

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of AA Unity in Recovery. In the event a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of AA Unity in Recovery, these Bylaws will be controlling.

Article I - Purpose

1.1.1 AA Unity in Recovery is a service organization established in accordance with the Ninth Tradition of Alcoholics Anonymous (“AA” as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve”). AA Unity in Recovery is organized and operated exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The nature of the activities to be conducted and the purposes to be promoted or conducted by the Corporation shall be the purposes and activities enumerated in its Certificate of Incorporation, as amended from time to time.

More specifically the purpose of AA Unity in Recovery is to provide in a safe online meeting space for Alcoholics who wish to recover from the disease of Alcoholism, or those who think they may have a problem with Alcoholism.

1) AA Unity in recovery recognizes that “Our common welfare comes first, Personal Recovery depends on AA Unity in keeping with AA's First Tradition. (“AA” Our common welfare should come first; personal recovery depends on AA unity)

2) Using the internet to carry the message of AA in accordance with AA's Fifth Tradition; Each Alcoholics Anonymous group ought to be a spiritual entity having but one primary purpose – that of carrying its message to the alcoholic who still suffers.”

1.1.2 To engage in all lawful activity’s incidental to the foregoing purposes, except as otherwise restricted herein.

Article II – Offices

2.1 Principal office. The principal office of AA Unity in Recovery shall be located at 7925 Kodak Drive, Plano, Texas 75025

2.2 Other Offices. AA Unity in Recovery may have such other offices as the Board of Directors may determine or as the affairs of AA Unity in Recovery may require from time to time.

Article III – Board of Directors

3.1 General Powers and Responsibilities. AA Unity in Recovery shall be governed by a Board of Directors (“the Board”) which shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish

policies and directives governing business decisions regarding AA Unity in Recovery and be subject to the provisions of these Bylaws, authority, and responsibility to see that policies are followed.

3.2 Number and Qualifications. The Board will have up to six, but at least 3 members. The number of Board members may be increased beyond six members or decreased to less than 3 members by the affirmative vote of a majority of the then serving Board of Directors. A Board member need not be a resident of the State of Texas. The Board of Directors shall be selected by the current and active board members. Board members must have a minimum of one year of continuous sobriety at the time of selection to the Board.

3.3 Board Compensation. Board members will serve without compensation for a term of 3 years unless no candidates for replacement are identified. We believe in the spirit of rotation.

3.4 Vacancies. If there is a vacancy on the Board of Directors for any reason other than expiration of term of office, the vacancy shall be filled by a qualified member to be selected by the remaining Board members. This newly selected member of the Board shall serve until the election.

3.5 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board Chair or Secretary of the Board. Unless otherwise noted the resignation shall take effect upon receipt thereof.

3.6 Removal. Failure to maintain continuous sobriety will be cause for an immediate and automatic removal of a member of the board. Additionally, a Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of the then-serving Board members.

3.9 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair or any three regular Board members may call a special meeting of the Board on three days' notice. Notice shall be served to each Board member via hand delivery, US mail or E-mail. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meetings of the Board called by them. An adaptation of Robert's Rules of order that focuses on consensus opinion shall govern all meetings of AA Unity in Recovery and its Board of Directors.

3.10 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board Chair shall appoint a person to function as Secretary at each meeting. The Secretary, or the person appointed by the Chair, shall prepare minutes of the meeting which shall be stored in a document archive.

3.11 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the Board Chair his/her commitment to AA Unity in Recovery. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the Chair to have resigned from the Board.

3.12 Quorum. At Each meeting of the Board or Board Committees, the presence of two members shall constitute a quorum (or 50% of the board) for the transaction of business. If at any time the Board

consists of an even number of members and the vote results in a tie, the vote of the chair shall be the deciding vote.

3.13 Proxy. A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee who attends the meeting in question. A vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocably by law.

Article IV – Officers

4.1 Officers and Duties. The Board shall elect officers of AA Unity in Recovery which will include a Chair, Secretary, Treasurer, Member Services, and Technology. One person may hold any two or more offices except the Chair and Treasurer.

4.2 Chair. The chair shall preside at meetings of the Board of Directors and have the power to call meetings. The chair shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general supervise all business affairs of AA Unity in Recovery. The Chair may sign documents on behalf of the organization. The Chair will consult with other members of the board on operational issues/concerns.

4.3 Secretary. The Secretary shall insure that all minutes of the Board are recorded with accuracy. The reason for the meeting will be noted as will attendance. Process inquiries to include meeting attendance requests. Provide Chair/Board with the names of volunteers when appropriate. Provide passwords as required.

4.4 Treasurer. The Treasurer shall have access to record all transactions, to include disbursements, and contributions and shall report to the Board on the conditions of such records and financial conditions of AA Unity in Recovery during regularly scheduled Board meetings or at the request of any member of the Board. The Treasurer will file any financial documents required to maintain proper standing.

4.5 Member Services. Maintain an adequate supply of monthly chips and international cards and chips, process request for chips symbolizing increments of sobriety as requested.

4.6 Technology. Maintain the website to insure a clear and consistent method of communication to our members. Hold the position of Intergroup Rep and share appropriate information regarding OIAA and AA Unity in Recovery with our members. Consult with other Directors on daily operations.

Article V – Committees

5.1 Committee Chairs. The Board of Directors may designate and appoint committees as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member or selected by the committee members, subject to the approval of the board.

5.2 Term of office. Each Committee Chair will serve a term of two-year commitment unless no other candidates are willing to serve, or unless the Board of Directors sooner terminate the committee.

Article VI – Miscellaneous

6.1 Fiscal Year. The Fiscal Year for AA Unity in Recover shall be from January 1st to December 31st.

6.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount.

6.3 Record Keeping. AA Unity in Recovery shall keep correct and complete accounting records as well as minutes of the proceedings of the Board.

6.4 Contributions. Monies determined above the financial prudent reserve as determined by the Board shall be donated to the non-profit organizations designated with the “sole purpose to help Alcoholics recover from Alcoholism, such as the General Service Office of Alcoholics Anonymous and Online Intergroup of Alcoholics Anonymous.

6.5 Exemption Actives. Notwithstanding any other provisions of these Bylaws, no Board member or representative of AA Unity in Recovery shall take any action or carry on any activity by or on behalf of AA Unity in Recovery which is not permitted to be taken or carried on by any organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170()(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

6.6 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provisions hereof, nor in any way affect the interpretation of these Bylaws.

6.7 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provisions shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

Article VII – Membership

7.1 Member Qualifications. Anyone, anywhere wishing to be a member of AA Unity In Recovery who expresses a desire to stop drinking may consider themselves a member providing they attend meetings of AA Unity in Recovery.

7.2 Members Conduct. The Board of Directors will formulate policies and supervise operations. The board will formulate rules and regulations for the conduct of members in the on-line rooms. No one will be denied an opportunity to participate unless their conduct is determined inappropriate, immoral or of a sexual nature. Any membership participant engaging in inappropriate conduct as determined by the

Board of Directors and the meeting Co-host will be removed from the current meeting in which they participate.

7.3 Contributions. Funds for the support of AA Unity in Recovery are provided by its membership through voluntary online contributions. All monies received from voluntary membership contributions are to cover operating expenses which include Zoom Fees, Monthly and Yearly chips as well as cards and postage, as well as items deemed prudent for those recovering from Alcoholism or interested in information regarding program available to recover from the disease of alcoholism.

7.4 Membership Voice. Although members are non-voting in the interest of moving business operations forward, AA Unity in Recovery honors Alcoholics Anonymous Concept I "The final responsibility and ultimate authority for AA world services should reside in the collective conscience of our whole fellowship", therefore, AA Unity in Recovery members are encouraged to communicate through <https://aaunityinrecovery.org/> under the heading contact us. All communications received from AA Unity in Recovery members through the website shall be shared with the Board of Directors, by the Membership Director during a regularly and/or special scheduled meeting. All member's input will be subject to a vote by the Board as appropriate.