

Bylaws
of
Arkansas Central Office, Inc.

PREAMBLE

In solemn affirmation of the letter and the spirit of the Twelve Steps, Twelve Traditions and Twelve Concepts, placing all our activities under the guidance of a Higher Power, the various and several groups of Alcoholics Anonymous in the State of Arkansas have met to form a Central Office. These Bylaws serve to fulfill our legal obligation as an incorporated association, but more importantly to serve as a guide for our successors.

ARTICLE I

Name and Organization

SECTION 1. The name of this Corporation shall be Arkansas Central Office, Inc. (hereinafter called the "Corporation").

SECTION 2. This Corporation is formed by the members of the various local groups or fellowships of Alcoholics Anonymous in the State of Arkansas, for the purposes hereinafter set forth.

SECTION 3. This Corporation is formed and operated as a nonprofit Corporation, and no earnings, profits or dividends shall inure to any individual except paid employees of the Corporation.

SECTION 4. The Corporation's office shall be located in Arkansas.

ARTICLE II

Purpose

SECTION 1. This Corporation has been formed with the intent of following the General Service Office (hereinafter "GSO") Guidelines for Central Offices/Intergroup Offices, and for the following purposes

- A. To support the local groups of the fellowship of Alcoholics Anonymous and assist in the recovery of persons suffering from alcoholism.
- B. To maintain a central business office with paid employees and volunteers and serve as a communications center for Alcoholics Anonymous in Arkansas.
- C. To safeguard the 12 Steps, 12 Traditions and 12 Concepts of Alcoholics Anonymous.

D. To carry on any activity that may be required for the transaction of its business or the conduct of its affairs, but under no circumstances shall the Corporation own real property.

E. To acquire personal property for the Corporation's purposes by gift, purchase or bequest, which shall not exceed the amount prescribed by the GSO.

ARTICLE III

Local Groups

SECTION 1. Local Groups: A Local Group within the meaning of and as used in these Bylaws shall mean a group or fellowship of Alcoholics Anonymous regularly meeting and in existence in Arkansas at the time of the adoption of these Bylaws.

SECTION 2. In the event additional Local Groups are formed in Arkansas subsequent to the adoption of these Bylaws, the Central Office Representative (hereinafter "COR") elected by the new Local Group shall automatically be accepted as a voting member of the Corporation.

ARTICLE IV

Membership

SECTION 1. Qualification. Each participating Local Group shall be entitled to elect one regular COR and one alternate COR to represent the Local Group at Corporation meetings. Alternates shall vote only in the absence of the regular COR. (Traditionally, a COR serves a two-year term.) It is advisable for the COR to have a minimum of one year of sobriety in order to be elected to serve.

SECTION 2. Exclusivity. No COR shall act as an elected COR of more than one Local Group and no COR may serve as a COR while serving the Corporation as a Director.

SECTION 3. Voting Rights. Only elected CORs shall vote and each shall have only one vote at the COR Meetings.

ARTICLE V

Corporate Meetings

SECTION 1. Regular Meetings. Regular meetings of the CORs shall be held no less than quarterly each January, April, July and October and may be held more often as needed.

SECTION 2. Purpose. The purpose of these COR Meetings will be to elect the Board of Directors and to oversee the Board's actions.

SECTION 3. Special Meetings. Special meetings of the CORs may be called by either:

A. Two-thirds (2/3) of the Board of Directors at such time and place as may be designated in the notice, or

B. By any five CORs who may mandate the Board of Directors in writing to call a Special Meeting.

SECTION 4. Notices. Notice of any COR Meeting, whether Regular or Special, shall be delivered by the Central Office to each COR not less than four (4) days before the date set for the meeting.

SECTION 5. Quorum. A quorum of CORs shall consist of two-thirds (2/3) of the CORs present at the meeting. CORs may not vote by proxy.

ARTICLE VI

Board of Directors

SECTION 1. Elections. CORs shall elect a Board of Directors directly responsible to the CORs. The CORs shall determine the duties of the Board of Directors as may be necessary or advisable for conducting the business and affairs of the Corporation. Elections of the Board of Directors shall be held at the Regular October COR Meetings with Directors commencing terms on January 1.

SECTION 2. Number. The Board of Directors shall consist of the paid employees of the Central Office and five (5) duly elected members no two (2) of whom can be from the same Local Group. It is recommended that a member have a minimum of two years of sobriety in order to be elected to serve as a Board Member.

SECTION 3. Terms. Board Members are eligible for re-election for up to three (3) consecutive two (2) year terms. The two-year terms of the Directors shall be alternated such that each year at a regular October election at least two (2) Directors will be elected to serve two (2) year terms.

SECTION 4. Vacancies. Vacancies on the Board of Directors created by death, resignation, unavailability or removal may be filled at the next COR meeting by a duly elected person who will serve the remainder of the unexpired term. Interim Directors shall be eligible for re-election for up to three (3) consecutive two (2) year terms of office after completing the interim term.

ARTICLE VII

Responsibilities of Board of Directors

The responsibilities of the Board of Directors shall be:

A. To manage the affairs of the Corporation at meetings set from time to time at their discretion, but no less than quarterly.

B. To employ or discharge a Central Office Director or paid employees and oversee the coordination of volunteers or other employees of the Corporation as may be necessary, and to establish the salaries and compensations of such employees(s).

C. To designate such officers and committees and assign such responsibilities as it shall deem necessary, including but not limited to the following: Chairperson, Secretary and Treasurer.

ARTICLE VIII

Officers

SECTION 1. Chairperson. The Chairperson of the Board of Directors shall have among his or her duties the task of presiding over the meetings of the Board of Directors and COR meetings. It is recommended that the Chairperson be elected from the Board Members having at least two years of sobriety and have served at least one term on the Board of Directors.

SECTION 2. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors. After approval by the Board of Directors, the minutes shall be made available during normal business hours and on the Central office website.

SECTION 3. Treasurer. The Treasurer, who may be a paid employee of Central Office, shall keep and maintain all pertinent books and records necessary to prepare monthly financial statements, which statements shall be reported by the Treasurer at each meeting at the CORs and the Board of Directors.

SECTION 4. In the event that any member of the Board of Directors is unable to fulfill his or her assigned duties, the Board shall appoint another member of the Board to fulfill his or her responsibilities on an interim basis until a new Board Member is elected.

SECTION 5. Removal. Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors or by a two-thirds (2/3) vote of the CORs.

SECTION 6. Compensation. No officer shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation but he or she shall be reimbursed for reasonable actual expenses incurred for disbursements made in the discharge of his or her official duties.

ARTICLE IX

Finances

SECTION 1. Yearly. Each January the Board of Directors shall submit to the

CORs for approval by a two-thirds (2/3) of those CORs voting the Annual Financial Statements for the past calendar year plus a proposed Budget for the upcoming calendar year. The Board of Directors shall employ an outside accounting firm to prepare the Annual Financial Statements.

SECTION 2. Reserve. The Prudent Reserve account(s) shall be calculated from 4 months of operating expenses. Three (3) designated signatories shall be assigned to Prudent Reserve account(s), two (2) of which shall be required for access. Access to such account(s) and use of prudent reserve monies must be pre-approved by a two-thirds (2/3) vote of the Board of Directors.

SECTION 3. Purchases. Capital equipment purchases greater than \$1,000 shall be pre-approved by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE X

Amendment

These Bylaws may be amended, altered or repealed by a two-thirds (2/3) vote of the CORs present at any regular COR meeting after the changes have been presented to the CORs for review and distribution at a prior meeting.

ARTICLE XI

Dissolution

SECTION 1. Dissolution. This corporation may be dissolved according to Arkansas law.

SECTION 2. Funds on Hand. If the Corporation is dissolved, any funds remaining on hand, after all filing fees, taxes, claims, debts and other expenses are paid, shall be transmitted to the general fund of the GSO in New York, New York, or its successor.

Adopted this _____ day of _____, 2022, by a two-thirds (2/3) vote of the CORs present from the Local Groups of Alcoholics Anonymous in the State of Arkansas which date shall be effective date of these Bylaws.

These **Bylaws of Arkansas Central Office, Inc.** were approved by the Board of Directors and by the Central Office Representatives on the **6th day of May, 2024.**

Jaimie D. Wright, Board Chair

Stephen W. Mills, Central Office Manager

COUNTY OF PULASKI)

) ss.

STATE OF ARKANSAS)

SUBSCRIBED and SWORN TO before me this _____ day of _____, 2022.

_____, Notary Public

My Commission Expires: _____