

AMENDED AND RESTATED BYLAWS
OF
DALLAS INTERGROUP ASSOCIATION

ARTICLE I: NAME

Section 1.01. The name of the organization shall be the “Dallas Intergroup Association” (hereinafter “Association”).

ARTICLE II: PURPOSE

Section 2.01. The primary purpose of the Association shall be to maintain a service office for all Alcoholics Anonymous groups in the Greater Dallas Area who desire to participate. The Association shall perform services necessary or desirable for the recovery of alcoholics within the aims of the Fellowship of Alcoholics Anonymous (hereinafter “AA”) and provide a medium through which the participating AA groups and individual AA members may “carry the message to alcoholics” within the framework of the Twelve Traditions of AA. As an autonomous entity of Alcoholics Anonymous, the Association shall adopt only policies and procedures consistent with AA’s Twelve Steps, Traditions and Twelve Concepts for World Service.

Section 2.02. The services the Association shall provide, shall include, but not be limited to, the following:

- (a) Coordinate Intergroup activities.
- (b) Cooperate with AA groups and individuals and organizations outside of AA seeking information regarding AA.
- (c) Furnish information about AA to the general public through radio, TV, newspapers and other media.
- (d) Organize an effective Twelfth-Step Call program, including NightWatch.
- (e) Aid in establishing new AA groups.

- (f) Provide services that are helpful to the AA groups and provide assistance for their growth.
- (g) Disseminate information and suggestions from the General Service Office in New York.
- (h) Sell or freely distribute General Service Conference approved literature; non-conference approved literature shall be displayed separately.
- (i) Maintain and publish a Directory of AA meetings of all groups in the metropolitan Dallas area.
- (j) Maintain an Internet Web Site which provides the meeting Directory and other information about Dallas-area AA groups for the Fellowship and the general public.

ARTICLE III: MEMBERSHIP AND REPRESENTATIVES

Section 3.01. Any AA group within the Greater Dallas Area may participate in the Association by electing a Representative (and, if desired, an Alternate Representative), and notifying the Manager of its desire to participate. The qualifications and procedures by which a Representative and Alternate are elected shall be determined by each group. It is suggested, however, that each Representative and Alternate have a minimum of one (1) year of continuous sobriety.

Section 3.02. Any group is a member of the Association by attending at least one Intergroup Rep meeting during a consecutive twelve month period. As a member, each group will be considered a part of the quorum in a vote and have their group name listed on role call at the monthly Intergroup Rep meeting.

Section 3.04. On any matter that is presented for a vote at a meeting of the Representatives, each AA group shall have one vote only, and such vote shall be cast by the group's Representative or, if the Representative is not present, by the group's Alternate Representative.

Section 3.05. Only Representatives or Alternates (collectively referred to herein as "Representatives") shall participate in deliberations at meetings of the Representatives. Other Dallas-area AA members may be recognized and permitted to participate with permission of the Chair of the Association's Board of Trustees.

ARTICLE IV: MEETINGS OF REPRESENTATIVES

Section 4.01. Beginning in January of each year, Representatives meetings shall be held on the second Thursday of each month, beginning at 8 p.m A Special Meeting of Representatives shall be held at other times when a meeting is called by a majority of the Board of Trustees, or upon written request of two-thirds of the groups participating in the Association at the time a Special Meeting is called.

Notice of Special Meetings shall be given to all Representatives in writing one week prior to such meeting. No matter may be considered at a Special Meeting unless it is specified in the Notice.

Section 4.02. At any meeting of the Representatives, whether regular or special, a quorum shall consist of Representatives from twenty-five percent (25%) of the active groups in the Association. For purposes of calculating a quorum, a group is considered to be an active group if it has been represented at one or more Representatives meeting in the preceding twelve months..

Section 4.03. At every meeting, the Trustees' Chair will ask the Representatives if they have any concerns or motions. Any Representative may speak for his or her group and place their concerns before the Association or present a written motion to the Association for consideration. Upon a second to a motion, the matter may be debated by the Representatives to determine whether it should be forwarded to the groups..

Upon a simple majority vote, the motion will be discussed by Representatives at their groups for two months to allow for an informed group conscience. The Representatives will debate the motion at the next meeting of the Association but no vote will be taken. The Trustees also will consider the motion at their next meeting and join the Representatives' debate.

Then, at the second Representatives' meeting following the presentation of the motion, the Representatives shall vote on any such proposal, which will require substantial unanimity or a two-thirds vote for passage. In accordance with the Twelve Concepts for World Service, the phrase "two-thirds vote" is taken to mean two-thirds' vote of the Representatives voting, as long as the total vote constitutes a quorum. After the establishment or rejection of any proposal by a two-thirds vote, the minority will always be given the opportunity to speak.

Section 4.04. A written record of the attendance and business transacted at all regular and Special Meetings of the Association shall be maintained and filed with the Minutes of the Board of Trustees at the Intergroup Office.

ARTICLE V: MANAGEMENT

Section 5.01. The management of this Association shall be vested in a Board of Trustees. The Board of Trustees shall have and exercise all the powers necessary to carry out the work and policies of the Association, including the appointment of standing and special committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board of Trustees.

Section 5.02. The Board of Trustees may appoint such committees as it from time to time deems necessary. All committees shall report their activities and proceedings to the Board of Trustees.

Section 5.03. The Board of Trustees shall consist of nine (9) elected Trustees. The term of office of an elected Trustee shall be for a period of two (2) years commencing January 1 of the year following his or her election. The terms of four (4) elected Trustees shall terminate in December of odd-numbered years and the terms of five (5) elected Trustees shall terminate in December of even-numbered years.

Section 5.04. Any person (i) who is a member of an AA group which is a member of the Association, (ii) who has at least two years of continuous sobriety, and (iii) who has been a resident of the Dallas metropolitan area for at least two (2) years, is eligible to be nominated, elected and serve as a elected Trustee of the Association. All elected Trustees must maintain continuous sobriety while serving on the Board of Trustees.

Section 5.05. No Trustee may serve as a Trustee of the Association while he or she is serving concurrently as an Area Delegate, a District (DCM) or Group Representative (GSR) or in any other official AA capacity other than within an AA group; or, work for any entity that charges for services to an alcoholic or serves on the Board of Trustees of such an entity. No more than two (2) persons from any one AA group shall serve as elected Trustees or Manager at the same time.

Section 5.06. Trustees shall be elected each November at the regular meeting of the Representatives. A Nominating Committee consisting of five (5) persons shall be constituted each June to place in nomination eligible persons who have been canvassed and who are willing to serve as Elected Trustees of the Association. The Nominating Committee shall consist of two (2) Trustees and three (3) Representatives. The Nominating Committee shall be appointed by a simple majority vote of the Board of Trustees at its June meeting. The Trustees shall appoint the

Nominating Committee with a view to obtaining a wide geographical representation among the groups.

Section 5.07. The Nominating Committee shall propose at least twice the number of candidates as the number of vacancies to be filled. At the October Representatives meeting, nominations for Trustees also may be proposed by any Representative, provided the Nominee fulfills the eligibility requirements set forth in Sections 5.04 and 5.05. Any Nominee proposed by a Representative shall be in addition to the Nominees proposed by the Trustees' Nominating Committee.

Section 5.08. Trustees shall be elected by simple majority at the November Representatives meeting. The Nominees receiving the greatest number of votes for the vacancies to be filled shall be elected. The remainder of the Nominees, listed in descending order of total votes, shall be designated as Alternates. In the event that a vacancy occurs on the Board of Trustees during the year, an Alternate, in the order of votes received, shall become a Trustee to fill the unexpired term of the Trustee he or she replaces unless Alternate is a member of a group currently represented. In such case the next Alternate with the greatest number of votes would be placed in the position

Section 5.09. No Trustee may be elected for two (2) consecutive terms of office; provided, however, that an Alternate who is filling a vacancy and is serving as Trustee for an unexpired term that is one year or less may be eligible for re-election for a full, two-year term.

Section 5.10. A Trustee may be recalled upon (i) a two-thirds vote of the Trustees at any meeting at which a quorum is present, and (ii) a two-thirds vote of the Representatives at any meeting at which a quorum is present. Any Trustee may be censured by a two-thirds vote of Trustees at any meeting at which a quorum is present. Such censure shall be reported at the next Representatives' meeting. At a Trustees meeting in which a recall or censure vote is taken, the

Trustee that is the subject of the recall or censure shall not be counted either for the purpose of determining a quorum or for the purpose of determining the requisite two-thirds vote.

Grounds for recall or censure shall include, but not be limited to, absence from meetings of the Board of Trustees. Any Trustee who misses two consecutive meetings of the Board of Trustees, or three meetings in a calendar year, shall be called on to explain such absences at the first meeting of the Board following such second (or third) absence; at which time, the Board may consider the recall of the Trustee. Any Trustee who misses three consecutive meetings, or a fourth meeting in a calendar year, shall be recalled automatically unless the Board of Trustees rejects the automatic recall by a two-thirds vote of the Trustees present.

Section 5.11. All newly elected Trustees shall meet in an ex-officio capacity with the existing Board of Trustees at its regularly scheduled meeting in December following their election in November of each year.

ARTICLE VI: TRUSTEES AND OFFICERS

Section 6.01. Beginning in January of each year Trustees meetings shall be held every month on the second Thursday of each month. Special Meetings of the Trustees shall be held at such other times that a meeting is called by the Chair of the Board of Trustees or upon written request of five (5) Trustees. Notice of Special Meetings may be in writing or by personal notice to each Trustee. No matter may be considered at a Special Meeting unless it is specified or communicated in the Notice.

Section 6.02. At any meeting of the Trustees, whether regular or special, a simple majority or five (5) members of the Board of Trustees shall constitute a quorum. Action by a simple majority of Trustees at a meeting, regular or special, at which a quorum is present, shall constitute action of the Board of Trustees. Attendance and voting at meetings of the Board of Trustees by proxy shall not be authorized.

Section 6.03. The Executive Committee consists of the following: Chair, Vice-Chair, Secretary and Treasurer. At the regular meeting of the Trustees in January of each year, the Board of Trustees shall elect from among themselves the following officers: Chair, Vice-Chair, Secretary and Treasurer. Any elected Trustee is eligible to serve in any position except as Chair. The Chair must be chosen from only the elected Trustees serving for a second year. The term of service for all officers is a one (1) year term. An officer may stand for and be elected to a second term as Treasurer, Secretary or Vice-Chair.

Section 6.04. The officers of the Board of Trustees shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall act upon all matters requiring immediate attention during intervals between regular meetings of the Board of Trustees. An Executive Committee meeting may be called by any Officer. Notice of each meeting shall be given personally or in writing at least one day prior to an Executive Committee meeting.

Section 6.05 The Chair shall preside at all meetings of the Board of Trustees, of the Executive Committee and of the Association's Representatives. The Chair and one other Board Officer shall execute all legal papers, documents or instruments ordered to be executed by the Board of Trustees, unless the Manager or another employee of the Association has been specifically authorized by them to do so. The Chair shall be a member ex-officio of all committees of the Association, and shall perform such other duties as may from time to time be prescribed by the Board of Trustees.

Section 6.06. The Vice-Chair of the Board shall act in the absence or disability of the Chair of the Board of Trustees.

Section 6.07. The Secretary shall keep the Minutes of all meetings of the Association, the Executive Committee and of the Board of Trustees.

Section 6.08. The Treasurer shall have responsibility of the funds of the Association and shall cause them to be deposited in depositories approved by the Board of Trustees. The Treasurer shall see that an accurate record is kept of the funds and shall make regular financial reports to the Board of Trustees and the Representatives. All checks upon bank accounts of the Association shall be signed as directed by resolution of the Board of Trustees.

ARTICLE VII: COMMITTEES

Section 7.01. The Standing Committees of the Board of Trustees are:

- (a) Cooperation with the Professional Community/Public Information (CPC/PI)
- (b) Correctional Facilities
- (c) Special Needs (d)
- (d) Special Events
- (e) Treatment Facilities
- (f) Newsletter
- (g) NightWatch

The Board of Trustees may designate such other Committees as it, from time to time, deems appropriate and useful.

Section 7.02. Trustees not elected as officers or not otherwise on the Executive Committee, shall each serve as a chair of one Standing Committee and each Committee Chair shall be a Trustee. The Chairs of each Committee are encouraged to appoint at least two other members from the Dallas-area AA membership at large to their respective committees.

ARTICLE VIII. MANAGER AND EMPLOYEES

Section 8.01. The Board of Trustees shall employ a paid Manager of the Association. The duties and responsibilities of the Manager shall be established by the Board of Trustees and shall include the day-to-day operations of the Association and its Central office, the execution of governmental reports and general administrative decisions. The employment of the Manager is at will and may be terminated at any time by the Manager or by a two-thirds vote of the Board of Trustees.

Section 8.02. The Board of Trustees also may employ other full-time or part-time personnel as may be necessary for the efficient performance of the Association's purposes. Any additional person or persons shall be employed only with the consent of the Manager.

Section 8.03. The Manager shall attend all regular meetings of the Board of Trustees and the Representatives, shall make a report on the state of the Association at all such meetings, and may make recommendations to the Board of Trustees and the Representatives. The Manager shall be entitled to vote on all matters raised at regular meetings of the Board of Trustees, except matters in which the Manager has a direct financial interest. The foregoing notwithstanding, the presence of the Manager at a meeting of the Board of Trustees shall not be considered in determining whether a quorum is present. The Manager and any permanent full time staff members of the Association shall be considered voting members of the Association at all meetings of the Representatives.

Section 8.04. The Executive Committee of the Board of Trustees shall present and make recommendations to the Board of Trustees regarding compensation and benefits for all paid employees of the Association.

ARTICLE IX: FISCAL MATTERS

Section 9.01. The fiscal year of the Association shall commence annually on January 1 and end on December 31.

Section 9.02. The treasurer shall present financial statements (consisting of a balance sheet, a profit and loss statement) to the Board of Trustees for approval at all regular meetings of the Board of Trustees. Such financial statements shall be for the previous calendar month. Following approval by the Board of Trustees, the financial statements shall be published in the members' only section of the Association's website which shall include at least the most recent month's financial statements as well as the most recent year to date financial statements. The treasurer shall also present such other financial reports to the Board of Trustees as the Board may require from time to time. An audit of the books of the Association may be authorized by the Board of Trustees or a two-thirds vote of the Representatives by duly made motion.

Section 9.03. The financing of all activities of the Association shall be primarily from pledges, gifts, contributions and sales of literature from and to the Association's participating AA groups and their members following the guidelines of Alcoholics Anonymous, and secondarily by income from such projects or activities as may be authorized from time to time by the Board of Trustees.

ARTICLE X: AMENDMENT

Section 10.01. Amendments to these Bylaws shall be approved and adopted when approved by (i) substantial unanimity or a two-thirds vote of all the Trustees at any regular or special meeting of the Trustees and (ii) substantial unanimity or a two-thirds vote of the Representatives at any regular or special meeting at which a quorum is present.

ARTICLE XI: EFFECTIVE DATE

Section 11.01. These Bylaws shall be effective from and after June 2011.