

BY-LAWS OF THE CENTRAL OFFICE OF ALBUQUERQUE, INC.

ARTICLE 1 - NAME AND PURPOSE/MISSION

The Central Office of Albuquerque, Inc. carries out A.A. related tasks and functions which a central office may provide better than A.A. groups. We exist “to aid the groups in their common purpose of carrying the A.A. message to the alcoholic who still suffers.” *A.A. Guidelines, Central or Intergroup Offices, MG-2; reproduced in part in Appendix S of the A.A. Service Manual, 2021-2023 edition.* We cooperate with the A.A. Service Structure and other Central Offices.

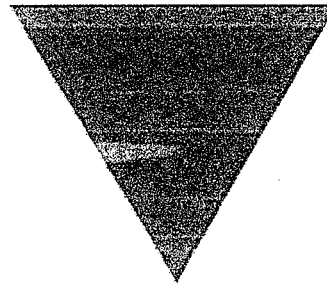
Central Office is a non-profit corporation, subject to New Mexico law. Although our operations are consistent with the spiritual principles of A.A., we recognize that legal requirements also exist. These By-Laws are required by law. Additionally, these By-Laws are intended to guide members new to Intergroup and Central Office service with references to A.A. literature. Those new to such service may wish to discuss matters with their sponsor, or seek a service sponsor. *Service Manual at 16, 107.*

ARTICLE 2 – STRUCTURE & SPIRITUAL PRINCIPLES

Our service structure is similar to A.A. World Services; it is described as the “upside down triangle.”

Our structure is:

- Intergroup
- Steering Committee
- Special Workers
- Volunteers



Service Manual at 2-3; The Twelve Concepts for World Service, illustrated.

The Intergroup is the embodiment, spiritual and representative, of the Albuquerque Fellowship. The Intergroup is the final authority of all matters regarding the Central Office, and makes strategic and policy decisions. *Concepts I & VI.* The Steering Committee is the business meeting of the Central Office, responsible for planning, finance, and administration. The Coordinator and Alternate Coordinator operate the Central Office, with the essential assistance of volunteers. *Concepts VII & VIII; Chapters 8 & 9, Service Manual.*

Spiritual principles guide our processes and meetings. Delegated or immediate authority to decide issues rests with the person(s) responsible to carry out the function. The Twelve Concepts suggest avoiding double-headed management:

The influence of ultimate authority must always be felt, but it is perfectly clear that when delegated authority is operating well it should not be constantly interfered with.

Concepts III & X; Service Manual, page C34.

Although voting is limited, any member of A.A. has the right to attend and participate in meetings, provided their conduct is consistent with the Traditions and the Spiritual Principles of the Steps. *Concept IV.* Those in the minority on a matter have the right to be heard a final time, without rebuttal, attempting to change the vote of those in the majority. *Concept V; Service Manual, Appendix W.* We have 6 “Warranties” which also guide us. *Concept XII, Service Manual, pages C48-C53.*

ARTICLE 3 - PRINCIPLES OF AUTHORITY & LEADERSHIP

Our experience is that leadership within A.A. is a source of confusion. We suggest reviewing Tradition Two, Concept IX, and Bill W.'s "Leadership in A.A.: Ever a Vital Need," *Service Manual*, C29-C32. Central Office actions will be consistent with the Concepts, Traditions, and Spiritual Principles of the Steps.

ARTICLE 4 - SPECIAL WORKERS

Section 4.1 – Positions & General Duties

The Special Workers of the Central Office are the Coordinator and the Alternate Coordinator.

- The Coordinator oversees the day-to-day operations of the Central Office, and hires, supervises, and disciplines the Alternate Coordinator. The Coordinator is supervised by the Chair. The Coordinator is hired by, and may be dismissed by, the Steering Committee. The Coordinator has one vote at meetings of the Steering Committee and the Intergroup, except as noted below.
- The Alternate Coordinator assists the Coordinator as directed. The Alternate Coordinator may act as the Coordinator if the Coordinator and Chair are both unavailable, or if the Coordinator is unavailable and the Chair approves. The Alternate Coordinator is hired by, supervised by, and may be dismissed by, the Coordinator. The Alternate Coordinator has one vote at meetings of the Steering Committee and the Intergroup, except as noted below.

The Special Workers oversee the duties and service of Central Office volunteers. Additional duties and detail may be provided in Job Descriptions and other employment documents. Although several duties of Special Workers are very similar to service work, Special Workers are employees. Special Workers may provide more time and service than employment documents require. Special

Workers are paid for regular hours and pre-approved overtime as such work is reported. Each position has:

- The “Right of Decision” – the authority to make decisions within the “delegated” or “immediate” authority provided to the position, to determine which issues are within the scope of authority, and to seek input or direction when appropriate. *Concept III.*
- A “Scope of Authority” reasonably well defined. In addition to authority expressly delegated, each position has a scope of authority reasonably warranted or necessary to carry out the purpose or function of the position. *Concept X.*

Section 4.2 – Qualifications & Hiring

Special Workers shall:

- be members of A.A. who have provided service to the Fellowship, are familiar with the service structure of A.A., and must be willing to study that structure.
- have significant familiarity with the Service Manual, Area 46, the Concepts, the Traditions, the Steps, and the Spiritual Principles of the Steps.
- normally have five years of sobriety (Coordinator) or two years of sobriety (Alternate Coordinator). The length of sobriety is not determinative, and the Steering Committee may select a candidate with less sobriety if justified.
- have the ability supervise and manage volunteers, administer a small office, and cooperate with a rotating group of Trusted Servants.

A Special Worker may be temporary for up to three months; for longer periods the position will be posted on the Central Office website and may be posted elsewhere.

Concept XI.

Section 4.3 - Term of Office & Removal

The term of office of the Coordinator and Alternate Coordinator is unlimited. The Alternate Coordinator may succeed the Coordinator. *Concept XI, "Rotation among paid staff workers," Service Manual, C45-46.* Special Workers may resign at any time, effective immediately, or may resign with notice if the supervisor approves.

Special Workers disqualify themselves for employment and resign by:

- using mind- or mood-altering drugs without medical reason.
- criminal actions which would harm the Fellowship or A.A.'s primary purpose if the Special Worker remained associated with Central Office.

Special workers may be disciplined or removed as follows:

- The Alternate Coordinator is an at-will employee. The Coordinator must report discipline and dismissal to the Officers of the Steering Committee, who may reconsider by substantial unanimity vote.
- The Coordinator is an at-will employee.
- The Coordinator is an at-will employee. Rules for discipline, removal, and reinstatement follow:
 - The Chair may discipline, but not dismiss, the Coordinator. Discipline may include suspension for any duration.
 - The Chair must report discipline to the Officers and voting Intergroup Coordinators of the Steering Committee, who may reconsider by substantial unanimity vote.
 - The Voting members of the Steering Committee may dismiss the Coordinator by substantial unanimity vote, and must report dismissal to the Intergroup.
 - The Intergroup may reconsider and reinstate the Coordinator by substantial unanimity vote.
- Disciplinary actions should always be well reasoned.

ARTICLE 5 – TRUSTED SERVANTS

Section 5.1 – Qualifications & Reporting

The Trusted Servants are four Officers and Intergroup Coordinators. Trusted Servants shall be members of A.A., and have at least two years of continuous sobriety when beginning to serve. Trusted servants may not also be Intergroup Representatives. The Intergroup Coordinators conduct their business at the Intergroup meeting, and report primarily to the Intergroup. Intergroup Coordinators may report at Steering Committee meetings as warranted. The Officers conduct their business at the Steering Committee meeting, and report to the Intergroup.

Section 5.2 – Positions & Voting Authority

The Officers are: Chair, Vice Chair, Treasurer, and Secretary. The Officers each have one vote at Steering Committee meetings, and may not vote at Intergroup meetings. The Officers usually shall attend Intergroup meetings and participate.

The Intergroup Coordinators are: Schedule Editor, Website Editor, Newsletter Editor, Media Librarian, Accessibility Chair, Treatment Center Coordinator, Community Outreach Chair, and Intergroup Liaison (“IGL”). The Intergroup may, by substantial unanimity vote:

- consolidate, add, or delete Intergroup Coordinator positions, and/or
- amend an Intergroup Coordinator’s specific duties.

The Intergroup Coordinators each have one vote at Intergroup meetings, and the IGL has one vote at Steering Committee meetings. If the IGL position is vacant, an Intergroup Coordinator may be selected by the Intergroup Coordinators, or the Intergroup if the Coordinators do not, as a voting member of the Steering Committee.

Section 5.3 – Election, Term, & Vacancies

Trusted Servants shall be elected by the Intergroup Representatives by a substantial unanimity vote for a term of two years. In the event a 2/3 vote is not reached on the first ballot, the Third Legacy Procedure shall be followed. *Service Manual, 110-111.*

Terms begin and continue as follows:

- Trusted Servants beginning terms in Odd Years include Chair, Treasurer, Intergroup Liaison, Community Outreach, Accessibilities Chair, Newsletter Editor, and Treatment Center Coordinator.
- Trusted Servants beginning terms in Even Years include Vice Chair, Secretary, Website Chair, Schedule Editor, and Media Librarian.
- Trusted Servants may serve for the shorter of two terms or five years.

The Chair may fill any vacant Trusted Servant position if only one A.A. member expresses interest, and shall report such appointment(s) to the Intergroup. If two members express interest, then the Intergroup shall fill the position by a vote of substantial unanimity vote, and if multiple ballots are necessary, then following the Third Legacy procedure. *Appendix G, Service Manual.* If the position of Chair is vacant:

- the Vice Chair shall assume the position of Chair if the term remaining is less than a year.
- Otherwise, the Vice Chair shall be the interim Chair until a special election is held, preferably within two months.

Section 5.4 – Resignation & Removal

Trusted Servants may be disqualified from, and resign, their position by:

- using mind- or mood-altering drugs without a medical reason.

- criminal actions which would harm the Fellowship or A.A.’s primary purpose if the Special Worker remained associated with Central Office.
- missing three (3) consecutive meetings, or more than three non-consecutive meetings, without reasonable and timely explanations.

Trusted Servants may resign at any other time effective immediately, or resign with notice with the approval of the Chair. The Steering Committee may suspend any Trusted Servant by substantial unanimity vote. Resignations and suspensions shall be reported to the Intergroup, which may reconsider suspensions by substantial unanimity vote. The Intergroup may remove a Trusted Servant at any time by substantial unanimity vote.

Section 5.5 – General Authority of Trusted Servants

Each position has:

- The “Right of Decision” – the authority to make decisions within the “delegated” or “immediate” authority provided to the position, to determine which issues are within the scope of authority, and to seek input or direction when appropriate. *Concept III.*
- A “Scope of Authority” reasonably well defined. In addition to authority expressly delegated, each position has a scope of authority reasonably warranted or necessary to carry out the purpose or function of the position. *Concept X.*

The Officers and Special Workers shall be considered Corporate Officers for purposes of official corporate business. Examples include the signing of tax reports, overseeing the bank accounts, and other such business-related activities.

Section 5.6 – Specific Authority of Trusted Servants

- *The Chair* may make executive decisions between meetings, provided these are reported to the Steering Committee as soon as possible, and is the Coordinator's supervisor. The Chair presides over Steering Committee meetings, and presumptively presides over Intergroup meetings. An exception is that the Intergroup may designate (by procedural vote) an Intergroup Representative or Trusted Servant (but not a Special Worker) to preside over Intergroup meetings for any period of time - definite or indefinite.
- *The Vice Chair* shall fulfill all the duties of the Chair if the Chair is unavailable, and take direction from the Chair regarding other duties like projects and working groups. Preferably, the Vice Chair will perform duties that will provide confidence that principles are coming before personalities, and avoid concentration of power.
- *The Secretary* shall:
 - maintain a roster of Trusted Servants (including rotation) and Intergroup Representatives,
 - draft, distribute, and retain Agendas, Minutes (including the vote count of all motions and decisions), and other documents in coordination with the presiding officer, and
 - help the Coordinator provide digital means of meeting participation.
- *The Treasurer* shall:
 - assist in the supervision of the Coordinator,
 - receive and disburse funds,
 - maintain adequate financial records, and
 - provide written reports at SC and Intergroup meetings.

Large or unusual disbursements shall be verbally reported to the Intergroup.

The Treasurer (with the Coordinator) shall take legal and corporate actions such as:

- obtaining insurance and audits,
- filing any necessary reports with the IRS, the New Mexico SOS, and the Census Bureau, and,
- developing and maintaining a prudent reserve.

In these matters the Treasurer shall initially report as needed to the SC Chair.

- *The Schedule Editor* shall maintain and publish (both in print and online) a detailed and up-to-date listing of all A.A. meetings in the Albuquerque area.
- *The Website Editor* shall maintain, add to, and improve the Central Office Website, and may develop it with assistance as warranted; and provide email addresses for Special Workers and Trusted Servants.
- *The Newsletter Editor* shall publish (both in print and online) the Intergroup newsletter on a regular basis.
- *The Media Librarian* shall maintain, add to, and improve/develop the Media Library.
- *The Community Outreach Chair* shall introduce A.A. to professionals, cooperate with them to help alcoholics, and provide written and digital information about A.A. to the general public.
- *The Treatment Center Coordinator* shall cooperate with Treatment Centers in the Albuquerque Area, and coordinate or designate service for the Centers.
- *The Intergroup Liaison* represents the Central Office when A.A. Groups/Districts or other 12-Step Groups request contact and assistance for special events and other activities. The Intergroup Liaison will initiate and coordinate an outreach program to inform the Groups of the purpose and activities of the Central Office.
- *The Accessibilities Coordinator* shall develop and coordinate programs for carrying the A.A. message to alcoholics with special needs.

ARTICLE 6 – STEERING COMMITTEE and INTERGROUP

Section 6.1 – Steering Committee Authority & Voting Members

The Steering Committee is the business agent of the Central Office, and has immediate authority over the business of the Central Office, including:

- Policy and finance
- Oversight of the affairs, administration, and operations of the Central Office
- Hiring and dismissal of the Coordinator.

Concepts VI-VIII, X. The Steering Committee may carry out all authority delegated to the Coordinator and Alternate Coordinator if either or both are unavailable. The Steering Committee shall report business decisions to the Intergroup.

The following positions have one vote each at Steering Committee meetings: Chair, Vice Chair, Treasurer, Secretary, Coordinator, Alternative Coordinator, Intergroup Liaison. If the IGL position is vacant, an Intergroup Coordinator may be selected by the Intergroup Coordinators, or the Intergroup if the Coordinators do not, as a voting member of the Steering Committee. The Steering Committee serves as the board of directors under New Mexico law.

Section 6.2 – Intergroup Authority & Voting Members

The Intergroup's Authority is to:

- Share information throughout the Fellowship (such as new meetings, clubs, events, and service opportunities);
- Oversee the relationship between the Fellowship and the larger community (usually provided through service by the Central Office and the Community Outreach Chair positions);
- Guide longer term planning for the operations and functions of the Central Office (for instance, accounting for changes in technology); and,

- Ensure the core principles of A.A. are observed in all proceedings; examples include the General Warranties in Concept XIII, the Traditions, and the Spiritual Principles of the Steps.
- Assume ultimate authority over the Central Office, including the Steering Committee, all Trusted Servants and all Special Workers. *Concepts I & VI.*

The Intergroup Voting Members are Intergroup Coordinators, Intergroup Liaison, Intergroup Representatives, and Special Workers. Officers do not have a vote at Intergroup meetings. Each group listed by the Central Office, and each District served by Central Office, may designate its Intergroup Representative, and may designate an alternate for any Intergroup meeting. Absent evidence of an actual dispute about designation, a person's statement of designation will be honored. With evidence of a dispute, the Intergroup may disqualify a voter by procedural vote.

ARTICLE 8 - MEETINGS AND ACTIONS

Section 7.1 - Time, Place & Means

The Intergroup and Steering Committee shall presumptively meet at 2:00 p.m. on the second Sunday of the month, and the preceding Tuesday at a time the Steering Committee may set, respectively; but the respective bodies may change the date and time of one or more meetings. After reasonable consultation, the Chair may cancel the meetings for a particular month, but may not cancel meetings for consecutive months. Special meetings of the Steering Committee or Intergroup may be called by the Chair or the Intergroup's presiding officer. Meetings may be in person, remote, or hybrid.

Section 7.2 - Agenda

The agenda for a meeting shall be sent 36 hours in advance of the meeting by electronic means. The agenda need not be approved, and may be amended by a

procedural vote. Any objection to the agenda and business conducted is waived if an objection is not raised during the meeting. The Presiding Officer may decline to hear a matter not on the Agenda or “brought from the floor.” This declination is subject to reconsideration by a procedural vote of the body. *Appendix W, Service Manual.*

The Intergroup agenda shall include a list of all actions or decisions by the Steering Committee since the last Intergroup meeting. A brief report shall be made describing these actions or decisions. The report is adequate for any business or action, unless any two Intergroup members request that an item be moved to business. Upon this request, the item shall be moved and the business or action is then subject to discussion, debate, and action. *Service Manual, 40-42.*

Section 7.3 - Quorum

The quorum for a Steering Committee meeting is 4. Five (5) Intergroup voting members is a quorum for an Intergroup Meeting. A quorum must be present to call a meeting to order, and for all actions. Loss of a quorum adjourns the meeting, although discussion may occur after a quorum is lost.

Section 7.4 - Presiding Officer & General Conduct of Meeting

The Chair presides over Steering Committee meetings. The Chair presumptively presides over Intergroup meetings except that the Intergroup may by procedural vote designate an Intergroup Representative or Trusted Servant, but not a Special Worker, to preside over Intergroup meetings for any period of time, definite or indefinite. Generally, meetings may proceed with informal consent. When warranted, for instance due to intensity or divisiveness of proceedings, the presiding officer may provide a more formal process including Roberts Rules of Order; or the meeting may determine its process by procedural vote.

Section 7.5 – Participation & Voting

Any member of A.A. may attend a meeting of the Steering Committee and/or Intergroup; Central Office volunteers are especially encouraged to attend. Participation may be limited consistent with respectful behavior and sharing time. *Concepts IV, XII; Service Manual, Appendix W.*

Actions, approvals, and decisions by the Steering Committee and Intergroup may be taken only in a meeting, and only by vote following a motion and second, or Steering Committee recommendation.

Discussion and debate of a matter may occur before or after a motion or recommendation, unless a member of the Intergroup requests a motion (usually to clarify the proposed action). The presiding officer is encouraged to:

- allow each IG member the opportunity to speak before persons speak more than once,
- prioritize comments from persons who did not participate in the decision previously, if relevant,
- consider soliciting comments from persons who have not commented, and
- provide reasonable time limits.

The presiding officer may call for a vote on the matter to be decided, but may not end discussion or debate; instead, the presiding officer may request a procedural motion to end debate, which may be voted if moved and seconded. *Service Manual, Appendix W.*

Substantive matters are decided by substantial unanimity of those present consisting of a quorum. Procedural matters are decided by majority vote of those present

consisting of a quorum. *Service Manual, Appendix W*. Voting authority is set forth in Sections 6.1 and 6.2. above,

The votes required to constitute substantial unanimity vary:

- The Steering Committee requires: 4-0, 5-1, or any vote of 6 or more.
- The Intergroup requires a 2/3 vote of those present and eligible to vote under these By-Laws, provided the total vote is sufficient to constitute a quorum.

The Steering Committee may approve a resolution which is also a recommendation for approval by the Intergroup; such a recommendation serves as a motion and second. Otherwise, votes require a preceding and separate motion and a second; each may be made by only members of the body with voting authority. *Service Manual, Appendix W*.

Whether an issue is substantive or procedural may be determined by the presiding officer, or by substantial unanimity vote. *Service Manual, 110-111, 166-168*. Following any vote approving a substantive issue, the Right of Appeal will be recognized: the presiding officer shall ask those in the minority if they wish to be heard on the issue; any member(s) of the minority will be heard; no member of the majority will rebut or be heard; after the minority is heard, the presiding officer will ask those voting in the majority if a re-vote is requested; and, if a re-vote is requested, then the vote will be taken again. The right of appeal occurs once except in unusual circumstances. *Concept IV*. The right of appeal does not extend to procedural matters., *Service Manual, Appendix W*.

Each person authorized to vote has one vote. Voting by proxy is not allowed. Any action or decision by the Steering Committee or Intergroup may be re-visited at a

following meeting if a motion and second are made to place the issue on the agenda, but the body may decline to place the issue on the agenda by substantial unanimity.

Section 7.6 - Minutes

Minutes shall be drafted for meetings of the Steering Committee and Intergroup, and distributed for review. Minutes may be approved by the presiding officer, or by vote if a motion and second for approval by vote is made.

Section 7.7 – Committees

The Steering Committee and Intergroup may form and dissolve committees by vote. Votes regarding recommendations of committees require a preceding and separate motion and second, by any member of the body with voting authority including committee members. Committees research, investigate, and make recommendations, but may not act or claim to act for the Central Office or any of its constituent parts.

ARTICLE 8 - AUTHORITY and ACTION DURING VACANCIES

When a position is vacant, or a person in a position is not available, or a body fails to meet or establish a quorum, then

- A person in another position of authority may make decisions and take actions reasonably necessary or warranted for operations, oversight, and continuity (for instance, the Vice Chair for the Chair, the Alternate Coordinator or Chair for the Coordinator); and/or,
- The Steering Committee or Intergroup may make decisions and take actions reasonably necessary or warranted for operations, oversight, and continuity.

The authority to take action during a vacancy does not extend to circumstances in which a body meets with a quorum, or a person is available. The period of vacancy, unavailability, or failure to meet depends on circumstances such as the authority

absent and the issues needed to be addressed. An act or decision by a person in another position of authority, or a body, is not improper or void for the sole reason that it acted for a position that was vacant, a person that was unavailable, or a body which failed to meet or establish a quorum. Once positions are filled or bodies are able to establish a quorum, decisions and actions may be reconsidered consistent with these By-Laws.

ARTICLE 9 – CODE OF ETHICS

We serve the Fellowship by monitoring the Central Office’s contribution (financial and service) to the Fellowship, especially those still sick and suffering. As faithful servants, we must ensure the health and safety of the Central Office by adhering to all laws and best financial practices. We must also ensure the spiritual health and safety by practicing the spiritual principles of the 12 Steps, 12 Traditions, and 12 Concepts in all our affairs. Our compliance will ensure Central Office has the financial stability necessary to continue to carry the message of our experience, strength, and hope. We have the duty to act, and will act in the best interest of the Fellowship, and the Central Office. We will provide our best effort and judgment to our duties, disclose any conflicts of interest, and set aside our interests for the interests of the Fellowship and the Central Office.

ARTICLE 10 – INDEMNIFICATION

The corporation may provide indemnification as set forth in New Mexico statute 53-8-26. Personal and Real Property of Special Workers, Trusted Servants, members of the Steering Committee and Intergroup Representatives, and their agents shall be exempt from liability of claims against this Corporation.

ARTICLE 11- FINANCING

The activities of the Central Office shall be financed by voluntary contributions from member groups, contributions from A.A. members, sales revenue from literature and merchandise, and fundraising through special events by and for A.A. members. All financial activities should be carried out within the spirit of our Seventh Tradition.

ARTICLE 12 - GUIDANCE

Guidance may be sought from servants in the A.A. service structure and other Central Offices, A.A. publications including Guidelines, the A.A. Service Manual, the 12 Concepts, 12 Traditions, Spiritual Principle of the 12 Steps, the New Mexico Nonprofit Corporation Act, and Robert's Rules of Order. Discussion and debate are encouraged. Lobbying and packing a meeting is contrary to the Concepts and Traditions.

ARTICLE 13 - AMENDMENTS

These By-Laws may be amended by:

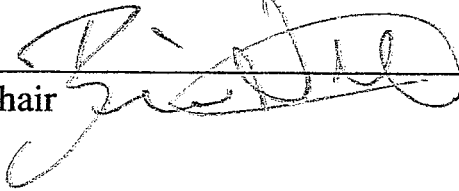
- Giving notice on an Intergroup Agenda that proposed changes to the By-Laws will be provided at a "first meeting".
- Ensuring that "first meeting" proposed changes are marked in a format identifying the changes (such as red font or underlining).
- Achieving a two-thirds vote by the Intergroup at a second or later meeting. The changes proposed at the first meeting may be amended at a second or later meeting.

Proposed By-Law amendments will typically be set forth in an action and recommendation by the Steering Committee.

Certification and Effective Date

We hereby certify that the foregoing is an exact copy of the Restated By-Laws of the Central Office of Albuquerque, Inc., approved and recommended by the Steering Committee on August 6, 2024 and as adopted at a meeting of the Intergroup Representatives on August 11, 2024.

Printed Name of Chair: Brian Drelby

Signed: 
Chair

Printed Name of Coordinator: STEPHEN VICKERS

Signed:  AUGUST 12, 2024
Coordinator