

BYLAWS OF AL-ANON AND ALATEEN INFORMATION SERVICE OF GRAND RAPIDS AREA, INC.

Proposed Effective Date: November 14 January 21, 2020

ARTICLE I – NAMES

The name of this Corporation, as set forth in its Articles of Incorporation, is Al-Anon and Alateen Information Service of Grand Rapids Area, Inc. In these Bylaws, the Corporation is sometimes referred to as the Corporation or as the AISGR. For the purpose of these Bylaws, the term Corporation and the name AISGR shall be deemed synonymous and interchangeable with each other and with the name Al-Anon and Alateen Information Service of Grand Rapids Area, Inc.

1. As used in these Bylaws:
 - a. Al-Anon group means a group of relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship.
 - b. Alateen group means a group of teenage relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship.
 - c. Al-Anon Information Service of Grand Rapids Membership means the organization described in Article XII of these Bylaws.
 - d. Trustee means a person who is or becomes a Trustee pursuant to these Bylaws.

ARTICLE II – PURPOSES

1. The purposes for which the Corporation was formed are: “To encourage, assist and serve the families and friends of alcoholics in dealing with the problems concerning and related to alcoholism; to reinforce their efforts to understand the alcoholic; to disseminate information in relation thereto and to conduct, and participate in, any other classes of service to assist families and friends of alcoholics in dealing with alcoholism.”
2. In furtherance of the purposes stated above, the Al-Anon and Alateen Information Service of Grand Rapids Area will:
 - a. Facilitate communication and service coordination among the Al-Anon and Alateen groups served by the AISGR;
 - b. Assist Al-Anon and Alateen groups in the conduct of their activities;
 - c. Provide relatives and friends of alcoholics with information about the Steps, Traditions, and Concepts of Service of Al-Anon/Alateen;
 - d. Provide relatives and friends of alcoholics with the location of Al-Anon and Alateen groups;
 - e. Bring Al-Anon or Alateen groups to the attention of the concerned public;
 - f. Provide information and other assistance to the public and to families and friends of alcoholics;
 - g. Establish and maintain local and/or regional public relations; and
 - h. Establish and maintain policies and procedures for the work of the AISGR.

ARTICLE III – MEMBERS – Board of Trustees

1. The members of the Corporation shall be the persons who are the Trustees of the Corporation. Each Trustee shall become a member upon becoming a Trustee and shall cease to be a member upon ceasing to be a Trustee.
2. Members shall not be required to pay dues or any other compensation to the Corporation, or to anyone else, as a condition of membership.
3. Members will be required to sign appropriate documents to avoid potential conflicts of interest and clarify desired conduct as set by the Board of Trustees.

ARTICLE IV – TRUSTEES

1. The Directors of the Corporation shall be the persons who are the Trustees of the Corporation. Each Trustee shall become a Director upon becoming a Trustee and shall cease to be a Director upon ceasing to be a Trustee. For the purpose of these Bylaws, the term Director and Trustee shall be deemed synonymous and interchangeable so far as necessary to conform to the Certificate of Incorporation of the Corporation which contemplates, and refers to, Directors.
2. The Board of Trustees shall consist of not less than three nor more than seven ~~twenty-one~~ persons of the following classifications: Officers (AISGR Chairperson, AISGR Treasurer, AISGR Secretary), Coordinators as appointed by the AISGR Chairperson, Trustees-at-Large, and District Information Service [Representative\(s\) and Area World Service Committee](#) Liaison, as those terms are described in these Bylaws. The actual number of Trustees and the composition of the Board as among the classifications referred to shall be as established by the Board from time to time and in this regard the Board will generally be guided by the directions of the Al-Anon Information Service Representatives of the groups of the AISGR.
3. ~~Trustees~~ ~~Trustees-at~~ ~~at~~-Large are Trustees whose appointment originates with the AISGR Chairperson, with the consent of the Board of Trustees. The total number of such Trustees ~~at~~ ~~Large~~ shall be set by the Board of Trustees from time to time.
4. District Information Service Representatives are Trustees who serve Al-Anon Family Groups in geographic areas of their district as defined by Michigan AFG, Inc. Their purpose is to bring a district perspective to the Board. They do not represent the members of the region, nor are they responsible to the region, but to the AISGR. District Information Service Representatives shall be designated by the Districts in which they serve in accordance with such procedures as that body may establish.
5. Any Trustee may resign by sending written notice to the Secretary of the Corporation.
6. Any vacancy in the office of a Trustee who is also an officer (Chairperson, Secretary, Treasurer) which occurs in between the AISGR meetings may be filled by the Board of Trustees until the next AISGR meeting.
7. The length of time any [Trustee-at](#)-Large and District Information Service Representative may serve on the Board is two three-year terms which may be consecutive.
8. Any member of the Board of Trustees may be removed for just cause by a vote of two-thirds of the written ballots cast by the Board of Trustees. Just cause is defined as absence from one-third

of scheduled meetings during any 12-month period; a conflict of interest or a conflict of commitment violation; or failure to adhere to any written policies and procedures of the Board of Trustees. Such removal shall occur at a regular or specifically called meeting of the Board of Trustees. Upon a finding of just cause by the Chairperson of the Board of Trustees, the Treasurer, and the Secretary officers of the Board of Trustees shall send a notice of the proposed removal by mail, certified or registered, if possible, to the last recorded address of such member at least fifteen (15) days before final action is taken on such removal. The member shall have the opportunity to present any relevant information, in writing, in person, or through a representative, to the Board of Trustees before final action is taken.

9. Trustees shall serve without remuneration, but they shall be entitled to reimbursement of reasonable expenses.

ARTICLE V – POWERS AND DUTIES OF THE TRUSTEES

1. The Board of Trustees shall control and manage the affairs of the Corporation.
2. Without limiting the generality of the preceding paragraph, the Board of Trustees shall have the following powers:
 - a. To establish and maintain the Bylaws of the AISGR;
 - b. To recommend, establish and maintain the policies of the AISGR;
 - c. To control the property and finances of the AISGR;
 - d. To establish plans and conduct the operations of the AISGR;
 - e. To authorize expenditures;
 - f. To consent to the appointment by the Chairperson of the at-large members of the Board of Trustees and coordinators and members of other committees in accordance with these Bylaws;
 - g. To take such measures as may be necessary to carry out the purposes of the AISGR.
3. Any Trustee having a substantial financial interest in any contract or transaction requiring authorization by the Board of Trustees shall not vote on the matter.

ARTICLE VI – OFFICERS

1. The Officers of the Corporation shall consist of a President, a Treasurer and a Secretary, and such other officers as may be deemed necessary from time to time by the Board.
2. The President, the Secretary, and the Treasurer shall be elected every three years by the Al-Anon Information Service Representatives of the AISGR.
3. The President shall also be known as the Chairperson (and is sometimes herein referred to as the Chairperson).
4. Any vacancy may be filled for the unexpired term by two-thirds vote of the Al-Anon Information Service Representatives.

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ARTICLE VII – DUTIES OF OFFICERS

1. THE PRESIDENT. The President shall preside at all meetings of the Board of Trustees, and shall perform all the necessary duties, and exercise all the customary powers incident to the office of President, including appointment of Coordinators and/or committee Chairpersons. The President shall have general supervision of all of the affairs of the AISGR and shall be an ex-officio member of all committees.
2. THE TREASURER. The Treasurer shall be the financial officer of the Corporation and shall provide advice to the Corporation with respect to general financial policy and ancillary matters such as the collection, custody, and control of funds of the AISGR and maintenance of books of accounts and financial records subject to such directions as may be given by the Board of Trustees. The Treasurer is responsible for having the books of account of the Corporation audited by a Certified Public Accountant at regular intervals as directed by the Board of Trustees. The Treasurer may be an authorized signatory for disposition of funds of the Corporation on deposit in banks and other holding accounts. The Treasurer shall not be individually responsible for accounting procedures, security of funds, books of accounts or financial records, but does have general oversight authority respecting these matters.
3. THE SECRETARY. The Secretary shall record the minutes of all meetings of the Corporation, shall be the custodian of books and records of the Corporation and shall perform such other duties as may be delegated. The Secretary shall be an ex officio member of all committees.
4. The Officers of the Corporation shall each perform such other duties as may be delegated to them by the Board of Trustees as well as such other duties as shall pertain to their respective offices.

ARTICLE VIII – FINANCES

1. The fiscal year of AISGR shall begin on the first day of January in each year and end on the 31st day of December thereof.
2. Checks shall be made in the name of the Corporation and shall be signed by two officers as may from time to time be designated by the Board of Trustees.

ARTICLE IX – MEETINGS

1. The meetings of the Board of Trustees shall be held regularly, no fewer than twice no more than six per calendar year.
2. Regular meetings of the Board of Trustees shall be held at a time and place designated by the Chairperson. If all the Trustees consent thereto generally or in respect of a particular meeting, a Trustee may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Trustee participating in such a meeting by such means is deemed to be present at the meeting.

3. Special meetings of the Board of Trustees may be called by the Chairperson at any time. The Chairperson shall call a special meeting upon the written application of three Trustees for the transaction of such business as may be described in such application.
4. At least seven days' notice of each meeting shall be given to the Trustees by email.
5. [A quorum for the Board of Trustees is established at](#) two-thirds of the full board, [including at least two \(2\) Officers](#) for the transaction of business in any meeting. Each member shall have one vote. The vote of the majority of the Trustees present at the time of the vote, if a quorum is then present, shall be the act of the Board of Trustees, except as otherwise provided by law. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting from time to time until a quorum is obtained.
6. Should the Chairperson deem it necessary, and with seven days' notice, voting by email, fax, or other electronic means may be used to conduct Board business between scheduled meetings. Voting will be completed within seven days after the vote is presented to the Board.
7. Any member unable to attend any meeting of the Board shall give advance notice of the absence to the Chairperson or Secretary of the Board and indicate the reason for the absence. Any member who fails to attend two meetings per year for reasons deemed inadequate by the Board shall be subject to dismissal by the Board for such cause.
8. Unless otherwise determined by the Chairperson, the order of business at all meetings shall be as follows:
 - a. Calling of roll;
 - b. Approval of minutes;
 - c. Report of Treasurer;
 - d. Committee reports and communications;
 - e. Elections (if such action is scheduled for such meetings);
 - f. Old Business;
 - g. New Business.

ARTICLE X – INDEMNIFICATION

1. Each individual serving or having served as Trustee or Officer, or both, of the Corporation shall be indemnified in the circumstances and to the full extent permitted by law, against any and all costs, expenses and financial consequences of whatever nature, including legal fees actually incurred in connection with any action, suit or legal proceeding of any kind in which such an individual is a defendant by reason of serving or having served as an Officer or Trustee, or both, of the corporation. This indemnification shall also extend to any individual made party defendant to any actions, suits or legal proceedings referenced in the preceding sentence by reason of the fact that his testator or intestate served as Trustee or Officer of the Corporation.
2. The foregoing indemnification shall apply also to each individual serving or having served (in his individual capacity, and not as a Trustee or officer) as a member any committee as may be authorized from time to time by the Board of Trustees.

ARTICLE XI – COMMITTEES

1. FINANCE COMMITTEE. The Board of Trustees shall appoint a Finance Committee consisting of the following members: The Treasurer of the Corporation, the President, and the Communications Chairperson. ~~the Secretary, and two~~ The Treasurer shall be the Chairperson of the Finance Committee. The Finance Committee shall plan the yearly budget of the AISGR and shall render such other services as may be requested by the Board of Trustees. The President shall perform the duties of the Chairperson of the Finance Committee in the absence of the Treasurer.
2. POLICY COMMITTEE. The Board of Trustees shall appoint a Policy Committee selected from the following members: Officers, the Chairpersons of all committees of the AISGR, and members-at-large of the Al-Anon Information Service Membership ~~from each district served by the AISGR~~. The Chairperson of the Policy Committee shall be appointed by the President of the Board of Trustees. The Policy Committee shall consider Al-Anon policies particularly in relation to Al-Anon's Traditions and Concepts of Service, make recommendations to the Board of Trustees, and render such other services as the Board of Trustees may request. The President shall perform the duties of the Chairperson of the Policy Committee in that person's absence.
3. The Board of Trustees may appoint such other committees as they may from time to time determine appropriate.
4. Committee members shall hold office for a maximum of one three (3) year term or part thereof.
5. Committee members shall serve without remuneration but shall be entitled to reimbursement of reasonable expenses.
6. Any Committee member may be removed from office for cause by affirmative vote of two-thirds of the Trustees.

ARTICLE XII – MEMBERS – Al-Anon Information Service of Grand Rapids Area

1. The AISGR Membership consists of the following persons:
 - a. ~~Al-Anon~~ Information Service Representatives from the service area of ~~the~~ AISGR;
 - b. Trustees of the Corporation; and
 - c. The Chairpersons of committees established by the Board of Trustees.
2. The Al-Anon Information Service Membership shall be the permanent body empowered to express the conscience of the Al-Anon fellowship.
3. The Board of Trustees shall consult with the AISGR Membership and, when required, accept its decision. However, the Board of Trustees shall continue to be vested with the full legal powers and responsibilities for the AISGR.
4. Three-fourths of the Al-Anon Information Service Membership signed in at the AISGR meeting may bring about a reorganization of the AISGR when it is deemed essential. They may request the resignation of the entire Board of Trustees and nominate a new slate of Officers. All Officers are elected with the understanding that the Membership may call for their resignation. Prior to any such resignation becoming effective each Officer shall be deemed to vote for the successor slate of Officers presented by the Membership.

ARTICLE XIII – AMENDMENTS

The Bylaws of the Al-Anon and Alateen Information Service of Grand Rapids Area and any amendments thereto are subject to recall by the Membership by a two-thirds vote of all its members. All Bylaw amendments will be presented to the first AISGR Membership meeting to be held after their adoption by the Board of Trustees.