (2/3) vote of the members of the Area Committee. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Area Committee. Each committee shall at all times be subject to the control and direction of the Area Committee. Committee members, other than the Chairperson, will not be members of the Area Committee. Until otherwise fixed by the Area Committee, the Corporation shall have the following standing committees: (1) Archives; (2) Cooperation with the Professional Communities; (3) Correctional Facilities; (4) Finance; (5) Grapevine; (6) Literature; (7) Newsletter; (8) Public Information; (9) Structure; (10) Treatment Facilities. The Corporation will also appoint, through its Chairperson, an Area Records Secretary who will have all the privileges and responsibilities of a standing committee chairperson and will maintain the Group Records of the Southern Minnesota Area.

B. **Executive committee.** The Executive Committee shall be composed of the officers and shall meet monthly). The Executive Committee shall have the authority of the Area Committee in the management of the business of this corporation in the interval between meetings of the Area Committee, and the Executive Committee shall at all times be subject to the control and direction of the Area Committee.

C. **Meetings and voting.** Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by an area officer, on at least five days' notice by mail, or two days' oral notice by telephone or in person. Appearance at a meeting is deemed to be a waiver of notice. At all meetings of a committee of this corporation each committee member shall be entitled to cast one vote on any question coming before such meeting. The presence of five members, in addition to the chairperson, of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A two-thirds (2/3) vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

ARTICLE VI.
INDEMNIFICATION

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding by reason of the former or present capacity of the person as --

- (a) A trusted servant, officer, or member of a committee of this corporation or,

(b) A trusted servant, officer, trustee, or agent of another organization, who while a trusted servant, officer, or committee member of this corporation, is or was serving the other corporation at the request of this corporation or whose duties as a trusted servant, officer or committee member of this corporation involve or involved such service to the other organization, against judgments, penalties, fines, settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a trusted servant, officer, or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a trusted servant, officer, or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE VII.

COMMITTEES

A. **Fiscal year.** Unless otherwise fixed by the Area Committee, the fiscal year of this corporation shall begin on January 1 and end on December 31.

B. **Corporate seal.** This corporation shall have no corporate seal.

C. **Electronic communications.** A trusted servant, or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes a presence in person at the meeting. A conference among trusted servants or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Area Committee or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting.

Participation in a meeting by that means constitutes presence in person at the meeting.

D. **Amendments.** The Area Committee may amend these By-Laws by adopting a resolution setting forth the amendment.

E. **Authority to borrow, encumber assets.** No trusted servant, officer, agent, or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Area Committee. Authority

may be given by the Area Committee for any of the above purposes and may be general or limited to specific instances.

F. Deposit of funds. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Area Committee may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Area Committee from time to time.