

PROPOSED BYLAWS OF SAINT PAUL AREA INTERGROUP, INCORPORATED DRAFT 7/21/09

The following Amended Bylaws governing the organization and operation Saint Paul Area Intergroup, Incorporated ("Intergroup" or Corporation) pursuant to its Articles of Incorporation as a Minnesota Non-Profit Corporation are hereby adopted by its Board and ratified by the Representatives' on behalf of all members.

Intergroup's primary purpose is to assist the Alcoholics Anonymous ("A.A.") Groups of the Saint Paul area in carrying the A.A. message to those who suffer from alcoholism. Intergroup is responsible to the Member Groups (as defined in Section 1.1), deriving its legitimate authority therefrom. In all its activities, policies, and proceedings, Intergroup shall observe the practice and spirit of A.A.'s Twelve Traditions and Twelve Concepts for World Service, as well as its Three Legacies of Recovery, Unity, and Service.

SECTION I: MEMBERSHIP

- 1.1 Membership in Intergroup. Any A.A. Group or meeting (the "Group") in the Saint Paul area holding regularly scheduled meetings and desiring to participate in any or all of the activities of Intergroup may become a Member Group of Intergroup and be entitled to participation by giving notice to Intergroup of its desire to be a Member Group. The notice must state the Group's name or number, the place and time of its meetings, and the name, address, and telephone number of its Secretary or other designee to whom communications from Intergroup may be sent. Such notice must designate the Representative and Alternate Representative who shall represent its interests in Intergroup affairs. (Registration and qualification as a voting Representative is covered in Section 2.2) The Group shall become a Member Group of Intergroup upon receipt of the notice by Intergroup and shall remain a Member Group until it notifies Intergroup that it no longer desires to be a Member Group, or at such time as Intergroup obtains independent verification that the group no longer meets and the Group is removed from the Member Group rolls.
- 1.2 Sources of Funds. Funds for Intergroup's activities and operations shall be raised from Groups including Member Groups, individual members of A.A., from A.A. events, and from the sale of literature and merchandise. All Member Groups shall be encouraged to make regular contributions to Intergroup. However, it shall be recognized that all contributions are voluntary, and that a Member Group's membership shall not be dependent upon whether it or its members make contributions.
- 1.3 Confidentiality. All full names and addresses of individual Alcoholics Anonymous members submitted to and on file with Intergroup shall be kept confidential in accordance with the principle of anonymity. Individual Alcoholic Anonymous members may be referred to by their first name and first initial of their last names.

- 1.4 Notices regarding Intergroup Affairs and Activities. Member Groups shall be kept informed of Intergroup activities, policies, finances, and membership by annual written report and by such interim reports to the Representatives or to the Member Groups as may from time to time be requested or directed by the Board or the Representatives. Such notices shall be published in the Intergroup newsletter or such other general circulation publications of Intergroup, with copies available for review at Intergroup's office during normal business hours.
- 1.5 Location. The Intergroup Central Office will be located in rented space and will not be located in any Alano Club or public agency.

SECTION II: GROUP REPRESENTATIVES AND VOTING RIGHTS

- 2.1 Representative Selection. Each Member Group shall exercise its membership voting rights solely through its Representative. Each Member Group shall select from its membership, in such manner and for such period as it may choose, a Representative and one Alternative Representative (both known as "Representative"). It is suggested that each Representative have at least one year of continuous sobriety. The Representative shall represent the Member Group in all Intergroup affairs. In the absence of the Representative, a properly registered Alternate Representative shall be entitled to represent the Member Group as its Representative.
- 2.2 Representative Registration. Each Representative shall register with Intergroup in writing, providing name, mailing address and at least one telephone number to facilitate contact by Intergroup. It is the responsibility of each Member Group and its Representative to provide current contact data to Intergroup to assure that the Member Group through its Representative has the opportunity to participate in meetings and have its interests represented. Registration may be carried out at the Intergroup Central Office, by mail, by electronic means, or at a Representatives' meeting.
- 2.3 Member Group Voting Rights. Each Member Group has one vote and shall exercise its voting rights through its Representative. A Representative present on behalf of more than one Member Group is entitled to only one vote.

SECTION III: REPRESENTATIVES' MEETINGS: NOTICE, QUORUM, PROCEDURE

- 3.1 Regular Meetings.
 - a. Regular meetings of the Representatives shall be held at least twice each year during such months and at such times and places as the Representatives determine by vote of a majority present at the annual meeting.
 - b. One of the regular meetings of the Representatives shall be held in November and shall be the annual meeting of Intergroup. Election of Directors and Officers shall be held at this meeting.

- 3.2 Special Meetings. Special meetings of the Member Groups through their Representatives may be called at any time (a) by the Chair, (b) by the Board, or (c) upon written request of at least eight (8) Representatives or ten percent (10%) of the total registered Representatives of the Corporation, whichever is less. A request to call a special meeting of the Member Groups must be made to the Chair in writing, and the Secretary shall then give notice of the meeting, setting forth the time, place, and purpose thereof, to be held no later than 90 days after receiving the request. If the Secretary fails to give notice of the meeting within 30 days from the date on which the request is received by the Chair, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the Member Groups, the meeting shall be held in the county where the registered office is located. The business transacted at a special meeting is limited to the purpose stated in the notice of the meeting.
- 3.3 Meeting Notice. Notice of meetings shall be communicated to the Representatives through the Intergroup Newsletter or such other generally circulated publication of Intergroup or may be given in any other manner provided in these bylaws or allowed under the Minnesota Nonprofit Act.
- 3.4 Notice of Resolution to Amend Articles or Bylaws. No change in the Articles of Incorporation or Bylaws, election of Directors by Representatives, or any other matter required by the Articles, Bylaws, or Minnesota law shall be considered at any meeting unless such items are clearly identified in a notice of the meeting and agenda and such notice and agenda for the meeting are mailed to the most recent address of all registered Representatives at least thirty (30) days prior to the date of such meeting.
- 3.5 Quorum. Representatives from ten (10) Member Groups shall constitute a quorum at any meeting. If a quorum is not present, those in attendance may adjourn the meeting to a time and place they may select when the necessary quorum for conducting business may be present. Alternatively, the Representatives may conduct an informational meeting and take advisory votes, so long as those in attendance are advised that any action voted upon has no legal effect.
- 3.6 Meeting procedure. The Chair shall preside at Member Group meetings, the Secretary shall take the minutes of the meeting, and the current edition of Robert's Rules of Parliamentary Procedure shall be used to conduct business in an orderly manner.

SECTION IV: BOARD OF DIRECTORS

- 4.1 Directors: Number, Service Limitations, Qualifications, Elections.
- a. Number. There shall be eleven (11) Directors consisting of ten (10) elected Directors and one (1) ex-officio Director (Executive Director–Office Manager). Six elected Directors shall serve as Officers and four elected Directors shall serve as non-Officer or “at-large” Directors. Two at-large Directors shall be elected each year for two-year terms, such that one half (1/2) of the Directors-at-Large shall be retired and replaced annually. All Directors are voting members of the Board.

- b. Service Limitations. No individual shall be eligible to serve as a Director for more than two (2) consecutive years unless such person is an Officer, in which case the Officer is limited to serving no more than two (2) consecutive years in any officer position. No Director shall serve more than seven (7) years out of any ten-year period, as a member of the Board. No more than two (2) individuals from any one Member Group shall serve on the Board at any time.
- c. Qualifications. Each individual nominated shall certify to the Member Groups that they are sober members of Alcoholics Anonymous. Officers shall have been sober for a period of three (3) or more continuous years at the beginning of their term of service. All other Board Members shall have been sober for a period of two (2) or more continuous years at the beginning of their term of service. These sobriety qualifications may be waived by majority vote of the Member Groups present at the annual meeting only when no qualified member has accepted nomination for that position. The individual shall also identify the Member Group that they attend. Nominees shall possess the ability to discharge their duties as described in Section 5.2.
- d. Elections. Election of Directors and Officers shall be held at the Annual Meeting of the Member Groups using the Third Legacy Procedure as set forth in *The A.A. Service Manual*. Directors and officers elected in the Annual Meeting shall assume office on January 1st of the succeeding year.

4.2 Director Nominations.

- a. No later than six (6) weeks before the election, the Chair shall notify the Representatives that nominations will be accepted by the Intergroup office for new Directors and Officers. The Chair shall strive to ensure that there are at least twice as many nominees as there are Director positions available at the time of election.
- b. Individuals qualified to be Directors shall be nominated by registered Representatives. Nominations shall be accepted via surface mail or email to the Intergroup office, by verbal nomination in the Representatives' meetings occurring in the two months before the annual meeting, or at the time of the annual meeting.

4.3 Attendance. Directors shall attend all regular and special meetings of the Board and Representatives, as well as all Intergroup events. In such cases that the Director is unable to attend such meetings or events, the Director shall notify the Board Chair or Executive Director.

4.4 Vacancy and Removal of Directors.

- a. If, for any reason, a vacancy occurs, the Board may at the next Board meeting, by a majority vote of the remaining Directors, elect a qualified successor to serve out the term, subject to approval of the Representatives at the next Representatives' meeting. In the case of an unfulfilled term, the successor may be nominated by any Director or Representative.

- b. Directors may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Board members at a regular or special meeting. Proper Notice shall be given to all Directors, with the affected Director being provided proper notice of the right to be heard concerning the action for removal. Reasons for removal of a Director shall include (but are not to be limited to) failing to maintain sobriety, missing in one calendar year three (3) or more of the following: Board meetings, Representatives' meetings, or Intergroup events. In the case that a Director misses three (3) meetings or events, the vote for removal shall be held as a matter of course. If the same Director misses additional meetings or events after this vote, the procedure shall be repeated for each absence. The Board Chair shall initiate the motion to remove the Director.

4.5 Status and Term of the Executive Director–Office Manager.

- a. The Executive Director–Office Manager shall be an ex-officio voting Director of the Board.
- b. The Executive Director–Office Manager's membership on the Board shall be dependent upon continuing employment as the Executive Director–Office Manager.
- c. The provisions of Section 4.3.b shall not apply to the removal of the Executive Director–Office Manager from the Board. As an "at will" employee, the Executive Director–Office Manager shall be removed from the Board upon termination of the Executive Director–Office Manager's employment with Intergroup.

SECTION V. CORPORATE OFFICERS

5.1 Terms of Office. The Officers of Intergroup shall be Chair, Alternate Chair, Advisor to the Chair, Treasurer, Alternate Treasurer and Secretary and such other officers as the Board may from time to time designate. Officers and Members-at-Large shall be elected at the Annual Meeting to serve the following terms, or until their respective successors are chosen and have been qualified:

- a. The Advisor to the Board serves a one-year term, having served one year as Board Chair.
- b. The Board Chair serves a one-year term, having served one year as Alternate Chair.
- c. The Alternate Chair serves a one-year term.
- d. The Treasurer serves a one-year term, having served one year as Alternate Treasurer.
- e. The Alternate Treasurer serves a one-year term.
- f. The Secretary serves a one-year term.

5.2 Responsibilities of the Corporate Officers The Officers shall have general supervisory authority, subject to the oversight and direction of the Directors, over the areas of their various responsibilities. The powers and duties of the officers are as follows:

- a. Chair. The chair shall perform the usual functions of the principal corporate officer, including (but not limited to) the following:
 - i. Attend and preside at all regular and special Board meetings, Executive Committee meetings, and Representatives' meetings; attend all Intergroup events; call special meetings.
 - ii. Be a member and the Chair of the Executive Committee.
 - iii. Be an *ex officio* member of all committees.
 - iv. Prepare the agenda for all Board meetings, Executive Committee meetings, and Representatives' meetings.
 - v. Appoint, with the concurrence of the Board, the Chairpersons and members of all regular and special committees authorized by the Directors; notwithstanding the foregoing, the Chair may delegate selection of committee members to the appointed committee chairperson.
 - vi. Represent Intergroup at meetings of Member Groups, other A.A. gatherings and events, and at any other meeting in which Intergroup has an interest or should be officially represented. In lieu of attending any such meeting or event, the Chair may designate another board member or other qualified member of A.A. as a suitable representative.
 - vii. Prepare, or have prepared, and submit the Annual Report to the Member Groups each year.
 - viii. Act as direct supervisor of the Executive Director–Office Manager in accord with all Intergroup policies, applicable laws and in consultation with the Board and relevant committee members.
 - ix. Assist all Directors and Board committee members in fulfilling their duties and responsibilities.
- b. Alternate Chair. The Alternate Chair shall perform the usual functions of the second ranking corporate officer, including (but not limited to) the following:
 - i. In the Chair's absence or upon the Chair's request, perform the necessary functions of the Chair as set forth in paragraph 5.2.a.
 - ii. Attend all regular and special Board meetings, Executive Committee meetings, and Representatives' meetings; attend all Intergroup events.
 - iii. Act as a member and Co-Chair of the Executive Committee.
 - iv. Act as an *ex officio* member of all committees.

- c. Advisor to the Board. The Advisor is a voting member of the Board.

Attend all regular and special Board meetings, Executive Committee meetings, and Representatives' meetings; attend all Intergroup events.

- d. Secretary. The Secretary shall perform the usual functions of a corporate secretary including (but not limited to) the following:

i. Attend all regular and special Board meetings, Executive Committee meetings, and Representatives' meetings; attend all Intergroup events.

ii. Provide that accurate minutes are taken and kept of all regular and special Board meetings and Representatives' meetings, thus creating the official and legal record of all actions taken.

iii. Provide or cause to be provided all proper notices of Board meetings and Representatives' meetings.

iv. Arrange for Intergroup corporate records to be available for inspection by any member of A.A. at the Intergroup Office during normal business hours.

v. Act as a member of the Executive Committee.

- e. Treasurer. The Treasurer shall perform the functions of a corporate chief financial officer, including (but not limited to) the following:

i. Attend all regular and special Board meetings, Executive Committee meetings, and Representatives' meetings; attend all Intergroup events.

ii. Within the limits set forth in the Articles of Incorporation, provide for the receipt, custody, control, and safekeeping of all corporate financial records, including, but not limited to, receipts, expenditures, assets, liabilities, and vouchers to facilitate the appropriate and timely audit of Intergroup's financial affairs, and for the bonding of persons authorized to handle corporate funds and finances.

iii. Prepare or cause to be prepared and provide regular financial reports to the Board and Member Groups.

iv. Prepare and submit the Annual Financial Report to the Member Groups on or before April 1st of each year, having caused the preparation of the Annual Financial Report by an independent accounting firm designated by the Board for such purpose.

v. Authorize appropriate office personnel to endorse and deposit in Intergroup's bank accounts all checks and drafts payable to Intergroup and deposit all cash receipts. No funds of Intergroup shall be withdrawn from any depository except on the signature of the

Executive Director–Office Manager, the Treasurer, or such other persons as the Board may authorize.

vi. Act as a member of the Executive Committee.

f. Alternate Treasurer. The Alternate Treasurer shall attend all meetings of the Board, the Representatives, and the Finance Committee, and shall perform the duties of the Treasurer in the Treasurer’s absence, with the exception of the following duties: 5.2.e.iv, authorization of personnel to endorse and deposit, and 5.2.e.v, Act as a member of the Executive Committee.

5.3 Additional Powers. Any officer of Intergroup, in addition to the powers conferred by these Bylaws, shall have the powers and shall perform such additional duties as may be prescribed from time to time by the Board.

SECTION VI: BOARD MEETINGS

6.1 Meetings. The Board shall hold regular monthly meetings at such time and place as the Board determines. Written notice of regular Board meetings shall be given to all board members at their designated address for notice.

6.2 Special Meetings. Special Meetings of the Board may be called by the Chair or other Officers of the Board, upon three-day’s notice to all Directors. All business transacted at any special meeting of the Board shall be limited to those issues raised for which the special meeting was called. At the discretion of the Executive Committee, the Board may have a Special Meeting without the Executive Director–Office Manager.

6.3 Quorum of Directors. A majority of the Elected Directors shall constitute a quorum.

6.4 Board Actions. Board actions shall be adopted by majority vote of the Board members present at a duly called meeting where a quorum exists, unless otherwise set forth herein, as in Sections 4.4.b, 12.1 and 12.2. With respect for A.A.’s legacy of “unity” and the “group conscience” recommended in our Second Tradition, the Board Chair shall note and the Secretary shall record whether each passing motion achieves substantial unanimity (two thirds or 2/3) or whether it passes by a mere majority.

SECTION VII: CORPORATE MANAGEMENT OF THE EXECUTIVE DIRECTOR–OFFICE MANAGER AND EMPLOYEES

7.1 Corporate Management. The general management, authority over, and supervision of the activities of Intergroup are vested in the Board and in its officers. It is intended, however, that the routine work, services, and activities of Intergroup be carried on primarily through the volunteer service of A.A. members and others under the general supervision and coordination of an Executive

Director--Office Manager. The Executive Director--Office Manager shall be an *ex officio* member of all committees unless membership is specifically limited by the Board.

- 7.2 Executive Director--Office Manager and Employees. An Executive Director--Office Manager shall be hired or designated by the Board or by an authorized committee of the Board to manage the Intergroup office under the Board's authority, supervised by the Chair, and assisted to the extent necessary by office staff. The qualifications, compensation, powers, and duties of the Executive Director--Office Manager and other Intergroup staff shall be established by the Board, along with the policies and procedures related to their respective positions. All persons employed shall be "at will" employees.

SECTION VIII: COMMITTEES

- 8.1 Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of its members. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Directors may be appointed to such committees, as well as other non-Director members of A.A. who are willing to contribute their time to Intergroup activities in the furtherance of A.A. purposes and objectives. Only committees with at least three Board Members shall be delegated the authority of the Board. All committees shall at all times be under the direction and control of the Board and must report all committee activities to the Board.
- 8.2 Ad hoc Committees. The Board of Directors may, by resolution passed by a majority of the Board as whole, designate one or more ad hoc committees. The Board Chair shall appoint the chairperson(s) for the ad hoc committee(s). The Chairperson of any ad hoc committee shall be a member of the Board. Any committee so established shall have and may exercise such powers as provided in the resolution which established the committee, subject to the requirements of Board oversight provided in Section 8.1. Dissolution of any such ad hoc committee shall be accomplished by a resolution of a majority of the Board as a whole.
- 8.3 Standing Committees. In addition to the committees established above, there shall be three Standing Committees whose responsibilities will be to review and analyze issues within their purview and provide advice, options and recommendations to the Board as a whole for their resolution.
- a. Executive Committee. The Executive Committee shall be comprised of the Chair, Alternate Chair, Secretary, Treasurer, and the Executive Director--Office Manager. Executive Committee meetings may be called by the Chair, with notice provided to the other Officers of the Board. At the Chair's discretion, the Executive Committee may meet without notice to the Executive Director--Office Manager. At the Chair's

discretion, the Executive Committee may meet without the Executive Director–Office Manager. The Executive Committee’s purview shall include all matters pertaining to the operation of Intergroup.

- b. Finance Committee. The Finance Committee shall be comprised of the Chair, the Alternate Chair, the Treasurer, the Alternate Treasurer and the Executive Director–Office Manager and those Directors and non-Directors appointed by the Chair with the consent of the Board. The Finance Committee’s purview shall include all financial matters within or impacting Intergroup.
- c. Human Resources Committee. The Human Resources Committee shall be comprised of the Chair and those Directors and non-Directors appointed by the Chair with the consent of the Board. The Human Resources Committee’s purview shall include all matters pertaining to Intergroup’s staff, whether paid or volunteer.

- 8.4 Committee Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board. Notice of meetings shall be given to the committee’s members at least five (5) working in advance of the meeting unless all members agree to a shorter notification in writing or through electronic communication. A majority of the committee’s membership shall constitute a quorum.

SECTION IX: INDEMNIFICATION

- 9.1 Indemnity. The Corporation shall indemnify persons acting in an official capacity on behalf of the Corporation in the manner and to the extent set forth in the Minnesota Nonprofit Corporation Act (Mini. Stat. § 317A.521) as the same may be amended from time to time. If two or more persons seek indemnification with respect to one or more proceedings that arise from a single transaction or occurrence, or closely related transactions or occurrences, the Board may condition indemnification, in whole or in part, upon agreement of those persons to joint representation by legal counsel (who may be counsel for the Corporation), except: (1) as to matters with respect to which legal counsel concludes joint representation is impermissible under applicable Rules of Professional Conduct or would materially prejudice the ability of a jointly represented person to assert a defense that in good faith is available to that person or to assert a mandatory counterclaim; or (2) if a court determines that joint representation by legal counsel is unreasonable under the circumstances. In addition, the Corporation may, in the sole discretion of the Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the Corporation.
- 9.2 Rights Not Exclusive. Nothing contained in this Article X shall affect any rights to indemnification to which the Corporation’s personnel may be entitled by contract or otherwise under law.

- 9.3 Insurance. The Corporation may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against or incurred by the person in or arising from that capacity, regardless of whether the Corporation would have been required to indemnify the person against the liability.

SECTION X: CONFLICT OF INTEREST

- 10.1 Conflict of Interest. The Board shall adopt and follow a formal conflict of interest policy to identify conflicts of interest and to ensure that all decisions are made consistent with the conflict of interest policy which shall be reviewed and updated by the Board as recommended by legal counsel for the Corporation.

SECTION XI: MISCELLANIOUS

- 11.1. Fiscal Year. Unless otherwise fixed by the Board, the fiscal year of the Corporation shall begin on January 1 and end on the succeeding December 31.
- 11.2. Corporate Seal. This corporation has no seal.
- 11.3. Electronic Communication and Meetings.
- a. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if due notice is given and a quorum participates. Participation in a meeting by means of remote communication constitutes presence at the meeting.
 - b. A Director may participate in a board meeting by means of conference telephone or, if authorized by the Directors who are present in person at the meeting, by other means of remote communication through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting pursuant to this paragraph constitutes presence at the meeting.
 - c. Phone Conferences. A member, Director, or committee member may participate in a meeting of the Board or Executive Committee by electronic means, as long as all persons present, whether physically or electronically, can hear all other participants simultaneously during the course of the meeting.
 - d. Notice. All notice requirements set forth in Section VI apply similarly to any electronic meetings, whether conducted by phone or by any other electronic means of communication, including meetings conducted by e-mail.

e. Definitions of Terms.

(i) “Authenticated” means, with respect to an electronic communication, that the communication is delivered to the principal place of business of the corporation, or to an officer or agent of the corporation authorized by the corporation to receive the communication, and that the communication sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

(ii) “Electronic communication” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process.

(iii) “Remote communication” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

- 11.4 Action Without a Meeting. Any action required or permitted to be taken at a Board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting at which all Directors were present.
- 11.5 Authority to Borrow, Encumber Assets. No Director, Officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority represented by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.
- 11.6 Deposit of Funds. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

SECTION XII: AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

12.1 Procedure for Amending Articles of Incorporation and Bylaws by the Board.

- c. The Board may at any time adopt a resolution to amend the Articles of Incorporation or the Bylaws.
- d. The adoption by the Board of any resolution to amend the Articles of Incorporation or the Bylaws shall be by substantial unanimity (two-thirds (2/3)) of the sitting elected Directors of the Board.

- e. After adoption, the resolution shall be submitted to the Member Groups for approval at the next Representatives' meeting.
- f. Approval of the resolution by the Member Groups shall be by substantial Unanimity (two-thirds (2/3)) of the Members present at the Representatives' meeting.

12.2 Procedure for Amending Articles of Incorporation or the Bylaws by Member Groups.

- a. Representatives of Member Groups may adopt a resolution to amend the Articles of Incorporation or the Bylaws at a Representatives' meeting for which proper notice of the proposed amendment has been given.
- b. Resolutions proposed by Representatives shall set forth the names of the Representatives so proposing.
- c. The adoption of any resolution by the Representatives to amend the Articles of Incorporation or the Bylaws shall be by substantial unanimity (two-thirds (2/3)) of the Members present at the Representatives' meeting.
- d. After adoption the resolution shall be submitted to the Board for approval.
- e. Approval of the resolution by the Board shall be by substantial unanimity (two-thirds (2/3)) of the sitting elected Directors of the Board.

12.3 Notice. Notice of a proposed resolution to amend the Article of Incorporation or the Bylaws, whether made by the Board or the Representatives, shall be submitted to the Intergroup office thirty (30) days before the next Representatives' meeting.

I, _____, Secretary of Intergroup, hereby certify and affirm the adoption of these Amended Bylaws by the Representatives on _____, 2009 and by the Board of Directors on _____, 2009.

Dated: _____, 2009

Secretary