

BY-LAWS
Central Ohio Group Fellowship, Inc.
As Amended December 12, 2011

ARTICLE I – PURPOSE

- A. The purpose of the Central Ohio Group Fellowship, Inc., is to carry our certain functions common to all member groups of Alcoholics Anonymous in Central and Southeastern Ohio. These common functions will be those best handled by a centralized office. COGF shall be maintained, supervised and supported by those groups. COGF shall aid in their common purpose of carrying the message to the alcoholic who still suffers.

- B. In this, and all other documents, Central Ohio Group Fellowship, Inc. shall be known as C.O.G.F.

- C. C.O.G.F. recognizes the autonomy of each member group.

- D. C.O.G.F. coordinates and brings to completion projects and policies originating in participating groups and brought to its attention, subject to the approval of the Advisory Board.

- E. C.O.G.F. brings together representatives from member groups through the Intergroup Representative Committee which elects the C.O.G.F. Advisory Board and provides group input and oversight of the Advisory Board.

- F. C.O.G.F. maintains an office for:
 - 1. The reception and diffusion of information and ideas.
 - 2. The furnishing of speakers and program material for participating groups and other groups, when and wherever possible.
 - 3. The providing of means for receiving requests for help, and for arranging 12th Step calls and related activities.
 - 4. Serving as guardian of our Traditions in relation to A.A. members and the general public; recognizing the A.A. program is one of attraction and not promotion.
 - 5. Summing up: The C.O.G.F. is the “service agency” for Member A.A. Groups, and for the general public.

- G. C.O.G.F.’s policies and practices should always adhere to the spiritual principles embodied in the Twelve Steps of recovery, the Twelve Traditions of Unity and the Twelve Concepts of Service.

ARTICLE II – MEMBERSHIP

- A. Any Alcoholics Anonymous group holding regular meetings in the general area of Central Ohio may become a member of the C.O.G.F. by submitting an application to the Membership Committee, C.O.G.F. Advisory Board.
- B. Such application shall signify the agreement of the applicant group to assume its share of support in the working of C.O.G.F.
- C. While the C.O.G.F. must of necessity depend upon the member groups to provide the financial support of the Corporation, such support is fully voluntary and a matter of conscience and ability of the member group. In no instance shall financial support be construed in any manner, to be a condition of membership.

ARTICLE III – MEETING OF THE MEMBERS

- A. Regularly scheduled meetings of the members shall be held quarterly during March, June, September, and December. The meeting shall coincide with the IGR meeting. The exact time and location of each meeting should be announced at the Member's Meeting immediately preceding it.
- B. Special meetings may be called by the Chairperson, or in the case of his/her absence, death or disability, by the Co-Chairperson; by the Advisors acting at a meeting, or a majority of the Advisors acting without a meeting; or by ten percent (10%) of the voting members; by written notice given at least ten (10) days before the date of such meeting to each member group by mail at the address of record at the C.O.G.F. Central office. Such notice shall contain a statement of the purpose of the meeting. The Chairperson (or acting Chairperson) must call a meeting at the request of (10%) of the voting members.
- C. Voting: At all meetings of the members, each member group shall be entitled to one (1) vote which shall be cast by the IGR (Intergroup Representative) of the member group on elections and issues brought before the Advisory Board.
- D. That based on past practices, the Board members will continue to vote in all meetings.

ARTICLE IV – ADVISORY BOARD COMMITTEE

- A. THE ADVISORY BOARD: shall consist of a Chairperson, Co-Chairperson, Secretary, Co-Secretary, Treasurer and Co-Treasurer, along with the Chairpersons of the Membership, Service and Social Committee. The Advisory Board can create additional standing committees as it deems necessary. These additional committees will be responsible to the Advisory Board; however, the Chairperson of these committees will not have a vote on the Advisory Board.
- B. TERM OF OFFICE: All positions on the C.O.G.F. Advisory Board are elected for two year terms. In the spirit of A.A.'s principle of rotation, no Officer or Committee Chair shall serve in the same position for more than two consecutive terms. *(However, in the event that an individual has been appointed to complete the term of an elected Officer or Committee Chair, and if that appointment was for less than one year, then that individual may subsequently be elected to serve his/her own full, two-year term in that same position.)* It is strongly recommended that individuals not (be elected) to the same Officer or Committee Chair position more than once in their life.
- C. ELECTIONS: All members of the Advisory Board will be elected by the Intergroup Representatives (IGRs) attending a Members Meeting using the Third Legacy voting procedure outlined in the Service Manual.
- D. QUALIFICATIONS: An individual should have a period of two (2) years of uninterrupted sobriety in order to be elected to the Advisory Board, or as an Officer. No employee of the Central Ohio Group Fellowship, Inc. Office shall serve on the Advisory Board.
- E. MEETINGS: of the Advisory Board shall be held on the first Sunday after the first Monday in January and on the first Sunday in February, May, August and November. Special meeting may be called upon written notice of the members of the Board; by the Chairperson of the Advisors acting a meeting or by a majority of the Advisors acting without a meeting.
- F. QUORUM: Any meeting of the Advisory Board will require a majority of members present, in order to constitute a quorum, with the Chairperson not included. The Chairperson shall cast the tie breaking vote if necessary.

ARTICLE V – FINANCIAL PRINCIPLES AND POLICIES

- A. C.O.G.F.'s financial policies and practices shall be based on the spiritual principles embodied in A.A.'s Seventh Tradition and Warranties One and Two of Concept XII.
 - 1. C.O.G.F. ought to be fully self-supporting, declining outside contributions.
 - 2. C.O.G.F. shall never become the seat of perilous wealth or power.
 - 3. Sufficient operating funds, plus an ample Reserve, should be C.O.G.F.'s prudent financial principle.

- B. The Advisory Board shall exercise its Right of Decision to establish and maintain financial policies and practices based on these principles.

ARTICLE VI – DUTIES OF OFFICERS

- A. Chairperson: The Chairperson shall be the Chief Administrative Officer subject to the advice and direction of the Advisory Board. He/she shall be the Chairperson of said Board and shall preside at all meetings of the Board and of the Membership. He/she shall appoint the Chairperson of all committees that do not hold a seat on the Advisory Board and shall be an Ex-Officio member of all such committees. He/she shall sign all documents requiring his/her signature, including the records of the Corporation, and the proceedings thereof. He/she shall further perform all such duties as may from time to time be required of him/her by the Advisory Board, the members or the Orders of Procedures.

- B. Co-Chairperson: The Co-Chairperson of the Advisory Board shall perform all duties if the Chairperson in case of his/her absence, or disability. In addition, he/she shall have such duties as may be assigned to him/her by the Chairperson, the Advisory Board or the Orders of Procedures. In the event of the death or resignation of the Chairperson, the Co-Chairperson shall fill the vacancy of the Chairperson.

- C. Secretary: The Secretary shall keep minutes of all meetings and proceedings of the Members and the Advisory Board. He/she shall send out all notices which are provided for in these By-Laws and shall perform such other duties as may be assigned by the Chairperson, Advisory Board, or the Orders of Procedures.

- D. Treasurer: All of the financial affairs of C.O.G.F. shall be under the stewardship of the Treasurer. This Officer, with the assistance of the Co-Treasurer, shall see to the safeguarding of the C.O.G.F. assets, the proper handling of the receipts and disbursements or monies, and the issuance of timely and accurate reports of C.O.G.F. financial condition. Some of this work may be entrusted to the Office Manager.

- E. Co-Secretary: The Co-Secretary shall perform such duties as are usually performed by like similar Corporations and such other duties as may from time to time be assigned to by the Chairperson, the Advisory Board, or the Orders of Procedures.

- F. Authority of the Advisory Board: The Advisory Board shall have the responsibility of the administration of C.O.G.F. They shall be responsible for the appointment of the Office Manager, and through the proper Officers, carry on the day to day business of C.O.G.F. and make such administrative decisions as are necessary to implement the same. All matters of policy are strictly reserved to the membership and any action taken by the Advisors in policy matters are subject to the ratification of the members. In governing the C.O.G.F. the Advisory Board shall keep in mind the policies of the C.O.G.F.

- G. Replacement of Advisory Board Members and Officers: Any Advisory Board member, who shall consume alcoholic beverages, automatically resigns his/her office. Any vacancy occurring in any office except the office of Chairperson, and any vacancy on the Advisory Board shall be filled by appointment of the Chairperson. Any Officer except the Chairperson, or any member of the Advisory Board, being absent for any two regularly called meetings per year without reasonable cause, shall be deemed to have resigned. The vacancy will be filled by appointment of the Chairperson subject to ratification by a majority vote of the IGR's present at the next Members Meeting. (As in Article III Section D: That based on past practices, the Board members will continue to have a vote in all meetings except election of Board members.

- H. Co-Treasurer: Exercise responsibilities as directed by the Treasurer and perform all duties of the Treasurer in the vent of his/her absence, death or disability. Serve as a member of the Audit Committee.

ARTICLE VII- OFFICE MANAGER

- A. The Office Manager shall be appointed by the Advisory Board and shall serve at their pleasure.

- B. He/she will be responsible to them to carry out the administrative duties as outlined in the Purpose of the Corporation, and as required by the Orders of Procedures.

- C. He/she shall receive a salary, and receive a vacation, as provided by the Orders of Procedures.

- D. The Central Ohio Group Fellowship Office Manager/Assistant Office Manager should have five (5) years of continuous sobriety and be an active member of Alcoholics Anonymous.

ARTICLE VIII- THE NEWSLETTER

The C.O.G.F. shall cause to be published a monthly Newsletter which shall carry stories of interest to Member groups, announcements, and whatever contributions as may be sent in by members, and whatever other items of interest the Editor may deem appropriate. The Newsletter is to act as a media of communication within the Fellowship.

ARTICLE IX- THE NEWSLETTER EDITOR

The Newsletter Editor shall be appointed by the Advisory Board at the suggestion of Chairperson and the Office Manager. All expenses of publication will be borne by C.O.G.F.

ARTICLE X – ORDERS OF BUSINESS

At the meeting of the C.O.G.F., the Advisory Board, or Operating Committees, the Order of Business shall be as follows:

1. Roll Call
2. Reading of the Minutes of the previous meeting
3. Reports of the Committees
4. Financial report or Statement
5. Reports of the Chairperson & Officers
6. Unfinished Business
7. Election
8. New or Miscellaneous Business

ARTICLE XI – AMENDMENT OF THE BY-LAWS

- A. These By-Laws may be amended in whole or in part by the affirmative vote of two-thirds (2/3) of the members present and voting at the Annual or Semi-Annual meeting, or a special meeting called for that purpose.
- B. Procedures for Amendments: Any amendments to these By-Laws shall be submitted to the Secretary of the Advisory Board by any member of Member group. The Secretary shall submit the proposed amendment to the Advisory Board to be put in the proper

form and, when they have done this at their first business meeting following the receipt by the Secretary; it shall be given to the Newsletter Editor to be published in the next edition of the Newsletter. The Notice of Amendment shall be published in the form recommended by the Advisory Board, and will show the date of the meeting in which it will be presented for consideration and vote.

The members of C.O.G.F. retain the authority to amend, approve, table, or reject the proposed amendment. The Chairperson may call special meeting for this purpose.

ARTICLE XII- ORDERS OF PROCEDURES

These By-Laws are supplemented by Orders of Procedures that have been created by the Advisory Board to set the day-to-day working procedures for the C.O.G.F. and may be amended by a majority vote of the Advisory Board members present and voting at a regular or special meeting. If any conflict arises between two interpretations, the content of the By-Laws should prevail.

ARTICLE XIII – ELECTION

- A. Members of the Advisory Board shall be elected by the membership at the annual or semi-annual meetings.
- B. The results of the election shall be published in the next edition of the C.O.G.F. Newsletter

ARTICLE XIV - This supersedes all previously issued By-Laws and amendments thereto.