

**BYLAWS OF  
VENTURA COUNTY CENTRAL SERVICE OFFICE, INC.**

Declaration

The bylaws that follow are amended as of, **June 14, 2017** and replace all previously adopted bylaws of the Ventura County Central Service Office, Inc., including all previous entities of and names used for that organization. The most recent prior set of bylaws was dated November 14, 2001.

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“A central office (or intergroup) is an A.A. service office that involves partnerships among groups in a community - just as A.A. groups themselves are partnerships of individuals. It is established to carry out certain functions common to all groups - functions which are best handled by a centralized office - and it is usually maintained, supervised and supported by these groups in their general interest. It exists to aid the groups in their common purpose of carrying the message to the alcoholic who still suffers.” (Reprinted from *A.A. Guidelines Central or Intergroup Offices* with permission of A.A. World Services, Inc.)

**I. NAME AND LOCATION, PURPOSE AND AREA SERVED**

A. Name and Location

The official name of the office, taken from the Articles of Incorporation filed on September 25, 1998 with the California Secretary of State, is Ventura County Central Service Office, Inc., hereinafter referred to as VCCSO.

The office may be located within the area served upon the appropriate decision of the Intergroup.

B. Purpose of VCCSO

The purpose of VCCSO shall be to assist the Alcoholic Anonymous groups in their primary purpose of carrying the message to the alcoholic who still suffers. To that end, VCCSO shall:

1. Maintain a conveniently located office in which paid employees and/or volunteers are available to help persons with alcohol-related problems;
2. Provide the appropriate A.A. telephone listing(s) in local directories, and utilize an answering service(s) to forward calls when the office is closed;
3. Maintain a current list of volunteer A.A. members who will make twelve-step calls and otherwise carry the A.A. message within the area served;
4. Assist groups in securing speakers;
5. Maintain a supply of General Service Conference-approved A.A. literature, meeting supplies and only Intergroup approved non-A.A. literature/other items for sale and/or

other distribution to groups, individual A.A.'s and the community at large;

6. Maintain contact with the public through making arrangements for A.A. speakers at the request of non-alcoholic groups and organizations, assist the media concerning A.A., bearing in mind the principle of "attraction rather than promotion", and cooperate with other community agencies which deal with the alcoholic problem in such ways as to keep A.A. free of affiliation;

7. Assist by providing medical treatment availability information for the sick alcoholic as appropriate;

8. Cooperate with local A.A. hospital and institutional committee(s) in helping to keep hospital and institutional work going;

9. Maintain a current list of meetings held in the area served, including secretaries' contact information, and produce meeting directories of these meetings on a regular basis, as necessary, for sale and/or other distribution;

10. Publish a monthly newsletter containing A.A. information pertinent to the area served, including quarterly reports of the revenues and expenses of VCCSO and listing of individual group contributions;

11. Make available to the office manager adequate funds to meet the day-to-day expenses and Intergroup approved extraordinary expenditures of VCCSO.

VCCSO is formed under the California Public Benefit Corporation Law for the purpose described above, and it shall be nonprofit and nonpartisan. The activities of VCCSO shall comply in principle and in practice with the Twelve Traditions and Twelve Concepts of Service of Alcoholics Anonymous. The property of VCCSO is irrevocably dedicated to charitable purposes, and no part of the net income or assets of VCCSO shall ever come into use by or for the benefit of any board member, officer, Intergroup representative, A.A. group or any other organization or individual except as specified in the following sentence. Upon dissolution of VCCSO, its assets remaining after payment or provision for payment of all debts and liabilities of VCCSO shall be distributed to such organization(s) as decided upon by the Intergroup so long as the recipient organization(s) is organized and operated exclusively for charitable purposes and has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

### C. Area Served

The area served by VCCSO shall not be limited by county lines, but rather by the location of those groups whose meeting places are such that the logical central office to serve them is VCCSO. The area containing those groups shall be the area served.

## II. ORGANIZATION

### A. Intergroup and Intergroup Representatives

Authority in VCCSO is derived from the participating groups, which groups shall maintain control over VCCSO by means of a committee, hereinafter referred to as Intergroup. The

Intergroup shall be comprised of one Intergroup representative or their duly selected alternate(s), hereinafter referred to as representative(s) or alternate(s), from each group in the area served. The representative or alternate from each group shall be selected in accordance with each group's conscience; however, the specific identity of each group's representative shall be recorded in the records of VCCSO in order to facilitate the conduct of Intergroup matters. The term of office for all representatives and alternates shall be two years.

## B. Administrative Board

An administrative board, hereinafter referred to as the board, shall be established to oversee VCCSO administrative matters and provide direction to the office manager. The board shall be responsible to the Intergroup. The members of the board include the officers of the Intergroup and office manager, who shall fulfill their individual responsibilities in accordance with the scope of their duties as hereinafter described. With the exception of a paid office manager, Board members shall serve without compensation. The members of the board shall not represent any single group, but with the exception of the chairperson who shall vote only in case of a tie, shall be voting members of the Intergroup in accordance with the "Right of Participation" as mentioned in Concept IV of the A.A. Twelve Concepts. However, in the case(s) of conflict of interest, non-participation in discussion and/or abstention from voting shall be observed by the appropriate board member(s).

### 1. Number of Members.

The board shall consist of four officers and three at-large members, all preferably from different sections of the area served, elected by the Intergroup at its last regular meeting of the fiscal year, plus the office manager, whose final selection shall be made by the Intergroup. First, second and third at-large designations shall be assigned in the order of votes received to the three persons receiving the highest number of aye votes. In case of a tie, straws shall be drawn or another tie-breaking method shall be utilized to determine the at-large designations.

### 2. Qualifications and Eligibility

An elected member of the board shall be sober for an uninterrupted period of at least three years before and during board service, and be a resident of the area served. There shall be no waivers of the requirements under any circumstances.

The office manager shall have a minimum of three years of continuous sobriety before and while employed, and shall be a resident of the area served.

Eligibility for a position on the board shall be open to any member of A.A. who meets the qualifications as specified in the two paragraphs above.

### 3. Election Process

Annual elections to fill completed board positions shall be held during the December Intergroup meeting. Newly elected board members shall take office effective the following January 1.

Each board position to be filled under the rotation process, as called for in Section II. B. 5. of these bylaws, shall be filled by separate election starting with chairperson, etc. All persons attending the meeting shall be asked to stand. Those not having the required length of sobriety shall be asked to be seated. Of those still standing, those who are not willing to run for the position or who do not possess the necessary level of knowledge and experience shall be asked to be seated. Those who remain standing shall be identified and announced by the chair as the candidates(s) for the position.

The candidate receiving the greatest number of votes cast shall be elected. In case of a tie vote, the voting shall continue until one of the candidates receives a simple majority.

All members of the Intergroup, including representatives or alternates and board members, except the chairperson who shall vote only in case of a tie, shall be entitled to cast one vote on each round of voting. Where necessary, written ballots shall be used.

#### 4. Vacancies

Board vacancies shall be immediately filled by the appropriate at-large member in the order of seniority on the basis of time served on the board. In case of a tie, straws shall be drawn or another tie-breaking method shall be utilized. At such time(s), the board shall reassign its members as it deems necessary, subject to final approval by the Intergroup. Should the board not be able to agree on how to reorganize, the matter shall be resolved by the Intergroup at its next regular meeting. When an at-large member fills a vacancy, a new at-large member shall be elected by the Intergroup as soon as possible thereafter.

#### 5. Terms of Office

The term of office for elected members shall be two years, with four positions being elected at the end of the first fiscal year following the adoption of these bylaws and four positions at the end of the second fiscal year. Thereafter, positions shall be elected in even and odd years.

The chairperson shall serve in that capacity for not longer than one full two year term. However, the time of service by a vice chairperson succeeding the chairperson shall not count towards the two year term. No elected board member shall serve more than two consecutive full terms, but shall once again become eligible for the board after one year has elapsed from the date of last service.

When a new board member is elected to fill a vacated position, the term shall be for the period of time remaining for the vacated position.

The office manager's term of office shall be three years. There shall be a six month probation period for an office manager's first term. The position of office manager shall be reviewed by the board after each two year period. The office manager may be removed for cause at any time by a majority recommendation of the elected members of the board, exclusive of the chairperson who shall not have a vote for that purpose, followed by a two-thirds majority of the Intergroup representatives present at an advertised regular or special Intergroup meeting.

## 6. Removal of Board Members

A board member shall be dismissed for breaking his/her sobriety, and shall be subject to dismissal by the Intergroup for lack of attendance at board or Intergroup meetings or for conduct which is deemed by the Intergroup to be detrimental to the welfare or best interests of the Intergroup.

Lack of attendance shall be defined as missing two consecutive board or Intergroup meetings unexcused, or missing four board or Intergroup meetings during a six month period. A member moving away from the area served shall tender his/her resignation.

## 7. Officers

Board officers shall be chairperson, vice chairperson, secretary and treasurer. Such officer positions shall be open to any A.A. member in the area served who meets the qualifications as specified in paragraph II B. 2. above, and who has the necessary knowledge and experience as the officer duties indicate, with the exception that no officer position shall be held by the office manager.

## **III. OPERATIONS**

### A. Changes in Policies and Procedures

Major changes in policies and procedures of VCCSO shall be brought to the Intergroup meetings for discussion. Any action taken, including voting, on such items shall be placed on the agenda for the next Intergroup meeting.

### B. Duties of Officers and Office Manager

#### 1. Chairperson.

The chairperson shall plan and preside at all board and Intergroup meetings, and shall keep informed of VCCSO operations and general A.A. matters by regularly meeting and conversing with the office manager. In the event the chairperson is unable to attend a meeting, the vice chairperson shall preside.

#### 2. Vice Chairperson

The vice chairperson shall work closely with the chairperson to keep informed of VCCSO operations and general A.A. matters, chair all meetings from which the chairperson is absent and coordinate all VCCSO special fund raising, Public Information and Cooperation with the Professional Community activities. In the event the chairperson resigns, the vice chairperson shall become chairperson for the remainder of the term.

#### 3 Secretary

The secretary shall record the minutes of the board meetings and present them at the following Intergroup meeting for approval by the board members, shall maintain attendance records of board meetings, and shall record or cause to be recorded the minutes of Intergroup meetings and submit them for approval at the following regular meeting of the Intergroup. In the absence of the secretary, the chairperson shall

designate a person to record the minutes of such meetings.

#### 4. Treasurer

The treasurer shall review all financial records and reports of VCCSO, oversee the preparation and timely filing of all governmental required returns and reports, and report quarterly directly to the board and Intergroup and, through the monthly newsletter or by other means, to the A.A. fellowship the financial operations and condition of VCCSO.

#### 5. Office Manager

The office manager shall administer VCCSO in order to accomplish its purpose as set out in Section I. B. of these bylaws, and be responsible and accountable to the Intergroup through the board for the achievement of that purpose.

#### C. Staffing.

VCCSO shall be staffed by the office manager and other paid employees and/or volunteer workers. Recommendations for staff changes, including compensation levels, shall be made to the board jointly by the office manager and treasurer for its approval and the subsequent approval by the Intergroup. Excepting instances deemed appropriate by the office manager or board, volunteer workers and paid employees other than the office manager (see Section II.B.2. of these bylaws) shall have at least one year of continuous sobriety before and while employed.

Appropriate attention shall be given by the office manager to rotating assignments among paid employees, and to relating authority with responsibility among both paid employees and volunteer workers.

#### D. Prudent Reserve, Including Bank Account(s)

A prudent reserve fund in one or more federally insured bank or savings and loan accounts shall be maintained to help insure the financial continuity of VCCSO. Other federally insured accounts shall be established as deemed necessary by the board. Withdrawal of funds from all accounts shall require two signatures. Signers on each account shall be any two of the following: chairperson, vice chairperson, treasurer or office manager.

#### E. Financing VCCSO

The financial support of VCCSO shall come from the following sources with appropriate consideration given to the A.A. Traditions and limitation guidelines set from time to time through the A.A. General Service Office:

1. Voluntary group donations, including gratitude month(s);
2. Donations from individual A.A. members, including their estates and trusts;
3. VCCSO sponsored A.A. events and other A.A. events such as conventions, roundups, fund raisers, etc.

4. Sale of A.A. literature, meeting supplies and other Intergroup approved items;
5. Other, including interest income, newsletter subscriptions and miscellaneous.

The sources listed above shall not limit the availability of other sources for financing VCCS.

#### F. Meetings and Business Voting

Separate regular monthly meetings of the Intergroup and the board shall be held. Special meetings of the Intergroup may be called by a majority of the board members. The office manager shall notify all groups of special Intergroup meetings. Special meetings of the board may be called by the chairperson, vice chairperson or any other three board members. The secretary shall notify all board members of special meetings.

Regular Intergroup meetings shall be for the purpose of discussing VCCSO activities/functions and the needs and problems common to all groups, and of voting upon major changes in policies and procedures pertaining to the operations of VCCSO.

Regular meetings of the board shall be held not later than during the week preceding Intergroup regular monthly meetings.

Intergroup and board meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*, except where in conflict with A.A. Traditions, Concepts and guidelines, including seeking substantial majority and presentation of the minority position.

At Intergroup meetings, representatives, or their alternates, and board members, except the chairperson who shall vote only in case of a tie, shall be entitled to vote.

There shall be no proxy or other forms of absentee voting or cumulative voting.

With the exception of the removal of the office manager (refer to Section II.B.5. of these bylaws), a simple majority of aye votes cast shall constitute passage. For the purpose of a quorum, five members of the board shall be required to be present in order to conduct a board meeting. The representatives or alternates present shall constitute a quorum for Intergroup meetings, provided that at least the chairperson, office manager and three other board members are present.

#### G. Fiscal Year

The fiscal year of VCCSO shall be January 1 through December 31.

#### IV. AMENDMENTS

These bylaws may be amended from time to time by a two-thirds majority of the representatives or alternates in attendance at a publicized regular or special meeting of the Intergroup. Proposed changes shall be recommended at a previous meeting by any three or more members of the board or by three or more representatives or alternates. Following passage, the amendments shall immediately be provided to VCCSO and filed with the bylaws by the office manager and/or board secretary

AMENDMENT 1 (October 11, 2000)

II ORGANIZATION, B. no. 7 (page 5)

III OPERATIONS, B. no. 3 (page 6)

III OPERATIONS, C. Staffing. (page 7)

The Office/Volunteer Coordinator board position and all attendant functions is eliminated.

AMENDMENT 2 (August 8, 2001)

III. OPERATIONS, C. Staffing. (page 7)

Recommendations for staff changes, including compensation levels, shall be made to the board jointly by the office manager and treasurer for its approval and the subsequent approval by the Intergroup.

AMENDMENT 3 (November 14, 2001)

III. OPERATIONS, D. Prudent Reserve, Including Bank Account(s) (page 7)

The last paragraph has been deleted... *“The Prudent reserve shall consist of the funds on deposit in the designated bank and/or savings and loan account(s) plus the equivalency of one month’s inventory of literature and other items customarily available for sale or disposition valued as agreed upon from time to time by the Intergroup.”*

AMENDMENT 4 (May 14, 2008)

IV. OPERATIONS, C. Staffing (page 7)

In order to provide volunteer sobriety requirement flexibility the bylaws were amended from:

*“Paid employees other than the office manager (see Section II.B.2 of these bylaws) shall have at least one year of continuous sobriety before and while employed; volunteer workers shall likewise have at least one year of continuous sobriety.” to: “Excepting instances deemed appropriate by the office manager or board, volunteer workers and paid employees other than the office manager (see Section II.B.2. of these bylaws) shall have at least one year of continuous sobriety before and while employed.”*

AMENDMENT 5 (June 14, 2017)

I. NAME AND LOCATION, PURPOSE AND AREA SERVED, B. Purpose of VCCSO no. 10 (page 2)

For clarity, the word quarterly was added to the following:



Publish a monthly newsletter containing A.A. information pertinent to the area served, including financial report of the revenues and expenses of VCCSO and listing of individual group contributions;

AMENDMENT 6 (June 14, 2017)

III. Operations, B. Duties of Officers and Office Manager no. 4 Treasurer (page  
For clarity, “regularly report directly” was changed to “report quarterly directly” in the following:

The treasurer shall review all financial records and report of VCCSO, oversee the preparation and timely filing of all government required returns and reports, and regularly report directly to the board and intergroup, through the monthly newsletter or by other means, to the A.A. fellowship the financial operations and condition of VCCSO.