

BY-LAWS  
DELAWARE GENERAL SERVICE ASSEMBLY, INC. OF ALCOHOLICS  
ANONYMOUS

PREAMBLE

Delaware General Service Assembly, Inc., of Alcoholics Anonymous will use for its basic guide of conduct, in all corporation matters unless otherwise stated, the current AA Service Manual Combined With the 12 Concepts For World Service, as published by Alcoholics Anonymous World Services, Inc., New York, NY 10016, and any Addendums that follow each annual General Service Conference.

We will be spiritually guided by the 12 Steps and 12 Traditions and the 12 Concepts of Alcoholics Anonymous, the General Service Conference approved literature, the guides and the guidelines sent out by the General Service Office, New York, NY, 10016.

We will serve the collective conscience of the groups whose GSR's attend the Area Assembly for Area 12 covering the State of Delaware.

We are an organization whose aim it is to maintain services for those who seek through Alcoholics Anonymous, the means of arresting the disease of alcoholism through the application to their own lives, in whole or in part, of the 12 Steps which constitute the recovery program upon which the fellowship of Alcoholics Anonymous is founded.

We will from time to time sponsor activities for the members of the corporation, including friends of Alcoholics Anonymous.

ARTICLE I Name, Seal, Offices

1.01. Name. The name of this Corporation is Delaware General Service Assembly, Inc., of Alcoholics Anonymous.

1.02. Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Delaware General Service Assembly, Inc., of Alcoholics Anonymous", and in the center a triangle with the words and figures "UNITY, RECOVERY, SERVICE, 2006 DE." The Area Assembly may change the form of the seal and the inscription thereon.

1.03. Offices. The principle mailing address of the Corporation shall be the home address of the current elected Delegate. The corporation may have offices at such places as the Area Assembly may from time to time appoint.

ARTICLE II Members and Organizational Structure

2.01. Members/Area Assembly. (a) The members of the Corporation shall consist of the General Service Representative (GSR) registered for each Alcoholics Anonymous Group in the State of Delaware (Area 12). In the absence or unavailability of the GSR, the Alternate GSR for the Alcoholics Anonymous Group

may exercise all rights and responsibilities of the GSR. These GSRs elect corporate members from amongst themselves known as District Committee Members (DCMs) and an alternate that will serve in the absence of the DCM. In addition to GSR's, the Officers of the Corporation elected by the Area Assembly hereinafter referred to shall be members of the Corporation during their term of office, even if they are not GSR's. Each Leader of a Special Advisory Committee appointed by the Chairman of the Corporation shall be a member of the Corporation while so serving, subject to the removal at any time by the Chairman or vote of the Area Assembly, even if such Leader is not a GSR. Each member of the Corporation shall have one (1) vote in person at any corporate meeting that they are designated to attend.

(b) Meetings of the members of the Corporation shall be known as the Area Assembly, and it shall be the highest policy-making body of the Corporation. There shall be four (4) regular Area Assembly meetings during each calendar year, held approximately tri-monthly. The Chairman of the Corporation currently in office shall designate the date and place of each Area Assembly, giving due regard to the requirements of these By-Laws, the views of the Area Assembly as expressed, and the views of the Area Committee, a small segment of the Area Assembly, hereinafter referred to. The first regular Area Assembly in each calendar year shall be designated as the Annual Meeting of the Corporation, but elections of Officers of the Corporation shall be held at a regular Area Assembly in October of each odd-numbered year. The Officers of the Corporation elected at odd-year October Area Assembly meeting shall serve for a period of two (2) years beginning January 1 after their election. At the same time as the Area Assembly elects Officers, it shall appoint the outgoing Delegate to the Board of Directors, consisting of the Chairman, and the Delegate then elected, and three (3) persons who have previously served as the Area 12 Delegate. When the outgoing Delegate is seated on the Board, the most senior member vacates their seat. The Board of Director of the Corporation shall have such

powers and duties as are prescribed in these By-Laws and shall meet at such times as they may deem necessary to carry out their duties, subject to review by the Area Assembly.

2.02. GSR. Each Group in Area 12 shall elect a GSR and an Alternate. The GSR carries the Group's conscience to the Area Assembly; votes on behalf of the Group on all issues brought to the floor; and reports back to the Group on the business conducted.

2.03. DCM. The GSR's from a duly-framed District shall elect one of their members as a District Committee Member (DCM) to carry the District's conscience to the Area Committee meeting that usually precedes each Area Assembly. The DCM hold District meeting to inform the GSR's as to what occurred at the Area Committee.

2.04. The Area Committee. The Area Committee shall consist of the DCM's, all elected Officers, all Special Advisory Committee Leaders, the Board of Directors, and all ad-hoc Committee Leaders. The Area Committee shall provide such recommendations and/or information for action by the Area Assembly as the Area

Committee may deem appropriate, or as the Area Assembly may specify, and shall carry out such other functions as the Area Assembly may designate.

2.05.(a) Special Advisory Leader. Leader of a standing committee for a specific purpose who is appointed by the Chairman.

(b) Ad-hoc Committee Leader. Leader of a temporary committee for a specific purpose who is appointed by the Chairman.

2.06. Rights of Members. The right of member to vote, as defined in Section 2.13, and all rights, titles, and interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

2.07. Resignation or Termination.

(a) Any member of the Corporation may resign from the Corporation by written resignation to the Secretary of the Corporation.

(b) The Chairman may terminate any appointed Leader at any time by verbal or written notification to that Leader.

2.08. Annual Meeting. The annual meeting of the Corporation shall be the first (1<sup>st</sup>) Area Assembly of the fiscal year for the purpose or purposes of transaction of such business as may properly come before the meeting.

2.09. Notice of Regular Meeting. Notice of the time, place, and purpose or purposes of regular Area Assembly shall be served, either personally or by mail, not less than ten (10) days before the meeting upon each person who appears upon the books of the Corporation as a member and, if mailed, such notice shall be directed to the member at the address as it appears on the books of the Corporation, unless there was filed with the Secretary of the Corporation a written request that such notices be mailed to some other address designated in such request.

2.10. Special Meetings. Special meetings of the Area Assembly may be called at any time by the Chairman or Delegate, or by three (3) Officers, and must be called by the Chairman or Secretary on receipt of the written request of one-third (1/3) of the members of the Corporation, or upon majority vote of any Area Assembly.

2.11. Notice of Special Meeting. Notice of special Area Assembly will follow the same procedure as is in section 2.09 of these By-Laws.

2.12. Quorum. At any Area Assembly the presence in person of any members shall constitute a quorum for all purposes, and the act or acts of a majority of the quorum shall be the act of the Corporation, except as may be otherwise specifically provided by statute or by these By-Laws. A meeting may be adjourned from time to time by majority vote without any notice other than by announcement at the meeting and without further notice to any absent members. Any business may be transacted at the next meeting which might have been transacted at the adjourned meeting.

2.13. Voting Procedures. No proxy voting shall be allowed. The vote for Officers of the Corporation (Chairman, Delegate, Alternate Delegate, Secretary, Treasurer) shall otherwise be conducted by the 3rd Legacy Procedures as defined in The AA Service Manual by written ballot. All Major Actions will require a 2/3 affirmative vote; regular business requires a simple majority.

2.14. Inspectors of Elections. The Board of Directors may at each election meeting appoint two (2) persons (who need not be members) to serve as inspectors of the election that is occurring.

2.15 No Compensation for Service Rendered. No member shall receive any compensation from the Corporation for any services rendered.

2.16. Expense Reimbursement. The annual corporate budget as presented by the Treasurer and approved by the Area Assembly shall be the general guide for reimbursement of expenses. Budgeted expenses will be tendered to those entitled upon receipt of appropriate supporting documentation, but no member shall be empowered to spend in excess of three hundred dollars (\$300.00) of unbudgeted corporate funds in any single or continuing fashion, unless directly authorized to do so by the Area Assembly.

### ARTICLE III Officers

3.01. Designation. The Officers of the Corporation shall be a Chairman, a Delegate, an Alternate Delegate, a Secretary, a Treasurer, a Registrar and an Immediate Past Delegate. For all statutory purposes, the Chairman shall carry out the duties of the President of the Corporation. No person may hold the offices of both Chairman and Secretary, nor of both Chairman and Delegate.

3.02 Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the current Delegate may appoint an officer to fill such vacancy, and the officer so appointed shall hold office until the next Area Assembly, and thereafter for the unexpired term if approved by the Area Assembly, unless the Area Assembly deems an election process in order.

3.03. Chairman. The Chairman shall: preside over all Area Assembly and Area Committee meetings; shall have the general charge and supervision of the business of the Corporation; may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; see that the Annual Report is filed with the records of the Corporation, and an abstract thereof entered into minutes of the Annual Meeting; and in general shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Area Assembly.

3.04 Delegate. The Delegate shall represent the Corporation and its members at the annual Senior General Service Conference of Alcoholics Anonymous, and bring back to the Corporation and its members the results of the conference meeting. The Delegate, at the request or in the absence of the Chairman, shall perform the duties and exercise the functions of the Chairman. The Delegate shall always be the Corporate Resident Agent.

3.05. Alternate Delegate. The Alternate Delegate, at the request or in the absence of the Delegate, shall perform the duties and exercise the functions of the Delegate.

3.06. Secretary. The Secretary shall keep the minutes of the meetings of the members in books provided for that purpose; shall see that all notices are duly given

in accordance with the provisions of the B-Laws or as required by law; shall be custodian of the records of the Corporation; shall maintain a current name and address list of all present members; shall see that the Corporation seal is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same; and in general shall perform all duties incident to the office of a secretary of a corporation, and other such duties as from time to time may be assigned by the Area Assembly.

3.07. Treasurer. The Treasurer shall have charge and be responsible for all funds, securities, receipts and disbursements of the Corporation; and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trusts companies or other depositories as shall from time to time be selected by the Area Assembly; shall render at each Annual Meeting a year end accounting of corporate accounting matters as well as a proposed budget for the coming year, and to the Chairman or the Area Assembly whenever requested, an account of the financial condition of the Corporation in relationship to all corporate liabilities and assets; and in general perform all the duties incident to the office of a treasurer of a corporation, and such

other duties as may be assigned by the Area Assembly. All disbursements or withdrawals shall require the signatures of the Treasurer and one (1) other Officer.

3.07 Registrar. The Registrar shall keep records and changes to the roster of Area groups, keep the General Service Office informed as to the changes in such rosters; keep a record of contact information of the Area officers and committee chairs; and in general perform other such duties as may be assigned by the Area Assembly.

3.08 Immediate Past Delegate. The Immediate Past Delegate shall serve as the Area 12 Convention Chair; and in general perform other such duties as may be assigned by the Area Assembly.

3.09. Removal of Officers and Directors. Any Officer or Director may be removed by the affirmative vote of two-thirds (2/3) of a quorum at any regular or special Area Assembly called for that purpose, for conduct detrimental to the interest of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose. Any person proposed to be removed shall be entitled to a least a five (5) day notice in writing by return receipt mail or in person of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

#### ARTICLE IV

##### Agents and Representatives

4.01. The Resident Agent of the Corporation shall be the current Delegate. Other agents or representatives may be appointed by the Area Assembly to perform such acts or duties on behalf of the Corporation as may be consistent with governing statutes, the Articles of Incorporation, and these By-Laws.

#### ARTICLE V Contracts

5.01 he Area Committee, except as in these By-Law otherwise provided and subject to review by the Area Assembly, may authorize any Officer or agent to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Area Committee, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

#### ARTICLE VI Committees

6.01. Special Advisory Committees. The Chairman of the Corporation may appoint one or more Advisory Leaders to committees that have been duly established by the Area Assembly. The members of such committees shall be appointed by and shall serve at the direction of the Chairman and the Area Assembly. Such Advisory Leaders shall advise and aid the membership in all matters designated by the Chairman or the Area Assembly. Each committee may, subject to the approval of the Chairman, prescribe goals and the procedures by which it will function.

6.02. Ad-hoc Committees. The Chairman may form and dissolve such committees as may be needed to perform a specific purpose for the Corporation.

#### ARTICLE VII Fiscal Year

7.01. The fiscal year of the Corporation shall commence on January 1<sup>st</sup> of each calendar year, and end on December 31<sup>st</sup> of the same year.

#### ARTICLE VIII

##### Prohibition Against Sharing in Corporate Earnings

8.01. No member, or employee, or member of a committee, or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided this shall not prevent the payment to any such person authorized expenses incurred; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors will distribute the funds to charitable, religious or educational organizations including but not limited to any in state or out of state Alcoholic Anonymous organizations, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE IX Investments

9.01. The Corporation shall have the right to retain all or any part of any securities or property acquired, and to invest and reinvest any funds held by it, without being restricted to any class of investments which a fiduciary is or may hereafter be permitted by law or any similar restriction to make, provided, however, that no action shall be taken by or on behalf of the Corporation which is a prohibited transaction or would result in the denial of the Corporation's tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

#### ARTICLE X Exempt Activities

10.01. Notwithstanding any other provisions of these By-Laws, no member or representative of this Corporation shall take any action or carry on any activity on behalf of the Corporation unless permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

#### ARTICLE XI Amendments

11.01. Any member may propose to make, alter, amend, or repeal the By-Laws of the Corporation, by submitting the proposal at any Area Assembly. If the Area Assembly feels the proposal may have merit, it shall forward the proposal to the Area Committee for discussion. The Area Committee shall return the proposal with a recommendation at least twenty (20) days prior to the next Area Assembly, and written notice of the Committee's recommendation shall be included in the notice of the Area Assembly meeting, which may adopt the proposal by a two-thirds (2/3) vote of a quorum.

#### ARTICLE XII

##### Dissolution

In the event of the dissolution of the Corporation, the remaining assets must be disposed of in a manner consistent with the organizations primary purpose and in compliance with IRS Code governing tax exempt nonprofit 501 (c) (3) organizations. In the event of dissolution, the Officers of the Corporation are directed to donate all assets of the Corporation to The General Service Office of Alcoholics Anonymous, New York, New York.

#### ADOPTION

These By-Laws of Delaware General Service Assembly, Inc., of Alcoholics Anonymous were adopted at the meeting of the Area Committee held on August 19, 2006, at the Dover Grange, 911 S. Governors Avenue, Dover DE 19904. An Amendment was adopted at an Area Assembly meeting held in Smyrna, Delaware on February 9, 2013.

