

# **ARTICLES OF INCORPORATION OF WILLIAMSBURG AREA INTERGROUP, INC.**

A Virginia Nonstock Corporation

The undersigned, pursuant to the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia, as amended, state as follows:

## **ARTICLE I**

### **NAME**

The name of the corporation shall be Williamsburg Area Intergroup, Inc.

## **ARTICLE II MEMBERS**

The corporation shall have one class of members with such designations, qualifications and rights as set forth in the bylaws.

## **ARTICLE III DIRECTORS**

The directors shall be elected by the members according to the bylaws.

## **ARTICLE IV REGISTERED AGENT AND OFFICE**

The name of the corporation's initial registered agent is Elizabeth B. Vinson, PLC, a Virginia professional limited liability company. The corporation's initial registered office address, which is identical to the business office of the initial registered agent is 1311 Jamestown Road, Suite 203, Williamsburg, VA 23185, physically located in James City County.

## **ARTICLE V PURPOSES**

The purpose of the corporation is to carry the message of Alcoholics Anonymous (A.A.)®. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VI RESTRICTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended as provided under Code of Virginia, Section 13.1-886, as the same may be amended from time to time.

### ARTICLE VIII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have subscribed our names this \_\_\_\_ day of 2010.

Incorporator:

Date:

Date:

Date:

Date:

# **BYLAWS**

## **OF THE**

### **WILLIAMSBURG AREA INTERGROUP, INC.**

#### **ARTICLE I - Name and Policy**

Section 1. Name. As specified in the Articles of Incorporation, the name of this Corporation shall be Williamsburg Area Intergroup, Inc. ("Intergroup").

Section 2. Principal Office. The principal office of Intergroup is 4925-D Centerville Road, Williamsburg, VA 23188.

Section 3. Policy. Intergroup is a not-for-profit non-stock Virginia corporation. In accordance with the Articles of Incorporation, it is the policy of Intergroup that no director, officer, member, or employee shall receive any pecuniary profit from operations.

#### **ARTICLE II - Purpose**

The purpose of Intergroup is to carry the message of Alcoholics Anonymous (A.A.) ® to suffering alcoholics, recovering alcoholics and other interested individuals and groups in the community. Intergroup provides a forum for A.A. groups and members to exchange information and to extend the hand of A.A. Activities may include publish and distribute meeting lists, maintain a telephone answering service, establish committees, conduct workshops, organize holiday Alkathons.

#### **ARTICLE III - Guiding Principles**

The Twelve Steps and Twelve Traditions of A.A. are the guiding principles of Intergroup. Intergroup shall also comply with the A.A. Service Manual.

#### **ARTICLE IV - Membership**

Section 1. Criteria. Any A.A. meeting or listed A.A. group within the District 38 area is eligible to elect an Intergroup Representative to represent that meeting or group. Membership in Intergroup shall consist of Intergroup Representatives, Intergroup Officers, Committee Chairpersons and Individuals with Special Assignments.

Section 2. Voting Members. The voting members of Intergroup shall be the Intergroup Representatives and Intergroup Officers. Each person will be entitled to one vote on each issue.

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#### **ARTICLE V - Meetings and the Conduct of Business**

Section 1. Regular Meetings. Regular meetings of Intergroup shall be held every second Wednesday of each month at 6:30p.m.

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Section 2. Special Meetings. The Chairperson, any two (2) officers, or seventy-five percent (75%) of the Intergroup voting members may call special meetings of Intergroup at any time. The Secretary shall give notice of any special meeting to each Intergroup member providing the place, date, time, and general nature of the business to be transacted. The Secretary may give notice by telephone or e-mail, with a log of calls and emails maintained. Except in cases of an emergency, at least five days' notice shall be given. No business may be conducted at any special meeting except that for which the meeting was called.

Section 3. Voting. Intergroup representatives shall have one vote. Intergroup representatives shall represent only one Group or meeting. Persons entitled to vote may only do so in person, whether virtual or live. Voting may be by a show of hands or by a voice vote. After a vote, the Chairperson may call for minority opinions. If a person who voted on the prevailing side of the motion is swayed, then that person may ask that another vote be taken. Election of officers shall be by secret ballot with the winner of each office receiving a majority of the votes.

Section 4. Quorum. Seven (7) voting members, represented in person, whether virtual or live, shall form a quorum at any meeting of members. If a quorum is present, the affirmative votes of the majority of the members represented at the meeting shall be the act of the members.

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Section 5. Participation. Intergroup members may participate in any meeting by means of remote communication to the extent the Board of Directors authorizes such participation for members. Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such a meeting. The Secretary shall verify that each person participating remotely is a member. The Chairperson shall provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. The Board of Directors may determine that any meeting of members shall not be held at any place and shall instead be held solely by means of remote communication. Revised October 14, 2020

## ARTICLE VI. - Officers

Section 1. Number. The officers of Intergroup shall be the Chairperson, Alternate Chairperson, Secretary and Treasurer.

Section 2. Eligibility. To be eligible to be an Intergroup Officer, an individual must be an A.A. member of a group eligible to be represented in Intergroup. Candidates for Chairperson and Alternate Chairperson must have five years of continuous sobriety. Candidates for Chairperson should have held previous offices in service work. Candidates for Secretary and Treasurer must have two years of continuous sobriety.

Section 3. Terms. Officers shall hold a two-year term which shall commence on January 1 and expire on December 31 of the following year. If an individual assumes office in the middle of the

term, he or she will be eligible to serve for another full term if elected. Otherwise, officers may not serve consecutive terms in the same office.

Section 4. Election. Officers shall be elected at the regular December meeting of Intergroup of each even-numbered year. The Chairperson will appoint a Nominating Committee in October. The Nominating Committee will present a slate of officers consisting of at least two candidates for each office. Nominations will also be accepted from the floor at the election meeting. All candidates nominated must consent to run for office but need not be present at the election.  
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Section 5. Absence and Vacancies. Should any officer be absent for three consecutive meetings, Intergroup may declare his or her seat vacant. A special election shall be held to fill the vacancy, except for the Chairperson. If an officer, other than the Chairperson, resigns for any reason, Intergroup will hold a special election. Should any Committee Chair be absent for three consecutive meetings, Intergroup may declare that position vacant. The Chairperson shall appoint a replacement with the advice and consent of Intergroup. Should the Chairperson resign, or the office becomes vacant, then the Alternate Chairperson shall assume the duties of Chairperson.

## ARTICLE VII - Duties and Responsibilities of Officers

Section 1. Chairperson. The Chairperson coordinates activities with other Intergroup Officers and shall chair the monthly meetings of Intergroup. This position shall report pertinent information received from G. S. O., VAC and other A.A. entities. The Chairperson will also attend A.A. meetings in the area to encourage participation in Intergroup.

Section 2. Alternate Chairperson. In the absence of the Chairperson, the Alternate Chairperson shall assume the duties of the Chairperson. The Alternate Chairperson will chair the Building Committee unless a Building Committee Chair is otherwise appointed by the Intergroup Chairperson.

Section 3. Secretary. The Secretary shall attend all meetings of Intergroup and shall take and distribute minutes of all meetings. The Secretary will maintain and keep up to date a strictly confidential file of names, addresses, telephone numbers, and email addresses of Intergroup members. The secretary will maintain a bulletin board for posting A.A. announcements and newsletters, and coordinate with the Website chair to publish and update this information. The Secretary shall oversee the maintenance of Intergroup official documents, policy files and archives.

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Section 4. Treasurer. The Treasurer will keep an account of all funds received and expended by Intergroup and will make disbursements for all normal operations. The Treasurer will deposit all sums received in the bank and make a written report at each meeting of Intergroup. Either the Chairperson or Treasurer may write checks. The funds, books and vouchers in the Treasurer's hands, will at all times be under the supervision of Intergroup as a whole and subject to its inspection and control. At the expiration of a Treasurer's term of office, the Treasurer will deliver to the successor all books, funds, and other documentation, or, in the absence of a Treasurer-elect, to the Chairperson. The Treasurer shall chair the Budget Committee unless the Intergroup Chairperson appoints another chairperson for the Budget Committee.

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## Article VIII. Committees & Special Assignments

Section 1. General. All Committees and Special Assignments will follow any applicable General Service Conference guidelines using any workbooks provided by G.S.O. The Chairperson shall appoint Committee chairpersons and Individuals with Special Assignments biennially, subject to the advice and consent of Intergroup. A Committee Chairperson is responsible for recruiting committee members. Each Committee should have at least three (3) members responsible for the duties of that Committee. Committee Chairpersons and Individuals with Special Assignments must report in writing at each regular Intergroup meeting. Committee Chairpersons and persons with Special Assignments should have one year of continuous sobriety.

Section 2. Phone Committee. The Phone Committee is responsible for maintaining a phone answering service that provides meeting information. Specific responsibilities may include purchasing equipment with the advice and consent of Intergroup, determine the appropriate mix of automated and in-person monitoring of calls and ensure that information available via the phone is complete and current. This committee will maintain the Williamsburg Area Intergroup Guidelines for Phone Volunteers, which includes 12th step contact for the suffering alcoholic.

Section 3. Corrections. The Corrections Committee is responsible for providing information to and coordinating 12<sup>th</sup> step work with correctional institutions and other entities to provide suffering alcoholics in such institutions with an opportunity to participate in the recovery program of A.A. Specific responsibilities may include: coordinate coverage and participation in meetings carried to institutions, maintain contact with facilities to meet clearance and orientation requirements, provide literature to institutional meetings, coordinate correspondence between A.A. members in District 38 and inmates seeking sobriety in institutions, coordinate transportation for newly released inmates to A.A. meetings; communicate corrections support related information received from GSO, VAC, and District 38, communicate information about all aspects of corrections work to the A.A. community.

Section 4. Treatment and Accessibilities. The Treatment and Accessibilities Committee is responsible for providing information to and coordination 12<sup>th</sup> step work with hospitals, treatment facilities, and other entities to provide suffering alcoholics in such institutions with an opportunity to participate in the recovery program of A.A. The Treatment and Accessibilities Committee is also responsible for assisting outreach to those persons in the A.A. community who may have limited access to regular meetings and other recovery support. Specific responsibilities may include coordinate coverage and participation in meetings carried to hospitals, treatment centers, and other recuperative facilities, provide literature to institutional meetings, respond to requests for new, interim, or irregular meetings, communicate information received from GSO, VAC, and District 38, communicate information about all aspects of treatment and accessibility work to the A.A. community.

Section 5. Cooperation with the Professional Community and Public Information (CPC/PI) The Cooperation with the Professional Community and Public Information Committee is responsible for providing information about Alcoholics Anonymous to the public, agencies and/or organizations that encounter alcoholics through general or professional contact. Specific responsibilities may include provide literature and/or meeting directories to doctors, lawyers, mental health, substance abuse professionals, courts, community action agencies, clergy, schools, hotels/motels, libraries. The Committee will publish the Williamsburg Area meeting directory. The Committee may also provide accurate A.A. contact information in the public media and phone books, communicate information received from G.S.O., VAC, and District 38 and communicate information about all aspects of Public Information and Cooperation with the Professional Community work to the A.A. community.

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Section 6. Special Events. The Special Events Committee is responsible for coordinating and obtaining Coordinators for two workshops and three Alkathons each year. The workshops will take place in the spring and the fall. The three Alkathons will be held Thanksgiving Day, Christmas Day and New Year's Day. The Special Events Committee is responsible for coordinating other events, meals, and gatherings that may be scheduled by the voting membership of the Williamsburg Area Intergroup.

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Section 7. Liaison with District 38. The Liaison is responsible for communicating information between Intergroup and District 38 by attending each group's monthly meeting. The Liaison shall secure a substitute, if unable to attend either meeting.

Section 8. WAI/District 38 Website Committee. The Williamsburg Area Website Committee is an Intergroup committee providing website and online public information services to both Intergroup and District 38. The committee is responsible for maintaining the aawilliamsburg.org website and website email accounts. The website committee is also responsible for adhering to the principles of the Twelve Traditions, particularly Tradition 11 ("anonymity at the level of press, radio and films.") Ensuring all information posted on meetings and events are current and accurate and providing this information to the aavirginia.org website. The committee will

communicate any changes or additions to the meetings in the area to the CPC/PI committee and request the same from the CPC/PI committee.

The committee is responsible for communicating with the aawilliamsburg.org website service provider regarding costs and services (domain name, website account and email account) and will make payments in a timely manner. The committee will provide website usage statistics and will research and recommend alternate or additional services if the committee or Intergroup deems it necessary or appropriate. Within these parameters, the committee makes final decisions regarding content and determines who will access the website server/software.

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**Section 9. Building Committee.** The Building Committee is responsible for communicating with the landlord regarding maintenance, negotiating rent changes, and keeping the office clean. The Committee shall research alternate office locations if Intergroup deems it necessary. Unless otherwise appointed by the Intergroup Chairperson, the Alternate Chairperson will chair this committee.

**Section 10. Literature Committee.** The Literature Committee shall make available General Service Conference approved literature for sale at Intergroup, district, or Williamsburg area A.A. events.

**Section 11. Budget Committee.** The Budget Committee, consisting of at least the Intergroup Treasurer and each committee chairperson is responsible for preparing the annual operating budget which includes estimated income and expenditures for the upcoming fiscal year. The budget shall be presented to Intergroup for approval at the October meeting preceding the year for which it was prepared. Unless otherwise appointed by the Intergroup Chairperson, the Intergroup Treasurer will chair this committee.

**Section 12. Audit Committee.** The Audit Committee is responsible for an annual audit of Intergroup finances and for making a report of its findings to Intergroup. They will conduct the audit and present the report during the first quarter of the year.

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**Section 13. Nominating Committee.** The Nominating Committee is responsible for identifying candidates for Intergroup offices by recruiting individuals and by publicizing the elections in the A.A. community. The Chairperson will appoint a committee in October of each even numbered year that will present a slate of candidates, at least two persons for each office, at the election meeting in December. The Nominating Committee must have at least two (2) members.

**Section 14. Special Committees.** The Chairperson may, at any time, appoint other Committees on any subject for which there is no standing committee. A Guidelines Committee may be established where there is a requirement for major revisions of the Intergroup Bylaws.



Section 15. Special Assignments. The Chairperson may, at any time, appoint individuals for Special Assignments on any subject for which there is no standing committee or special assignment.

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Williamsburg Area Intergroup, Inc. Bylaws draft July 5, 2010, Newsletter section removed, renumbered and revised November 14, 2024

## ARTICLE IX - Board of Directors

Section 1. Powers. The Board of Directors shall have general supervision of the affairs of Intergroup between meetings of Intergroup, fix the hour and place of meetings, make recommendations to the Intergroup and perform other duties as are specified in these Bylaws. The Board shall be subject to the guidance of Intergroup, and none of its acts shall conflict with action taken by Intergroup. As trusted servants, the Board conducts the business of the Intergroup in the best interests of Alcoholics Anonymous and Intergroup. The Board may delegate the management of activities of Intergroup to any person or persons or committees, provided that the activities and affairs of Intergroup shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board acting for Intergroup. The Board of Directors or its designees shall have the power to select and remove all agents of Intergroup, acting within the policies of Intergroup, the principles of AA, state and federal law.

Section 2. Number. The authorized number of directors shall be five (5).

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Section 3. Fiduciary Duty of Directors. Each director owes a fiduciary duty of good faith and reasonable care regarding all actions taken for the corporation. Each director must perform his or her duties in good faith in a way that he or she reasonably believes to be in the best interests of the corporation, using ordinary care and prudence. In addition, each director is responsible for attempting to respect the Traditions and Concepts of AA and practice these principles in all the affairs of the Board and Intergroup.

Section 4. Election and Term. Persons serving as Intergroup Chairperson, Alternate Chairperson, Secretary, and Treasurer shall serve as Directors for two year terms. In addition, Intergroup shall elect another AA member as a Director at the December election meeting to serve for a two-year term.

Section 5. Meetings. The Board shall hold an annual meeting on the second Wednesday of January. The Chair of the Board of Directors or the Secretary may call special meetings of the Board at any time. Notice of special meetings shall be made in writing, by telephone or e-mail to all Directors. Except in cases of an emergency, at least five days notice shall be given (if given by First Class Mail) or forty-eight (48) hours notice (if delivered personally, by telephone or other

technology.) The purpose of the meeting shall be stated in the notice. No business may be conducted at any special meeting except that for which the meeting was called.

Section 6. Quorum. Three-fifths (3/5) of the directors shall constitute a quorum of the Board for the transaction of business. Any act or decision approved by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless an alternate number is required by law. Members of the Board may participate in a meeting through use of conference telephone call or similar communications procedure so long as all members participating in the meeting can hear one another.

Section 7. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action.

Section 8. Directors Duties as Officers. A person duly elected by the Intergroup Council, shall also serve in his or her elected capacity as the corresponding Officer of the Corporation. If required by law or as otherwise necessary for the administration of the Corporation, the Chairperson and Alternate Chairperson shall hold the offices of and be designated as President and Vice-President, respectively.

## ARTICLE X - Financial

Section 1. Fiscal Year. The fiscal year shall begin on January 1 of each and end on December 31 of each year.

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Section 2. Budget Process. The Budget Committee, consisting of at least the Intergroup Treasurer and each Committee Chairperson, is responsible for proposing an annual operating budget for the upcoming fiscal year. The budget shall be presented to Intergroup for approval at the October meeting preceding the year for which it was prepared. Unless otherwise appointed by the Intergroup Chairperson, the Intergroup Treasurer will chair this committee.

Section 3. Non-budgeted Expenditures. Expenditures not specified in the budget shall be approved by Intergroup.

Section 4. Procedures. The Intergroup Chairperson and Treasurer shall be the signatories on the Intergroup bank account. Funds received shall be deposited at least monthly into a checking account. The Treasurer shall provide a written report at each Intergroup meeting. All funds and property received by Intergroup shall be expended in accordance with the Twelve Traditions of Alcoholics Anonymous.

Section 5. Financial Policy. Contributions may be received from A.A. groups, A.A. meetings, individual A.A. members, sale of literature, and special events. The central financial policy of Intergroup shall be to maintain sufficient operating funds plus a prudent reserve. After the close of each quarter the Treasurer shall make a determination of the cash balance in excess of the prudent reserve for which there is no stated AA purpose and may disburse such funds as

determined under the group conscience. Intergroup may consider suggestions for use of excess funds which shall include a purpose statement and budget.

Section 6. Prudent Reserve. The purpose of the prudent reserve is to ensure the capacity of Intergroup to maintain services in the event of a reduction in donations or an accidental or natural disaster. The prudent reserve shall be at least three (3) months of operating expense.

Section 7. Audit. The Audit Committee will be responsible for an annual audit of Intergroup finances. The audit shall be conducted, and a report presented during the first quarter of the year.

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## ARTICLE XI - Revisions

These bylaws may be amended, repealed or altered in whole or in part by a majority vote of Intergroup. Proposed revisions must be presented in a writing containing the text of the proposed change and distributed to Intergroup members. Voting on the proposed changes may be held no sooner than thirty-one (31) days after amendment is presented. An amendment shall be adopted by a two-thirds vote of the members present.