

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

PREAMBLE

Delaware General Service Assembly, Inc., of Alcoholics Anonymous (hereinafter referred to as "Area 12 Assembly") will use for its basic guide of conduct, in all corporate matters, unless otherwise stated, the current A.A. Service Manual combined with Twelve Concepts For World Service, as published by Alcoholics Anonymous World Services, Inc. and any addendums that follow each annual General Service Conference.

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

We will serve the collective conscience of the groups registered in Area 12.

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 Twelve 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 Area 12 Assembly, 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 (herein referred to as the "Area 12 Assembly").

1.02. Seal. The seal of the Area 12 Assembly will be circular in form and will 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 12 Assembly may change the form of the seal and the inscription thereon.

1.03. Offices. The principle mailing address of the Area 12 Assembly will be the home address of the current elected delegate. The Area 12 Assembly may have offices at such places as it may from time to time appoint.

ARTICLE II

Members and Organizational Structure

2.01. Members of Area 12 Assembly.

(a) The members of the Area 12 Assembly will consist of the general service representative (GSR) for each Alcoholics Anonymous Group registered in 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 Area 12 Assembly 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 GSRs and DCMs, the officers of the Area 12 Assembly elected by the Area 12 Assembly will be members of the corporation during their term of office, even if they are not GSRs. Each chair of a standing committee appointed by the chair of the Area 12 Assembly will be a member of the Area 12 Assembly while so serving. Each member of the Area 12 Assembly will have one (1) vote while in attendance

at any Area 12 Assembly

(b) Meetings of the members of the Area 12 Assembly will be known as the Assembly, and it will be the highest policy-making body of the Area 12 Assembly. There will be four (4) regular Assembly meetings during each calendar year, held approximately tri-monthly. The chair of the Area 12 Assembly currently in office will designate the date and place of each Assembly meeting. But elections of officers of the Area 12 Assembly will be held at the regular assembly in September of each odd-numbered year. The officers of the Area 12 Assembly elected at odd-year September Assembly meeting will serve for a period of two (2) years beginning January 1 after their election.

2.02. GSR. Each Group in Area 12 will elect a GSR and an alternate. The GSR carries the group's conscience to the Area 12 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 GSRs from a duly-framed district will elect a District Committee Member (DCM) to carry the district's conscience to the area committee and Area 12 Assembly meetings. The DCMs hold district meetings to inform the GSRs as to what occurred at the area committee meetings.

2.04. The Area Committee. The area committee will consist of the DCMs, all elected officers, the immediate past delegate, all standing committee chairs, and all ad-hoc committee chairs. The area committee will provide such recommendations and/or information for action by the Area 12 Assembly as the area committee may deem appropriate, or as the Area 12 Assembly may specify, and will carry out such other functions as the Area 12 Assembly may designate.

2.05(a) Standing Committee Chair. The chair of a standing committee for a specific purpose is appointed by the area chair.

2.05(b) Ad-hoc Committee Chair. The chair of a temporary committee for

a specific purpose is appointed by the area chair, Area Committee or Area 12 Assembly.

2.05(c) Area 12 Service Committee. There shall be five (5) members of this committee. There shall always be three (3) past delegates on this committee, one current officer and an AA member appointed by the Area Chair. The past delegates shall be the three (3) most recent past delegates. If any of those delegates are not available for this service, the Area Committee, with the approval of the Assembly, may appoint another available past delegate irrespective of past sequence. The chair shall be a past delegate selected by the Service Committee members and who does not already have a vote at the Area Committee and Assembly by virtue of another position. This committee exists in an advisory capacity to the Area Assembly and the Area Committee and may be consulted on matters relating to A.A. Traditions, Concepts, policy, structure, or other concerns where historical and spiritual perspective is valuable. Acting collectively and without authority over any Area action, the committee provides background, experience, and guidance to trusted servants. Any recommendations made by this committee must be approved by the Area Committee and Area 12 Assembly.

2.06. Rights of Members. The right of a member to vote, as defined in Section 2.13, and all rights, titles, and interest in or to the Area 12 Assembly will cease on the termination of membership. No member will be entitled to share in the distribution of the Area 12 Assembly assets upon the dissolution of the Corporation.

2.07. Resignation or Termination.

(a) Any member of the Area 12 Assembly may resign from the assembly by written resignation to the chair of the Area 12 Assembly.

(b) The area chair may terminate any appointed committee chair at any time by verbal or written notification to that chair and the area committee.

2.08. Annual Meetings. The annual meeting of the Area 12 Assembly will be the first assembly of the fiscal year for the purpose or purposes of transaction of such business as may properly come before the meeting. The first board meeting held after the annual meeting of the Area 12 Assembly will be the annual meeting of the board of directors.

2.09. Notice of Regular Meeting. Notice of the time, place, and purpose or purposes of regular Area 12 Assembly will be served by email, Area 12 website posting or U.S. mail, not less than ten (10) days before the meeting upon each person who is registered as a member of the Area 12 Assembly. if mailed, such notice will be directed to the member at the address as it appears on the records of the Area 12 Assembly.

2.10. Special Meetings. Special meetings of the Area 12 Assembly may be called at any time by the area chair or delegate, subject to the approval of the Area Committee. Special meetings may also be called by the assembly as a whole subject to approval by substantial majority.

2.11. Notice of Special Meeting. Notice of special Area 12 Assembly will follow the same procedure as is in section 2.09 of these By-Laws.

2.12. Quorum. At any assembly, or Area committee meeting, the presence in-person or in-person via electronic means of any members will constitute a quorum for all purposes, and the act or acts of a majority of the quorum will be the act of the Area 12 Assembly, 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. Unfinished business will be transacted at the next meeting in the order it was originally posted on the agenda.

2.13. Voting Procedures. No proxy voting will be allowed. The vote for officers of the Area 12 Assembly (chair, alternate chair, delegate, alternate

delegate, secretary, registrar, and treasurer) will otherwise be conducted by the 3rd Legacy Procedures as defined in The AA Service Manual by written ballot.

2.13(a) Electronic Voting. Appropriate electronic voting will be permitted for those attending online or hybrid meetings and assemblies.

2.13(b) Substantial Unanimity. All major actions such as budget or financial matters not inconsistent with these bylaws, and matters of policy that affect the operations and purpose of the Area 12 Assembly, will require a 2/3 affirmative vote; all other business requires a simple majority.

2.14. Inspectors of Elections. Prior to each election, the board of directors may appoint two (2) persons (who need not be board members) to serve as inspectors of the election. In the event that the board does not appoint inspectors, the area chair will make those appointments.

2.15 No Compensation for Service Rendered. No member will receive any compensation from the Area 12 Assembly for any services rendered, except for the reimbursement of expenses per 2.16.

2.16. Expense Reimbursement. The annual corporate budget as presented by the treasurer or finance committee chair and approved by the Area 12 Assembly will be the general guide for reimbursement of expenses. Budgeted expenses will be reimbursed to those entitled upon receipt of appropriate supporting documentation. The procedures for seeking reimbursement, and restrictions that apply to such reimbursements, are covered by the Area 12 Financial Management Guidelines.

ARTICLE III

Board of Directors

3.01 Number. The Area 12 elected officers (area chair, alternate chair, delegate, alternate delegate, treasurer, secretary, and registrar) and

the immediate past delegate shall serve as the Board of Directors. The current delegate will preside at all meetings of the board of directors.

3.02 Resignation. Any director may resign at any time by giving notice of such resignation to the board.

3.03 Special Meetings. Special meetings of the board of directors may be called by the presiding director, or any three (3) board members.

3.04 Duties. The board of directors will: function on behalf of the corporation as described in Article XIII, dissolution; and perform any and all matters assigned by the Area 12 Assembly, that are not contrary to these by-laws, or state or federal statutes.

ARTICLE IV

Officers the Area 12 Assembly

4.01. Designation. The officers of the assembly will be an area chair, an alternate chair, a delegate, an alternate delegate, a secretary, a treasurer, a registrar and the immediate past delegate. For all statutory purposes, the area chair will carry out the duties of the president of the Area 12 Assembly. No person may hold the offices of both area chair and secretary, nor of both chair and delegate.

4.02 Vacancies. In case any office of the Area 12 Assembly 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 will hold office until the next assembly, and thereafter for the unexpired term if approved by the Area 12 Assembly, unless the Area 12 Assembly deems an election process in order.

4.03(a). Area Chair. The area chair will: preside over all Area 12 Assembly and area committee meetings; will have the general charge and supervision of the business of the Area 12 Assembly; may sign and execute, in the name

of the Area 12 Assembly, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof will have been expressly delegated to some other officer or agent of the Area 12 Assembly; see that the annual report is filed with the records of the Area 12 Assembly; and in general will perform all duties incident to the office of president, and such other duties as from time to time may be assigned by the Area 12 Assembly.

4.03(b). Alternate Area Chair. The Alternate Area Chair supports and assists the Chair in all committee or district activities. This includes participating in planning, helping facilitate meetings, maintaining communication with members, and staying fully informed on all committee matters. The Alternate Chair assumes the full duties of the Chair whenever the Chair is absent or unable to serve.

4.04 Delegate. The Delegate will represent the Area 12 Assembly and its members at the annual General Service Conference of Alcoholics Anonymous and bring back to the Area 12 Assembly and its members the results of the Conference meeting. The delegate, at the request or in the absence of the area chair and alternate chair, will assume the duties and exercise the functions of the area chair. The delegate will be the corporate resident agent.

4.05. Alternate Delegate. The alternate delegate, at the request or in the absence of the delegate, will assume the duties and exercise the functions of the delegate and organizes and chairs the annual pre-conference sharing session.

4.06. Secretary. The secretary will keep the minutes of the meetings of the members in books provided for that purpose; will see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; will be custodian of the records of the Area 12 Assembly will see that the corporation seal is affixed to all documents, the execution of which, on behalf

of the Area 12 Assembly, under its seal, is duly authorized, and when so affixed may attest the same; and in general will 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 12 Assembly.

4.07. Treasurer. The treasurer will have charge and be responsible for all funds, securities, receipts and disbursements of the Area 12 Assembly; and will deposit, or cause to be deposited, in the name of the Area 12 Assembly, all monies or other valuable effects in such banks, trusts companies or other depositories as will from time to time be selected by the Area 12 Assembly; will present at each annual meeting a year end accounting of assembly financial matters, and will submit all such financial reports, as called for in the Area 12 Financial Management Guidelines, 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 12 Assembly.

4.08 Registrar. The registrar will 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 12 Assembly.

4.09 Immediate Past Delegate. The immediate past delegate will, in general, perform other such duties as may be assigned by the Area 12 Assembly.

4.10 Removal of Officers and Committee Chairs. Any officer or the chair of the Service committee may be removed by the affirmative vote of three-fourths ($\frac{3}{4}$) of a quorum at any regular or special assembly called for that purpose, for conduct detrimental to the interest of the Area 12 Assembly. Any standing or ad-hoc committee chair maybe removed by the appointing authority. An officer or chair of the Service Committee proposed to be

removed will be entitled to at least a ten (10) day notice in writing, with proof of mailing, or delivered in person, of the meeting at which such removal is to be voted upon, and will be entitled to appear before and be heard at such meeting.

ARTICLE V

Agents and Representatives

The resident agent of the Area 12 Assembly will be the current delegate. Other agents or representatives may be appointed by the Area 12 Assembly to perform such acts or duties on behalf of the Area 12 Assembly as may be consistent with governing statutes, the articles of incorporation, and these by-Laws.

ARTICLE VI

Contracts

The area committee, except as otherwise provided in these by-laws, and subject to review by the Area 12 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 Area 12 Assembly, and such authority may be general or confined to a specific instance; and unless so authorized by the area committee, no officer, agent, or member will have any power or authority to bind the Area 12 Assembly by any contract or engagement, or to pledge its credit, or render it liable financially for any purpose or to any amount.

ARTICLE VII

Committees

7.01. Standing Committees. The area chair may appoint one or more chairs to standing committees that have been duly established by the Area 12 Assembly. The members of such committees will be appointed by and will

serve at the direction of the committee chair and the Area 12 Assembly. Such standing committee chairs will advise and aid the membership in all matters designated by the area chair or the Area 12 Assembly. Each committee will, subject to the approval of the area chair, be required to develop goals and the procedures by which it will function.

7.02. Ad-hoc Committees. The area chair, area committee or Area 12 Assembly, may form and dissolve such committees as may be needed to perform a specific purpose for the Area 12 Assembly.

ARTICLE VIII

Fiscal Year

The fiscal year of the Area 12 Assembly will commence on January 1st of each calendar year, and end on December 31st of the same year.

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

No member, or member of a committee, or any person connected with the Area 12 Assembly, or any other private individual will receive at any time any of the net earnings or pecuniary profit from the operation of the Area 12 Assembly, provided this will not prevent the payment to any such person authorized expenses incurred; and no such person or persons will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Area 12 Assembly. All members of the Area 12 Assembly will be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Area 12 Assembly, whether voluntary or involuntary, the assets of the Area 12 Assembly, after all debts have been satisfied, then remaining in the possession of the board of directors will 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 the General Service Board of Alcoholics Anonymous, 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 X

Investments

The Area 12 Assembly will 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 will be taken by or on behalf of the Area 12 Assembly which is a prohibited transaction or would result in the denial of the Area 12 Assembly's tax exemption under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI

Exempt Activities

Notwithstanding any other provisions of these by-laws, no member or representative of this Area 12 Assembly will take any action or carry on any activity on behalf of the Area 12 Assembly 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 XII

Amendments

Any member may propose to make, alter, amend, or repeal the By-Laws of

the Area 12 Assembly, by submitting the proposal at any meeting of the assembly. If the Area 12 Assembly feels the proposal may have merit, it will forward the proposal to the area committee for discussion. The area committee will return the proposal with a recommendation at least twenty (20) days prior to the next assembly, and written notice of the committee's recommendation will be included in the notice of the Area 12 Assembly meeting, which may adopt the proposal by a two-thirds (2/3) vote of a quorum.

ARTICLE XIII

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 Board of Alcoholics Anonymous, New York, New York, as provided for under 8.01.

ARTICLE XIV

Annual Review of the By-Laws

The Area chair, Area Committee by vote, or the Assembly by vote, may direct a review of these by-laws by the Area 12 Service Committee to ensure they are accurate and current. The secretary will make any necessary revisions for presentation to the Area 12 Assembly for approval, as provided for under Article XII, at the next following Area 12 Assembly for adoption.

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 DE19904. An amendment was adopted at an Area 12 Assembly meeting held in Smyrna, Delaware, on February 9, 2013. A further amendment and update to these bylaws were approved by the Area 12 Assembly on February 14, 2026, at St. Andrews Lutheran Church, 425 N. DuPont Hwy., Dover, DE 19901.