

**AMENDED AND RESTATED
BY-LAWS OF
AREA 61 RHODE ISLAND GENERAL SERVICE, INC.**

Effective January 30, 2021

PREAMBLE

Area 61 Rhode Island General Service, Inc., (the “Corporation”) will use for its basic guide of conduct, in all corporation matters unless otherwise stated, the current AA Service Manual – Combined with the Twelve Concepts for World Service, as published by Alcoholics Anonymous World Services, Inc., New York, NY 10016, and any Addendums that follow each annual General Service Conference.

We will be spiritually guided by the Twelve Steps and Twelve Traditions and the Twelve Concepts of Alcoholics Anonymous, the General Service Conference approved literature, the guides and the guidelines sent out by the General Service Office, New York, NY, 10016.

We will serve the collective conscience of the groups whose GSR’s attend the Area Assembly for Area 61 covering the State of Rhode Island.

We are an organization whose aim it is to maintain services for those who seek through Alcoholics Anonymous, the means of arresting the disease of alcoholism through the application to their own lives, in whole or in part, of the Twelve Steps which constitute the recovery program upon which the fellowship of Alcoholics Anonymous is founded.

We will from time to time sponsor activities for the members of the corporation, including friends of Alcoholics Anonymous.

ARTICLE I

Name, Offices

1.01. Name. The name of this Corporation is Area 61 Rhode Island General Service, Inc.

1.02. Offices. The principle mailing address of the Corporation shall be PO Box 9432, Providence, RI 02940. The Corporation may have offices at such places as the Area Assembly, as defined in §6.01, may from time to time appoint.

ARTICLE II

Board of Directors

2.01. The Board of Directors shall serve without pay and consist of six members.

2.02. The Board of Directors consists of the Chairperson, Delegate, Alternate Delegate, Treasurer, Secretary, as defined in Article III, and the Immediate Past Delegate.

2.03. The Board of Directors of the Corporation shall have such powers and duties as are prescribed in these By-Laws, and shall meet at such times as they may deem necessary to carry out their duties, subject to review by the Area Assembly.

2.04. Board members shall serve for two-year terms concurrent with the Officer terms.

2.05. Vacancies shall be filled by the Board and approved by the Area Assembly.

2.06. In the event the Area Committee is unable to convene due to an emergency, the Board may take actions on behalf of the Corporation to enable the Corporation to conduct its business. Any such emergency Board actions must be approved by unanimous written consent of the Board members participating for such purpose, and shall be ratified by the Area Committee or Area Assembly as appropriate at the earliest opportunity.

ARTICLE III

Officers

3.01. Election and Term. The Officers of the Corporation shall be elected by the Area Assembly. The first regular meeting of the Area Assembly in each calendar year shall be designated as the Annual Meeting of the Corporation, but elections of Officers of the Corporation shall be held at a regular meeting of the Area Assembly in October of each odd-numbered year. The Officers of the Corporation elected at odd-year October Area Assembly meeting shall serve for a period of two (2) years beginning January 1 after their election.

3.02. Designation. The Officers of the Corporation shall be a Chairperson, a Delegate, an Alternate Delegate, a Secretary, and a Treasurer. For all statutory purposes, the Chairperson shall carry out the duties of the Chief Executive Officer of the Corporation. No person may hold the offices of both Chairperson and Secretary, nor of both Chairperson and Delegate. For the purposes of the state annual filing, certain officer positions shall correspond to the following positions: Chairperson – Chief Executive Officer; Delegate – President; Alternate Delegate – Vice President.

3.03. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the current Delegate may appoint an officer to fill such vacancy, and the officer so appointed shall hold office until the next Area Assembly, and thereafter for the unexpired term if approved by the Area Assembly, unless the Area Assembly deems an election process in order.

3.04. Chairperson. The Chairperson shall preside over all Area Assembly and Area Committee meetings; shall have the general charge and supervision of the business of the Corporation; is authorized to sign and execute, under direction of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; see that the Annual Report is filed with the records of the Corporation, and an abstract thereof entered into minutes of the Annual Meeting; and in general shall perform all duties incident to the position of Chief Executive Officer of the Corporation, and such other duties as from time to time may be assigned by the Area Assembly, including, but not limited to, through the Area Guidelines.

3.05. Delegate. The Delegate shall represent the Corporation and its members at the annual General Service Conference of Alcoholics Anonymous, and bring back to the Corporation and its members the results of the conference meeting.

3.06. Alternate Delegate. The Alternate Delegate, at the request or in the absence of the Delegate, shall perform the duties and exercise the functions of the Delegate; at the request or in the absence of the Chairperson, shall perform the duties and exercise the functions of the Chairperson; and shall perform such other duties as from time to time may be assigned by the Area Assembly. The Alternate Delegate shall always be the Corporate Registered Agent.

3.07. Secretary. The Secretary shall record and keep the minutes of the meetings of the members; shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; shall be custodian of the records of the Corporation; and in general shall perform all duties incident to the office of a secretary of a corporation, and other such duties as from time to time may be assigned by the Area Assembly. The Secretary may perform all such duties in collaboration and cooperation with the Area Chairperson, Registrar and/or Archivist.

3.08. Treasurer. The Treasurer shall have charge and be responsible for all funds, securities, receipts and disbursements of the Corporation; and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trusts companies or other depositories; is authorized to sign and execute, under direction of the Corporation, all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation; and shall render at each Annual Meeting a year end accounting of corporate accounting matters as well as a proposed budget for the coming year, and to the Chairperson or the Area Assembly whenever requested, an account of the financial condition of the Corporation in relationship to all corporate liabilities and assets; and in general perform all the duties incident to the office of a treasurer of a corporation, and such other duties as may be assigned by the Area Assembly.

3.09. Removal of Officers and Directors. Any Officer or Director may be removed by the affirmative vote of two-thirds (2/3) of a quorum at any regular Area Assembly meeting, or special Area Assembly meeting called for that purpose, for: conduct detrimental to the interest of the Corporation; lack of sympathy with its objectives; or refusal to render reasonable assistance in carrying out its purpose. Any person proposed to be removed shall be entitled to a least a five (5) day notice in writing by return receipt mail, or in person at the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

ARTICLE IV

Committees

4.01. The Board may suggest standing committees, and suggest or establish ad hoc committees as needed. The composition, duties, and voting rights of each standing and special committee shall be set forth in the Area Guidelines.

4.02. Standing Committees.

(a) The Area Committee. The voting members of the Area 61 Area Committee consist of the Area Elected Officers, the Immediate Past Delegate, the District Committee members, and the Chairpersons of the Standing Committees. The Area Committee meets monthly, generally on the last Monday of the month. The Area Chairperson provides the agenda for and chairs the Area Committee meeting. The Area Secretary records the minutes of each Area Committee meeting. The Area Committee shall provide such recommendations and/or information for action by the Area Assembly as the Area Committee may deem appropriate, or as the Area Assembly may specify, and shall carry out such other functions as the Area Assembly may designate.

(b) Additional Standing Committees. The Corporation shall establish the following standing committees: Archives, Cooperation with the Professional Community and Public Information (“CPCPI”), Corrections, Grapevine, Information Services, Treatment and Accessibilities. Standing committees may be formed or dissolved by amendment to these By-Laws in accordance with Article XIII, based on an informed group conscience.

ARTICLE V

Meetings

5.01. Meetings of the members of the Corporation shall be known as the Area Assembly, and it shall be the highest policy-making body of the Corporation. There shall be four (4) regular Area Assembly meetings during each calendar year, held approximately tri-monthly. The Chairperson of the Corporation currently in office shall designate the date and place of each Area Assembly, giving due regard to the requirements of these By-Laws, the views of the Area Assembly as expressed, and the views of the Area Committee. Area Assembly meetings may be conducted electronically, and meetings that convene in person may allow electronic participation by members, so long as any means of communication by which all members are participating are able to communicate with one another. Such participation shall constitute presence at the meeting for purposes of a quorum. The Board of Directors of the Corporation shall have such powers and duties as are prescribed in these By-Laws and shall meet at such times as they may deem necessary to carry out their duties, subject to review by the Area Assembly.

5.02. Annual Meeting. The annual meeting of the Corporation shall be the first (1st) Area Assembly of the fiscal year for the purpose or purposes of transaction of such business as may properly come before the meeting.

5.03. Notice of Regular Meeting. Notice of the time, place, and purpose or purposes of regular Area Assembly shall be posted publicly and delivered by electronic mail, and/or served as needed, either personally or by mail, not less than ten (10) days before the meeting upon each person who appears within the records of the Corporation as a member and, if mailed, such notice shall be directed to the member at the address as it appears on the books of the Corporation.

5.04. Special Meetings. Special meetings of the Area Assembly may be called at any time by the

Chairperson or Delegate, or by three (3) Officers, and must be called by the Chairperson or Secretary on receipt of the written request of one-third (1/3) of the members of the Corporation, or upon majority vote of any Area Assembly.

5.05. Notice of Special Meeting. Notice of special Area Assembly will follow the same procedure as is in section 5.03 of these By-Laws.

5.06. Quorum. At any Area Assembly the presence in person of any members shall constitute a quorum for all purposes, and the act or acts of a majority of the quorum shall be the act of the Corporation, except as may be otherwise specifically provided by statute or by these By-Laws. A meeting may be adjourned from time to time by majority vote without any notice other than by announcement at the meeting and without further notice to any absent members. Any business may be transacted at the next meeting which might have been transacted at the adjourned meeting.

5.07. Voting Procedures. No proxy voting shall be allowed. The vote for Officers of the Corporation (Chairperson, Delegate, Alternate Delegate, Secretary, and Treasurer) shall otherwise be conducted by the 3rd Legacy Procedures as defined in The AA Service Manual by written ballot where possible, or as otherwise may be prescribed by the Area Assembly. All major actions will require a two-thirds affirmative vote; regular business requires a simple majority.

ARTICLE VI

Members and Organizational Structure

6.01. Members/Area Assembly. The full working (voting) Area Assembly shall consist of the following positions. The eligibility, duties, and voting rights of each shall be set forth in the Area Guidelines.

- (a) Members of each District, as formed by the Area Assembly: comprised of each current Group General Service Representative, (alternate General Service Representative or group appointed representative if current General Service Representative is unable to attend) and the District Committee Member, (alternate District Committee Member or District appointed representative if current District Committee Member is unable to attend).
- (b) Elected Area 61 officers: Delegate, Alternate Delegate, Chairperson, Secretary, Treasurer.
- (c) Area Standing Committee Chairpersons: Archives, Cooperation with the Professional Community/Public Information, Corrections, Grapevine, Information Services, and Treatment/Accessibilities.
- (d) Immediate Past Delegate (who also serves as the Convention Committee Chairperson).

6.02. Rights of Members. The right of a member to vote, as defined in Section 5.07, and all rights, titles, and interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

6.03. Resignation. Any member of the Corporation may resign from the Corporation.

6.04. No Compensation for Service Rendered. No member shall receive any compensation from the Corporation for any services rendered in their capacity as a member of the Corporation.

6.05. Expense Reimbursement. The annual corporate budget as presented by the Treasurer and approved by the Area Assembly shall be the general guide for reimbursement of expenses. Budgeted expenses will be tendered to those entitled upon receipt of appropriate supporting documentation. No member shall be empowered to spend unbudgeted corporate funds in any single or continuing fashion, unless directly authorized to do so by the Area Assembly.

ARTICLE VII

Agents and Representatives

7.01. The Registered Agent of the Corporation shall be the current Alternate Delegate. Other agents or representatives may be appointed by the Area Assembly to perform such acts or duties on behalf of the Corporation as may be consistent with governing statutes, the Articles of Incorporation, and these By-Laws.

ARTICLE VIII

Contracts

8.01. The Area Committee, except as otherwise provided in these By-Laws, and subject to review by the Area Assembly, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Area Committee, no Officer or agent shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE IX

Fiscal Year

9.01. The fiscal year of the Corporation shall commence on January 1st of each calendar year, and end on December 31st of the same year.

ARTICLE X

Prohibition Against Sharing in Corporate Earnings

10.01. No member, or employee, or member of a committee, or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the Corporation, provided this shall not prevent the payment to any such person authorized expenses incurred; and no such person or persons shall be entitled to share

in the distribution of any of the corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors will distribute the funds to charitable, religious or educational organizations including but not limited to any in state or out of state Alcoholic Anonymous organizations, which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI

Exempt Activities

11.01. Notwithstanding any other provisions of these By-Laws, no member or representative of this Corporation shall take any action or carry on any activity on behalf of the Corporation that does not fall within the Corporation's purpose as set forth in the Articles of Incorporation, and as may be amended by the Area Assembly.

ARTICLE XII

Conflict of Interest

12.01. The Corporation shall at all times have a Conflict of Interest policy in place, attached to these By-Laws as Appendix A. The officers of the Corporation shall see that members, officers, and directors adhere to this policy at all times.

ARTICLE XIII

Amendments

13.01. Any member may propose to make, alter, amend, or repeal the By-Laws of the Corporation, they shall forward the proposal to the Area Committee for discussion. The Area Committee shall return the proposal with a recommendation at least twenty (20) days prior to the next Area Assembly, and written notice of the Committee's recommendation shall be included in the notice of the Area Assembly meeting, which may adopt the proposal by a two-thirds (2/3) vote of a quorum.

Appendix A

Conflict of Interest Policy

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect Area 61 Rhode Island General Service, Inc.'s (Area 61) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which Area 61 has a transaction or arrangement;
 - b. A compensation arrangement with Area 61 or with any entity or individual with which Area 61 has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Area 61 is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing

board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Area 61 can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Area 61 's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. .

Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the member's alleged response failure to and disclose after making further investigation as warranted by the circumstances.
- b. If, after hearing the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from Area 61 for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Area 61 for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Area 61, either individually or collectively is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands Area 61 is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure Area 61 operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Area 61's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Area 61 may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.