

# BYLAWS OF CENTRAL OFFICE OF SARA-MANA, INC

Amended August 2011  
Ratified November 2011

## ARTICLE 1

### Name

The name of this not-for-profit corporation is:

**CENTRAL OFFICE OF SARA-MANA, INC (hereafter  
“corporation” or “Central Office”)**

## ARTICLE 2

### Purposes and Duties

1. This corporation is organized exclusively to coordinate the efforts of the Alcoholics Anonymous (“hereafter AA”) service structure in the Sarasota County and Manatee County locale, i.e., the Sara-Mana Intergroup (hereafter “Intergroup”) and the General Service Committee, South Florida Area 15, District Four (hereafter “General Service”). The corporation shall provide services to these organizations to carry out more effectively the purposes of AA, that the members achieve and maintain sobriety and that the message of AA be carried to the still suffering alcoholic. The corporation shall provide services to its members, and to Intergroup and General Service, exercising all rights and powers conferred on non-profit corporations under the laws of Florida, or which may hereafter be conferred, including, but not limited to the power to contract, rent, buy or sell personal or real property, to maintain office facilities, to hire and maintain a paid staff for this office, to purchase and disseminate literature, and to provide such other services as are deemed necessary and desirable by these organizations it serves.
2. All activities of this corporation shall be in conformity with the Twelve Traditions and Twelve Concepts of AA. Accordingly, this corporation shall observe the spirit of A.A. Traditions, taking care that it never becomes the holder of excess funds or power; that accumulating and holding only sufficient operating funds and reserve be its prudent financial principle; that it place none of its members in a position of unqualified authority over others; that it reaches all important decisions by discussion, vote and

whenever possible by substantial unanimity; that its actions never be personally punitive nor an incitement to public controversy; and, like the society it serves, it will always remain democratic in thought and action.

### ARTICLE 3 Office

1. The Central Office shall be located in the Sarasota-Manatee area at such place as the Board of Directors may from time to time designate.
2. The facilities of the Central Office are to be used to conduct business of District 4 Service entities and special district events. The District 4 Service entities are defined in the Book of Current Practices and Book of Resolutions as follows: General Service Dist 4, Area 15 and it's respective committees (hereafter General Services); Intergroup and it's respective committees (hereafter Intergroup); and the Central Office Board of Directors. The request for any other uses of the facilities of the Central Office must be approved by the Office Manager or the Central Office Board of Directors.

### ARTICLE 4 Central Office Board of Directors

1. The Board of Directors (aka "Board" or "Board Members" or individually, "Member") shall be composed of nine Members and two (2) alternates. Four (4) Members and one (1) alternate shall be selected by Intergroup and four (4) Members and one (1) alternate by General Services. The ninth Member shall be the Office Manager who shall participate and vote on all matters except his own remuneration, as noted in Article 7, Section B below. All Board Members and alternates will have a minimum of three (3) years sobriety. Any questions as to a Member's or alternates qualifications will be referred to the service organization which selected him/her. The Board Members will have all voting rights while the alternates will have the right to vote only when a quorum is required. When one more than half ( $1/2$ ) of the duly elected and certified Members of the Board are present, they will constitute a quorum at a properly convened meeting. Both Members and alternates have a responsibility to participate in all

discussions. Should a Member or alternate cease to have continuous sobriety during his/her term of office, the service organization which selected him/her shall be notified by the Board requesting it to select another person to complete the unexpired term.

2. The fiscal Year shall begin on January 1st and end December 31st.
3. The term of a Board Member (except the Office Manager) will be two (2) years; the term of an alternate will be one (1) year. The term of office shall be set so four (4) new Members, two (2) from each service organization i.e., Intergroup and General Services, and two (2) alternates, one (1) from each service organization, be chosen every twelve (12) months. The term of office shall begin with the first (1st) meeting of the fiscal year, but in the case of a Member or alternate resigning or being requested to resign, the Member or alternate takes his/her position at the first meeting following his/her selection. Time accumulated while assuming a vacated position does not count toward the maximum time served.
4. A Chairperson, a Vice Chairperson, Treasurer and Secretary shall be selected from among the Board Members, except the Office Manager, who shall not be eligible to serve any elected office. The terms of the elected officers shall be for up to a period of twelve (12) months from January to December. No officer shall be precluded from serving a second term. The Central Office Manager shall hold no office.
5. Any officer of the Board of Directors may be removed for just cause by a vote of the majority of the Board, provided that a quorum exists. "Just Cause" as used herein connotes a fair and honest cause or reason, regulated by good faith on the part of the party exercising the power. Additionally, a just cause reason for removal is not trivial, arbitrary or capricious, unrelated to Corporation business and affairs.
6. In the event that a Board Member or alternate, except the Office Administrator, fail to attend three (3) Board Meetings within a fiscal year, he/she may be removed by majority vote of the other Board Members. If removed they will be replaced by the service organization that first appointed him/her.
7. If an elected Board Member or alternate resigns, he/she shall notify the Board immediately and the Board, in turn, will request the service

organization that had selected him/her to fill the vacancy within sixty (60) days.

8. Any Board Member or alternate may be removed by a vote of six (6) elected Board Members for just cause after said Board Member is given written notice of the cause(s) at least twenty (20) days prior to the meeting at which such removal is being considered. In the event of such a removal, the Board would notify the service organization that had selected the removed Member or alternate in writing with the reasons for removal and requested to fill the vacancy within sixty (60) days.
9. The Board of Directors shall meet at such time and day as determined by the Board of Directors at the first meeting of each year.
10. The Chairperson or Vice Chairperson may convene a special meeting upon reasonable notice, if he/she deems it necessary and proper. The Central Office Manager shall be present at all meetings of the Board of Directors and shall report on the operation of the Central Office and receive guidance as to general policy of its operation. The minutes of the Board of Directors' meetings shall be made available to the service organizations upon request.
11. The Board of Directors shall have the overall authority and responsibility for the operation of Central Office, while the Office Manager shall have day to day authority and responsibility for its operation. The Board of Directors shall recommend and provide ways and means for the financing of Central Office. The Board of Directors shall have the authority to appoint ad hoc committees to handle specific assignments as the occasion arises.
12. No person may serve as an elected Member for more than two (2) consecutive full terms and any such person may serve after one (1) full year's absence from the Board.

## ARTICLE 5

### Election of Directors

1. Four (4) Directors and one (1) alternate will be selected by General Service and four (4) Directors and one (1) alternate will be selected by Intergroup. The method of election will be determined by each service organization.

2. The Chairman of each organization shall certify to the Board of this Corporation, in writing, the names of those persons duly elected to serve from the organization

**ARTICLE 6**  
Duties of Officers

1. Chairman: The Chairman will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directorial Committees, supervise and control the affairs of the Corporation and preside over all meetings of the Board of Directors. The Chairman will perform all duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors.
2. Vice Chairman: The Vice Chairman will perform all duties and exercise all powers of the Chairman when the Chairman is absent or is otherwise unable to act. The Vice Chairman will perform such other duties as may be prescribed from time to time by the Board of Directors.
3. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these Bylaws, and, generally, will perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, these Bylaws, or which may be assigned from time to time by the Board of Directors.
4. Treasurer:
  - A. The Treasurer shall render a true account at the regular meetings of the Board of Directors of the Central Office and at such times as required by the Board of Directors. Said account shall be in writing, itemizing receipts and disbursements, listing outstanding obligations and showing the balance of funds on hand belonging to the Central Office of Sara-Mana, Inc. A full copy of the report shall be placed on file at Central Office, for reference of the community.
  - B. The Treasure shall perform the following duties as an auditor:
    1. Have custody of and be responsible for all funds and securities of the Central Office. See that the receipts are given for any and all monies paid to the Central Office from any source and shall see that all such monies are deposited in the name of Central Office of Sara

Mana, Inc. in such banks, trust or depositories as may be selected by the Board.

- II. Keep an itemized record of the receipts and disbursements for the account of the Central Office of Sara-Mana, Inc. and to furnish all cancelled checks and drafts, a copy of every deposit slip, note, invoice, receipted bill, cash receipts and all other papers vouching for the deposit, expenditure, or receipt of the Central Office of Sara Mana, inc. to anyone appointed by the Board. Such records shall be open for inspection by the board. Before payment of any bill other than routine office expenses, the Treasure shall first obtain approval of the Board.
5. Titles: In order to comply with the laws of Florida, The Chairman shall be “President” and the vice-chairman shall be “Vice President” respectively, but they shall at no time employ such titles, except as may be required for the execution of legal documents or by reason of other provisions of law. The secretary and treasurer shall similarly perform those duties generally attributed by law and custom to such office with such other greater or lesser duties as may from time to time be determined by the Board of Directors.

## ARTICLE 7

### Central Office Manager

1. The Central Office Manager shall be a member of Alcoholics Anonymous and is charged with the administration of the Central Office, under the direction of the Board of Directors.
2. The Central Office Manager shall be appointed by and the remuneration determined by a majority of the directors. The Manager shall have no vote as regards his own remuneration.
3. A detailed current job description for the Central Office Manager shall be maintained by the Board of Directors.
4. The Central Office Manager shall have custody of and be responsible for all funds and securities of the Central Office, and see that receipts are given for any and all monies paid to the Central Office from any source and shall see that all such monies are deposited in the name of Central Office of Sara Mana, Inc. in such banks, trust or depositories as may be selected by the Board.

5. The Central Office Manager shall keep an itemized record of the receipts and disbursements for the account of the Central Office of Sara-Mana, Inc. and will furnish all cancelled checks and drafts, a copy of every deposit slip, note, invoice, receipted bill, cash receipts and all other papers vouching for the deposit, expenditure, or receipt of the Central Office of Sara Mana, Inc. to anyone appointed by the Board. Such records shall be open for inspection by the Board. Before payment of any bill other than routine office expenses, the Manager shall first obtain approval of the Board.
6. The Central Office Manager shall participate in all Board meetings.
7. The Central Office Manager may only be terminated by a vote of six (6) appointed directors for just cause, as defined in Article 4, Section I above.
8. No contract of employment with the Central Office Manager may exceed three (3) years.

#### ARTICLE 8 Designated Area

Where the term "area" is used in these Bylaws, it shall mean the whole of District 4 in the South Florida Conference Area 15.

#### ARTICLE 9 Contracts and Finance

1. The Board of Directors may authorize any Director, agent, or agents to enter into any contracts or execute and deliver any instrument in the name of and in behalf of the Central Office of Sara-Mana, Inc.
2. Checks and Drafts-All checks or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Central Office of Sara-Mana, Inc. shall be signed by any two (2) of the four (4) officers OR any one (1) officer and the Central Office Administrator.
3. Deposits- All funds of the Central Office of Sara-Mana, Inc., not otherwise employed, shall be deposited from time to time to the credit of the Central Office of Sara-Mana, Inc. in such banks, trust companies, or other depositories as the Board of Directors shall select.
4. Audits-An annual accounting audit of the Central Office of Sara-Mana, Inc. funds shall be made by the Treasurer following the December nominations to the Board of Directors, and at any other time deemed necessary. A formal

audit by a duly licensed firm or individual may be ordered at any time by majority vote of the Board.

ARTICLE 10  
Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall govern the proceedings of the organization in all cases to which they are applicable and in which they are not inconsistent with the provisions of the Charter or the Bylaws. Roberts Rules of Order may be suspended by a majority vote of members present at a meeting.

ARTICLE 11  
Indemnification

No officer or Director of this Corporation shall be personally liable by reason of signing contracts or agreements in behalf of the Corporation and such act is within the scope of such Officer's or Director's duties and powers. Every officer and every Director of the Corporation shall be indemnified by the Corporation against expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or the settlement of any proceedings to which he/she may be a party, which he/she may become involved by reason of his/her being or having been a Director or Officer at the time the expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE 12  
Amendments

1. These Bylaws may be amended or altered only at a special meeting called by the Chairperson of the Board for this purpose, shall require a three-quarters (3/4) majority of the Board, and shall be ratified by the service organizations served by the Central Office.
2. The special meeting to amend these Bylaws may be held at any time, but shall require that notice be provided to all Board Members fifteen (15) days prior to any Board meeting at which amendments to these Bylaws are to be considered

ARTICLE 13  
Notice

1. Notice under these Bylaws to the service organizations shall be by first class mail to the address last furnished by the service organization, or by hand delivery to the Chair of said service organization. Notice shall be made to the chair of said service organization.
2. Notice to Directors shall be first class mail, hand delivery, or e-mail to the addresses last furnished by said Director.
3. Notice upon the Central Office Manager shall be delivered in person by the Chairperson of the Board or by e-mail or certified mail, return receipt requested, to the addresses last furnished.
4. Notice shall be deemed tendered upon mailing, by depositing in the mail whether physically or electronically or when delivered in person.