

# **MEMPHIS AREA INTERGROUP ASSOCIATION**

## **BY-LAWS**



**Adopted: September 12, 2010**

**Last Amendment: August 17, 2023**

### **ARTICLE ONE: Organization**

The name of this organization is the Memphis Area Intergroup Association (M.A.I.A.)

### **ARTICLE TWO: Purpose**

- A. The purpose of the MAIA is to aid Memphis area AA groups in carrying the AA message to the alcoholic who still suffers.
- B. To receive and distribute funds from the membership. To perform any acts necessary to carry out the MAIA purpose while staying within the 12 Traditions of Alcoholics Anonymous.
- C. To carry on the everyday activities and to purchase or acquire property for the transaction of its business.
- D. To acquire property by grant, gift or bequest which shall not exceed the amount prescribed by the General Service Office of Alcoholics Anonymous.
- E. To pay reasonable compensation for services necessary to carry out the purpose of MAIA.

### **ARTICLE THREE: Membership**

- A. Membership shall consist of any Memphis area group or meeting of Alcoholics Anonymous that wishes to participate in the purpose of the M.A.I.A.
- B. Membership shall in no case be dependent on dues, fees, pledges, or assessments.
- C. In order to become a member of the M.A.I.A. a group may petition for membership at the M.A.I.A. Intergroup Representatives meeting. The new group information shall be immediately available on the online meeting directory and website but will not be listed in the directory until the group has been meeting for at least six (6) months. The new group, upon joining the M.A.I.A. will immediately have a voice and a vote at the monthly M.A.I.A. Intergroup Representatives' meeting.

### **ARTICLE FOUR: Meetings-Order of Business at Intergroup Meetings**

#### A. Meetings:

In order to avoid any holiday conflicts, the IGR Annual Meeting Schedule will be confirmed at end of calendar year for the following calendar year.

1. The M.A.I.A. Chairperson may call a meeting under unusual or extraordinary circumstances at their discretion.
2. A special meeting of the IG reps shall be called and set by the Chairperson upon a vote of not less than two thirds (2/3) of the IG reps.
3. Voting by proxy shall not be permitted at the IG rep's meeting.
4. A voice and vote shall be restricted to duly elected M.A.I.A. reps or their Alternates, (not both).
5. Steering Committee members shall have a voice at the M.A.I.A. reps meeting, but no vote.
6. In any meeting of the M.A.I.A., voting shall be by hand count. If the hand count is questioned, the Chairperson, or any M.A.I.A. representative may request a written ballot.
7. A quorum, within the meaning of these by-laws shall consist of twenty-five (25) representatives of the M.A.I.A.

#### B: Order of Business at Intergroup Meetings.

At the Intergroup meeting of the M.A.I.A., the suggested order of business shall be as follows:

1. Roll call, or report by Executive Secretary to presiding officer, of number of members in good standing present at the meeting.
2. Reading of minutes of the preceding IG rep meeting, if requested
3. Reading of Steering Committee report
4. Treasurer's report
5. Reports of committees

6. Old business
7. New business
8. Adjournment
  - a. The order of business at a special meeting shall be substantially the same as above. Only matters set forth in the notice calling the meeting shall be considered.
  - b. Robert's Rules of Order, as revised, shall decide all questions of parliamentary nature not provided for in these by-laws.

#### **ARTICLE FIVE: M.A.I.A. Representatives**

The M.A.I.A. shall be managed by the M.A.I.A. Representatives as described below:

- A. All matters except those concerning the everyday operation of the MAIA office shall come before the monthly IG rep meeting.
- B. The everyday operation of the Intergroup office facility will be delegated to the Steering Committee.
- C. Representatives of the M.A.I.A. shall be elected by the majority of the local group or meeting they represent, and their suggested term of office shall be for two (2) years.
- D. Nothing in these by-laws shall be construed as determining the method of Election of a Representative by an individual group or meeting, providing that the elected Representative be a member of the electing group and that he or she has a satisfactory record of sobriety all of which is determined by the conscience of his or her home group.
- E. Any Representative of the M.A.I.A. may be removed by their member group or meeting with or without cause. It is suggested that any vacancies occurring by such group action are to be filled within thirty (30) days of such action.

#### **ARTICLE SIX: Steering Committee**

##### A. Responsibilities

1. The Steering Committee will be responsible for the operation of the Intergroup Office.
2. The Steering Committee shall have the responsibility and right to select where the Intergroup Office is located.
3. The Steering Committee will be responsible for any other facility that the MAIA Representatives may authorize.
4. The Steering Committee will be responsible to the MAIA Representatives in all matters.

##### B. Qualifications to be an At-Large Steering Committee member shall be as follows:

1. Be a former M.A.I.A. Representative, or a currently serving M.A.I.A. Representative, or an M.A.I.A. Alternate Representative who has attended at least four (4) M.A.I.A. Representative meetings within a year.
2. A minimum of three (3) years of continuous sobriety.

##### C. Term of Office

The term of office for the at-large members of the Steering Committee will be two (2) years. There is a term limit of either two (2) partial or full terms consecutive or otherwise.

##### D. Vacancies

1. Any vacant Steering Committee position shall be filled by the remaining Steering Committee members on an interim basis until an election can be held in accordance with Article 6 E. The election will be for a full two-year term.
2. In the event of the resignation of the Past Chairperson, the replacement must be a Past Chairperson or a past Steering Committee member. This nomination by the

##### E. General Election of Steering Committee Members and/or Officers.

1. The Steering Committee will consist of the MAIA Chairperson, the Executive Secretary, the Treasurer, the Office Manager, and five (5) At-Large members, along with a Past Chairperson (an advisory position with no vote).
2. The residing Steering Committee members shall nominate one (1) individual for each open at-large position, or Officer Position, on the Committee. This nomination is to be presented to the MAIA Representatives at the MAIA monthly business meeting.
3. Nominations from the MAIA Representatives will be accepted at the following months MAIA business meeting.
4. The election will be held at the following months MAIA business meeting.
5. Notice should be given to the MAIA Representatives at the business meeting prior to the Steering Committee nomination so the Representatives can obtain their groups nominations.
6. All nominated individuals must be present at the nominating meeting to accept the nomination.
7. If there are no nominations from the MAIA Representatives, then the Steering Committee's nomination is to be confirmed by the MAIA Representatives.
8. The 3rd Legacy procedure from the GSO Service Manual is to be used in deciding elections for all voting members of the Steering Committee, except for the Office Manager, who is an employee.

F. Steering Committee Meetings

1. The Steering Committee shall meet monthly on the Tuesday prior to the MAIA Representative's meeting.
2. A quorum of the Steering Committee shall be five (5).
3. Any Steering Committee member who misses four (4) meetings in a calendar year shall be removed.

**ARTICLE SEVEN: Officers**

A. Chairperson

1. Shall have at least five (5) years continuous sobriety.
2. Nomination and voting are to follow the procedure outlined in Article 6 E, a three- m e e t i n g process.
3. Is the executive officer of MAIA and shall preside over all regular and special MAIA Representatives meetings.
4. Shall serve as the chairperson of the Steering Committee.
5. Shall be one of four (4) authorized persons to sign any banking transactions, together with the Treasurer, Executive Secretary or Office Manager.
6. Shall have no vote at the MAIA Representatives meeting EXCEPT to break a tie vote.
7. Shall be empowered to call special meetings for urgent reasons and may appoint various committees as needed.
8. The Chairperson is responsible for conducting all meetings in the spirit of the Twelve Traditions of Alcoholics Anonymous and is to assure that all activities are conducted in the spirit of the MAIA by-laws.
9. In the absence of the Chairperson, the Treasurer will preside over the monthly MAIA Representatives meeting. In the absence of both the Chairperson and the Treasurer the Secretary will preside over the meeting.
10. The term of office for the chairperson will be two (2) years. There is a term limit of two (2) partial or full terms, consecutive or otherwise.

B. Executive Secretary

1. Will have a minimum of five (5) years continuous sobriety.

2. Nomination and voting are to follow the procedure outlined in Article 6 E, a three- m e e t i n g process.
3. Will attend all meetings of the Steering Committee and the monthly MAIA Representatives business meeting. He/she will act as the secretary of each meeting by recording all votes and minutes. The recording of votes and minutes may be done at the discretion of the Executive Secretary by a "recording secretary" of his or her appointment.
4. In the absence of the Secretary for any reason, the Chairperson may appoint secretary pro tem for that meeting.

C. Treasurer:

1. Will have a minimum of three (3) years continuous sobriety.
2. Nomination and voting to follow the procedure outlined in Article 6E, a three (3) meeting process.
3. Will keep the books of the MAIA including receipts and disbursements and will handle all tax matters.
4. Will have a two (2) year term and may be re-elected.
5. Will ensure that two (2) MAIA officers sign all banking transactions.

D. Alternate Treasurer:

1. Will have a minimum of three (3) years continuous sobriety.
2. Nomination and voting to follow the procedure outlined in Article 6E, a three (3) meeting process.
3. Will have a (2) two-year term and may be re-elected.
4. Work with the Treasurer in preparation of reports and activities to become familiar with responsibilities of the office.
5. Will assume all duties and responsibilities of Treasurer during the temporary absence or incapacity of the Treasurer. The vacancy of the Treasurer position will be filled by voting to follow the procedures outlined in Article 6E, a three (3) meeting process or Article 6D, as applicable.

E. Office Manager

1. Duties and responsibilities will be established by the Steering Committee, to include the day-to-day operations of M.A.I.A and the Intergroup Office.
2. Will attend the business meetings of the Steering Committee and the Intergroup Representatives and present a monthly office report.
3. Will have a voice at the Intergroup Representatives meeting, and a voice and vote on the Steering Committee; however, the Office Manager will have no vote in connection with his/her compensation.
4. The employment of the Office Manager is at will and may be terminated at any time by the Office Manager or by a two-thirds vote of the Steering Committee.

F. Recommendation for removal of any At-Large Steering Committee member or Officer.

1. Will be made by motion and second at the MAIA Representatives meeting. Motion can come from the MAIA body of Representatives, or by recommendation from the Steering Committee.
2. Votes will be taken at the next regularly scheduled MAIA Representatives meeting.
3. A vote of 2/3's of the members voting will be required for removal.

G. Resignation

1. Any Officer may resign at any time with a letter of resignation to the Steering Committee, to be effective upon receipt of the letter.
2. The remaining Steering Committee members will nominate an individual for the vacated position. An election for the position will be held per Article 6E, a three (3) meeting process.
3. For any At-Large Steering Committee vacancy, the remaining Steering Committee members will elect an individual to fill the unserved portion of the vacated position's term. This selection is to be confirmed by the MAIA Representatives.

#### **ARTICLE EIGHT: Amendments**

- A. In order for these by-laws to be altered, repealed, or added to, an affirmative vote of not less than two thirds (2/3) of the MAIA Representatives present and voting is required.
- B. Such amendments are to be presented at a preceding, regularly scheduled MAIA Representatives meeting by either a Steering Committee recommendation, or a seconded motion from a MAIA Representative.

#### **ARTICLE NINE: Restriction of these By-Laws**

- A. Nothing in these by-laws shall be construed as interfering with the internal business, policies or organization of any of the local groups forming the MAIA.

#### **ARTICLE TEN: Registration of the MAIA**

- A. The registration of the MAIA shall be duly maintained in the State of Tennessee as a non-profit organization and such Association shall be kept current by appropriate payments of taxes, and etc., which will be taken from the fund of the MAIA.

#### **ARTICLE ELEVEN: Effective Date**

- A. These by-laws are effective upon their adoption by a two-thirds (2/3) vote of the MAIA Representatives present and voting. Prior by-laws, rules and regulations are repealed. Effective date: June 3, 1990.

#### **ARTICLE TWELVE: Disposition of Assets in the event of Dissolution of the Association**

Be it resolved that in the event of the dissolution of the MAIA, the residual assets, after settlement of all outstanding claims and debts, shall be ordered by the Corporation's board of Representatives transmitted to the General Service Board of Alcoholics Anonymous, Incorporated, in New York, New York (or its successor) for that abatement of alcoholism. Should such a transmittal prove impracticable, the said residual assets shall be transferred to a comparable organization qualifying under Section 501 of the Internal Revenue Code. (Group Meeting) is defined as: Any gathering of members of Alcoholics Anonymous that meet on a regular basis that complies with six (6) points in the A.A. Group pamphlet.

The group conscience of A.A. in the U.S. and Canada seems to have agreed upon six points that define an A.A. group:

1. All members of the group are alcoholics, and all alcoholics are eligible for membership.
2. As a group, they are fully self-supporting.
3. The group's primary purpose is to help alcoholics recover through the Twelve steps.
4. As a group, they have no outside affiliation.
5. As a group, they have no opinion on outside issues.
6. As a group, their public relations policy is based on attraction rather than promotion, and they maintain personal anonymity at the level of press, radio, TV, and films.

**\*\*MAIA BY-LAWS – Addendum for “Old/Superseded” Amendments\*\***

**Article Two: Purpose ---**

*AS AMENDED FEBRUARY 2009:*

- A. The purpose of the association is to help in the recovery of people suffering from alcoholism.
- B. MAIA exists to aid the groups in their common purpose of the AA message to the alcoholic who still suffers.
- C. To receive and distribute funds from membership. To perform any acts necessary to carry out the MAIA purpose while staying within the 12 Traditions.
- D. To carry on the everyday activities and to purchase or acquire property for the transaction of its business.
- E. To acquire property by grant, gift or bequest which shall not exceed the amount prescribed by the General Service Office.
- F. To pay reasonable compensation for services necessary to carry out the purpose of the MAIA.

**Article Three: Membership**

*AS AMENDED APRIL 2009:*

- A. Membership shall consist of any Memphis Area (“Group or Meeting”) of Alcoholics Anonymous that wishes to participate in the purpose of the MAIA provided the group or meeting has been meeting a minimum of six (6) months.
- B. Membership shall in no case be dependent on dues, fee’s pledges, or assessments.

*AS AMENDED OCTOBER 2009*

PRIOR TO AMENDMENT

- C. In order to become a Member of the MAIA, the applying Group or Meeting shall petition at the regular Intergroup monthly meeting. With a voice vote of a majority of Representatives present, membership shall be granted. The Intergroup Secretary may assist the new Group in applying for membership with GSO if desired.
- C. In order to become a Member of MAIA, New group may petition for membership at any time with a voice and a vote at the MAIA IG Rep meeting; however, new group information will not be listed in the directory until the group has been meeting for at least six (6) months.

*AS AMENDED MAY 2016:*

PRIOR TO AMENDMENT:

- C. In order to become a member of the M.A.I.A. a group may petition for membership at the M.A.I.A. Intergroup Representatives meeting; however, new group information will not be listed in the directory until the group has been meeting for at least six (6) months. The new group, upon joining the M.A.I.A. will immediately have a voice and a vote at the monthly M.A.I.A. Intergroup Representative meeting.

C. In order to become a member of the M.A.I.A. a group may petition for membership at the M.A.I.A. Intergroup Representatives meeting. The new group information shall be immediately available on the online meeting directory and website but will not be listed in the directory until the group has been meeting for at least six (6) months. The new group, upon joining the M.A.I.A. will immediately have a voice and a vote at the monthly M.A.I.A. Intergroup Representatives' meeting.

#### **Article Four: Meetings – Order of Business at Intergroup Meetings**

Section A. Meetings – PRIOR TO AMEND: 1. The regular monthly Representatives Meeting will be held the 1st Sunday of every month at 1:30 p.m. or changed by the Representatives for the following month due to a holiday or some valid reason.

*AS AMENDED FEBRUARY 2008:* 1. The regular monthly Representatives Meeting will be held the 1st Sunday of every month at 1:00 p.m. or changed by the Representatives for the following month due to a holiday or some valid reason.

*AS AMENDED NOVEMBER 2019:* In order to avoid any holiday conflicts, the IGR Annual Meeting Schedule will be confirmed at the end of calendar year for the following calendar year.

#### **Article Six: Steering Committee**

PRIOR TO AMENDMENT: Term of office for the at-large members of the Steering Committee will be two (2) years.

*AS AMENDED AUGUST 2001:* Term of office for the at-large members of the Steering Committee will be two (2) years. There is a term limit of either two (2) partial or full terms, consecutive or otherwise.

*AS AMENDED NOVEMBER 2012:* Article Six A 2: The Steering Committee shall have responsibility and right to select where Intergroup Office is located.

*AS AMENDED OCTOBER 2013:* Article Six E: ADDED Past Chairperson position to be an Advisory position, with no vote.

*AS AMENDED SEPTEMBER 2018:*

Article Six: Steering Committee

Qualifications to be an At-Large Steering Committee member shall be as follows:

1. Be a former M.A.I.A. Representative, or a currently serving M.A.I.A. Representative, or an M.A.I.A. Alternate Representative who has attended at least 4 M.A.I.A. Representative meetings within a year.
2. Have a minimum of three (3) years of continuous sobriety.

PRIOR TO AMENDMENT

Qualifications to be an At-Large Steering Committee member shall be as follows:

1. Be a past M.A.I.A. Representative
2. A minimum of three (3) years of continuous sobriety

#### **Article Seven: Officers**

PRIOR TO ADMEND:

1. Chairperson – Selected by nomination and vote of the MAIA representatives. Candidates shall be past MAIA Representatives and have five (5) years of continuous sobriety. The election procedure should be a three (3) meeting process like the Steering Committee. The Chairperson of



the Association (MAIA) and Chairperson of the Steering Committee. Terms of office shall be two (2) years with an additional two (2) years on the Steering Committee.

*AS AMENDED AUGUST 2001:*

1. Chairperson: Selected by nomination and vote of the MAIA representatives and have five (5) years continuous sobriety. The election procedure should be a three (3) meeting process, like the Steering Committees. The Chairperson of the Association (MAIA) and Chairperson of the Steering Committee. The term of office shall be two (2) years on the Steering Committee as past Chairperson. There is a term limit as Chairperson to either two (2) full or partial terms, consecutive or otherwise. The Chairperson rotates to the Steering Committee for one (1) additional two (2) year terms. The Steering Committee shall follow Article 6 C if the outgoing Chairperson does not rotate onto the Steering Committee.

*AS AMENDED APRIL 2008:* 1. MAIA Chairperson: A. Is the executive officer of MAIA and shall preside over all regular and special Intergroup Representative Meetings. B. Shall serve as chairperson of the Steering Committee. C. Shall be one of three (3) authorized persons to sign checks together with the Treasurer or Office Manager/Executive Secretary. D. Shall have no vote at the Intergroup Representatives Meeting EXCEPT to break a tie. E. Shall be empowered to call special meetings for urgent reasons and may appoint various committees as needed. The Chairperson is responsible for conducting all meetings in the spirit of the 12 Traditions of Alcoholics Anonymous and assures that all activities are conducted in the spirit and intent of the Intergroup By-Laws.

*AS AMENDED APRIL 2008:* Article Seven, 2. Executive Secretary: D. In the absence of the secretary for any reason, the Chairperson may appoint secretary pro tem for that particular meeting. E. Shall be one of the three (3) authorized persons to sign checks together Chairperson or Treasurer.

*AS AMENDED NOVEMBER 2015:* Article Seven D: ADDED Alternate Treasurer Position. AMENDED Article Seven D) Recommendations for Removal to E AMENDED Article Seven E: Resignation to F).

*AS AMENDED May 16, 2021:*

Article 7, Section A., 10.)

The term of office for the chairperson will be two (2) years. There is a term limit of two (2) partial or full terms, consecutive or otherwise.

*AS AMENDED AUGUST 2021:*

Article 7, Section F., 2.

PRIOR TO AMEND:

2. The remaining Steering Committee members will elect an individual to fill the unserved portion of the vacated positions term. This selection is to be confirmed by the MAIA Representatives.

*AS AMENDED:*

2. The remaining Steering Committee members will nominate an individual for the vacated position. An election for the position will be held per Article 6E, a three (3) meeting process.

3. For any At-Large Steering Committee vacancy, the remaining Steering Committee members will elect an individual to fill the unserved portion of the vacated positions term. This selection is to be confirmed by the MAIA Representatives.

AS AMENDED JULY 2023

Article Six: Steering Committee

PRIOR TO AMEND

D. Vacancies

1. Any Vacant Steering Committee position shall be filled by the remaining Steering Committee members by nomination of a person to fill the vacated position. The M.A.I.A. Representatives

must confirm the nomination.

AS AMENDED July 2023

D. Vacancies

1. Any vacant Steering Committee position shall be filled by the remaining Steering Committee members on an interim basis until an election can be held in accordance with Article 6 E. The election will be for a full two-year term.

*AS AMENDED MARCH 2022*

*AMENDED JULY 2023*

REMOVE: B., 4. Will do all correspondence for the MAIA.

ADD:

E. Office Manager

1. Duties and responsibilities will be established by the Steering Committee to include the day-to-day operations of M.A.I.A and the Intergroup Office.
2. Will attend all regular meetings of the Steering Committee and the Intergroup Representatives meetings and present a monthly report.
3. Will have a voice at the Intergroup Representatives meeting, and a voice and vote on the Steering Committee; however, the Office Manager will have no vote in connection with his/her compensation.
4. The employment of the Office Manager is at will and may be terminated at any time by the Office Manager or by a two- thirds vote of the Steering Committee

**Article Eight: Amendments**

PRIOR TO AMEND: "These by-laws to be altered, amended, repealed, or added to by an affirmative vote have not less than two thirds (2/3) of MAIA Representatives present and voting, provided such amendments are presented by the Steering Committee at the regular meeting preceding such a vote."

AS AMENDED 8/5/01 \*\*\*\*CORRECTION\*\*\*\*(12/17/07)-----"These by-laws to be altered, repealed, or added to by an affirmative vote of not less than two thirds (2/3) of the MAIA Representatives present and voting, provided such amendments are presented at a preceding, regularly scheduled MAIA Representatives meeting by either the Steering Committee minutes or a seconded motion of the MAIA Representatives.

*AS AMENDED August 17, 2023: Article Six D: Vacancies*

*PRIOR TO AMENDMENT*

1. Any vacant Steering Committee position shall be filled by the remaining Steering Committee members by nomination of a person to fill the vacated position. The MAIA Representatives must confirm the nomination.  
AS AMEDED
2. *Any vacant Steering Committee position shall be filed by the remining Steering Committee member on an interim basis until an election can be held in accordance with Article 6 E. The election will be for a full two-year term.*