

**BY-LAWS**  
of  
**AL-ANON/ALATEEN FAMILY GROUPS**  
**NEW HAMPSHIRE, INC.**  
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Approved May 18, 2019

**ARTICLE I – NAME**

1. **Name:** The name of this Corporation shall be Al-Anon/Alateen Family Groups – New Hampshire, Inc.
2. **Definitions:** As used in these By-Laws:
  - a) **Al-Anon Group** means a group of relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship.
  - b) **Alateen Group** means a group of teenage relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship.
  - c) **New Hampshire Area 35 (NH Area 35) Assembly** means the organization described in Article X of these By-Laws.
  - d) **Director** means a person who is or becomes a Director pursuant to these By-Laws.

**ARTICLE II – PURPOSES**

1. **Purposes:** The purposes of this Corporation are to encourage, assist and serve the families and friends of alcoholics in dealing with the problems concerning and attendant on alcoholism; to reinforce their efforts to understand themselves and the alcoholic; and to foster their restoration toward a more manageable life.

These purposes shall be accomplished through the dissemination of information pertaining to the Al-Anon/Alateen Family Groups and through performing services for the Al-Anon/Alateen Family Groups in NH Area 35 that they cannot do independently. This Corporation shall serve as a guardian of the Twelve (12) Traditions of Al-Anon and the Twelve (12) Traditions of Alateen.

2. **Activities:** In furtherance of the purpose, the Corporation will:
  - a) Assist Al-Anon and Alateen groups in the conduct of their activities;
  - b) Provide relatives and friends of alcoholics with information about the principles and Traditions of Al-Anon/Alateen and locations of Al-Anon and Alateen groups;
  - c) Assist in the formation of new Al-Anon/Alateen groups;
  - d) Distribute literature of interest to Al-Anon/Alateen groups;
  - e) Bring Al-Anon/Alateen groups to the attention of the concerned public;
  - f) Provide information and other assistance to persons for whom regular attendance at meetings of Al-Anon/Alateen groups is difficult or impractical; and
  - g) Establish and maintain policies for the work of the Corporation.

**ARTICLE III – MEMBERS**

**Members:** The Board of Directors of the Corporation is self-perpetuating and they are the only members. For purposes of clarification, self-perpetuating means that the Board of Directors elects its own replacements and successors: subject, however, to the provisions of Article X regarding removal.

**ARTICLE IV – DIRECTORS**

1. **Numbers, Tenure and Qualifications:** The number of Directors of the Corporation shall be five (5). The initial board shall consist of those members nominated by the Board of Directors and affirmed by traditional approval at the May 18, 2019 NH Area 35 Assembly and their term shall begin on May 18, 2019 and end at 11:59 PM on December 31, 2019. The Board of Directors may elect a director who has not been affirmed subject to a reorganization of the Corporation as per Article X, Section 4. Thereafter, Directors shall serve for a term of three (3) years beginning January 1<sup>st</sup> of the year immediately following election by the Board of Directors unless otherwise provided in the election resolution or until a Director's successor shall have been qualified and elected. Qualifications to be a Director shall include but not be limited to being a member of Al-Anon, being eighteen (18) years of age or older and not being a member of AA. As per New Hampshire law, qualifications also include not being of the same immediate family or related by blood or marriage. No employee of a

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charitable nonprofit corporation shall hold the position of chairperson or presiding officer of the board. These provisions may be waived with the approval of the New Hampshire Director of Charitable Trusts after application for such waiver. The Board of Directors may also appoint an Alateen as an advisory member with voice but no vote provided any requirements regarding Alateen participation are met.

2. Resignations: Any or all Director(s) may resign at any time by giving written notice to the other members of the Board of Directors. Such resignation shall take effect when the notice is received unless the notice specifies a future date; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If any Director shall fail to meet any qualification under Section 1 of this Article IV, he or she shall be deemed to have resigned, effective immediately.
3. Vacancies: Any vacancy occurring in the Board of Directors shall be filled by the Directors then in office. Each Director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors or until his or her successor is qualified and elected.
4. Annual and Regular Meetings: The annual meeting of the Board of Directors shall be held the day of the NH Area 35 Assembly in the fall of each year immediately following the Assembly at the same location as the Assembly is held, except when special circumstances warrant a change. Other regular meetings of the Board of Directors shall be held three (3) times a year immediately following the first and second spring Assemblies and immediately following the AWSC meeting preceding the Fall Assembly. Annual and regular meetings are open to all Assembly attendees. [See Section 10 Reports of this Article IV]
5. Special Meetings: Special meetings of the Board of Directors may be held to address urgent legal matters that cannot wait until the next regular meeting as well as to fill vacancies as described in Article IV, Section 3 above. Such special meetings may be held at any time on the call of the Chairperson of the Corporation or at the request of any two (2) Directors then in office. Special meetings of the Board of Directors may be held at such place as shall be specified or fixed in the call for such meeting or notice thereof. Notice of each special meeting, specifying the date, time, and place shall be given by or at the direction of the Secretary to each Director at least seven (7) days before the day on which the meeting is to be held, unless additional notice is required under the next paragraph of these By-Laws. Notice of such meeting shall be posted on the official NH Area 35 website. [See Section 10 Reports of this Article IV]
6. Notice and Voting Requirements in Certain Events: The Secretary of the Corporation shall give each Director at least fourteen (14) days prior written notice of any regular or special meeting at which a vote is to be taken on any of the following matters:
  - a) the amendment of the Corporation's By-Laws [See Article XII];
  - b) the merger of the Corporation;
  - c) the sale, lease or exchange of all or substantially all of the Corporation's assets other than in the usual and regular course of business; or
  - d) dissolution of the Corporation.

The notice required under this section shall specify that the purpose or one of the purposes, of this meeting is to consider one of the above-listed matters and must be accompanied by a summary of the proposed amendment, plan of merger, transaction or plan of dissolution. In order to be valid corporate action, the above-listed matters must be approved by the vote of a two-thirds (2/3) majority of the Directors in office at the time the vote is taken with the exception of Section b which may be approved by a majority vote of the Directors. Actions taken by the Board of Directors regarding Sections b, c and/or d shall become final upon a two-thirds (2/3) vote of the Assembly to affirm such action. Each Director is entitled to one (1) vote only in any action requiring a vote of the Board of Directors. Proxy votes are not permitted. [See Section 10 Reports of this Article IV]

7. Quorum: A two-thirds (2/3) majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be binding, unless a greater number is required by law or these By-Laws. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting, without notice other than the announcement at the meeting, until a quorum is present.
8. Participation at Meetings by Conference Telephone: Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting by such means shall constitute attendance and presence in person at the meeting.

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9. Informal Action: Any action required to or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent in lieu of such meeting, setting forth the action so taken, is signed by all the Directors. Such action is effective when the last Director signs the consent unless the consent specifies a different effective date. [See Section 10 Reports of this Article IV]
10. Reports: The Board of Directors shall provide a report of all actions, both formal and informal, taken at any annual, regular or special meeting of the Board of Directors. Said report shall be made available by the Secretary within two (2) weeks of said meeting. Said report shall also be posted on the official NH Area 35 website and be submitted at the next Area Assembly.
11. Compensation: Directors shall receive no compensation for their services but shall be entitled to reimbursement for reasonable expenses incurred.
12. Removal: Any member of the Board of Directors may be removed for just cause by a vote of two-thirds (2/3) of the written ballots cast by the Board of Directors. Just cause is defined as:
  - a) absence from two meetings during any twelve (12) month period;
  - b) a conflict of interest defined as having a substantial financial interest in any contract or transaction requiring authorization by the Board of Directors and refusing to recuse oneself or being actively involved in another organization that is at cross purposes with this Corporation;
  - c) a conflict of commitment violation defined as any commitment of time or effort to non-Board activities such that an individual, cannot meet the usual obligations to the Board; or
  - d) failure to adhere to any written policies and procedures of the Board of Directors. Such removal shall occur at a regular or specifically called meeting of the Board of Directors.

The initial determination of whether there is just cause shall be made by the President of the Corporation. If the President of the Corporation is the Director under consideration, then the initial determination of just cause shall be made by the Secretary. Upon a finding of just cause by the President or the Secretary, as the case may be, the Secretary (or if the person under consideration is the Secretary, the President) shall send a notice of the proposed removal by mail, certified or registered, if possible, to the last recorded address of such member at least fifteen (15) days before final action is taken on such removal. The member shall have the opportunity to present at the meeting of the Board of Directors any relevant information, in writing, in person, or through a representative, before final action is taken. Fifteen (15) days' notice shall also be given to the other members of the Board of Directors.

**ARTICLE V – POWERS AND DUTIES OF THE DIRECTORS**

1. Control: The Board of Directors shall control and manage the affairs of the Corporation.
2. Powers: Without limiting the generality of the preceding paragraph, the Board of Directors shall have the following Powers subject to Article IV, Section 6:
  - a) To establish and maintain the policies of the Corporation;
  - b) To control the property and finances of the Corporation;
  - c) To establish plans and conduct the operations of the Corporation;
  - d) To authorize expenditures;
  - e) To elect the officers of the Corporation; and
  - f) To take such measures as may be necessary to carry out the purposes of the Corporation.
3. Conflict of Interest: Any Director having a conflict of interest in any contract or transaction requiring authorization by the Board of Directors as per Article IV, Section 12b shall disclose such interest. If the Board of Directors determines the conflict to be substantial, that Director shall not vote on the matter.

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**ARTICLE VI – OFFICERS**

1. Officers: The Officers of the Corporation shall consist of a Chairperson, a President, a Vice President, a Treasurer and a Secretary, and such other officers as may be deemed necessary from time to time by the Board.
2. Election: The Chairperson, the President, the Vice President, the Secretary and the Treasurer shall be elected at an annual meeting of Directors from among the Directors for a term of three (3) years each or until their successor is duly qualified and elected. [See Article IV, Section 1]
3. Vacancy: Any vacancy may be filled for the unexpired term by a majority vote of the Directors. [See Article IV, Section 3]
4. Removal: Any Officer may be removed from office by an affirmative vote of two-thirds (2/3) of the Directors as per Article IV, Section 12.

**ARTICLE VII – DUTIES OF OFFICERS**

1. The Chairperson: The Chairperson shall have the duties set forth in these By-Laws, shall preside at the meetings of the Board of Directors and shall have such other duties as are prescribed by the Board of Directors.
2. The President: The President shall perform all the necessary duties, and exercise all the customary powers incident to the office of President, including appointment of committee Chairpersons. The President shall have general supervision of all of the affairs of the Corporation, and shall be an ex officio member of all committees.
3. The Vice President: The Vice President shall be an aide to the President and shall perform the duties of the Chairperson in the absence or disability of the Chairperson.
4. The Treasurer: The Treasurer shall be the financial officer of the Corporation and shall provide advice to the Corporation with respect to general financial policy and ancillary matters such as the collection, custody, and control of funds of the Corporation and maintenance of books of accounts and financial records subject to such directions as may be given by the Board of Directors. If the Board determines that there should be an audit of the financial affairs of the Corporation, the Treasurer is responsible for making the arrangement to have the books of account of the Corporation audited by an independent Certified Public Accountant provided there is no conflict of interest. The Treasurer shall be responsible for disposition of funds of the Corporation on deposit in banks and other holding accounts. The Treasurer will also file all financial reports with the State of New Hampshire and Federal authorities as legally required.
5. The Secretary: The Secretary shall record the minutes of all meetings of the Corporation, shall be the custodian of books and records of the Corporation and shall perform such other duties as may be delegated. The Secretary shall also file all nonfinancial reports with the State of New Hampshire and Federal authorities as legally required.
6. Duties: The Officers of the Corporation shall each perform such other duties as may be delegated to them by the Board of Directors as well as such other duties as shall pertain to their respective offices.

**ARTICLE VIII – FINANCES**

1. Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January in each year and end on the 31<sup>st</sup> day of December thereof.
2. Checking Authority: Checks shall be made in the name of the Corporation. The Treasurer, President, and Chairperson shall be authorized signatories and shall be authorized to conduct financial transactions in the name of and on behalf of the Corporation. In every instance where an expenditure shall exceed five hundred dollars (\$500.00), the signature of any two (2) of the aforesaid persons shall be required.
3. Authorized Expenses: If expenditures of corporate funds in excess of the total that appears in the current budget becomes necessary, the Board of Directors shall consult the NH Area 35 Assembly with the understanding that any resolution does not affect the legal obligations of the Board.

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4. Budget Committee: The Board of Directors shall appoint a Budget Committee that has been traditionally approved and which shall be composed of the Treasurer, who shall serve as chairperson, and four (4) other Al-Anon members. Said Committee shall be appointed triennially for a term of three (3) years. The Budget Committee shall meet a sufficient number of times in a given year to prepare an annual budget for presentation and discussion. After said budget receives Assembly traditional approval, the Board of Directors shall adopt said budget.
5. Financial Review Team: The Board of Directors shall appoint a Financial Review Team consisting of at least two (2) other Al-Anon members who are not members of the Budget Committee, neither of whom may be the Treasurer, to review the financial books of the Corporation annually. The Treasurer shall make him/herself available for clarification as needed. The Financial Review Team shall review and prepare a report of the financial books upon the appointment and subsequent election of a new Treasurer.
6. Convention Committee: The Board of Directors shall appoint a Convention Committee upon recommendation of the Convention Coordinator. All financial reports of the Convention Committee shall be submitted to the Board of Directors.
7. Financial Contributions: There shall be no membership dues or fees. Necessary funds shall be raised through voluntary contributions from members of Al-Anon/Alateen groups, and through activities that are in keeping with Al-Anon's Twelve (12) Traditions or Alateen's Twelve (12) Traditions. No outside contributions of goods, monies or services will be accepted in keeping with Tradition Seven. All contributions go into the Corporate Treasury and cannot be earmarked for special purposes without a proposal by a two-thirds (2/3) vote of the NH Area 35 Assembly and approval by the Board of Directors. Use of these Corporate funds is determined by the budget process.
8. Reserve Fund: As a prudent financial principle and in keeping with Warranty One of the World Service Conference Charter, an ample reserve fund shall be maintained from all contributions received in excess of budgeted expenditures. The Reserve Fund shall be maintained in a separate account including but not limited to a CD, bond, savings account, *etc.* The Reserve Fund also has a two-fold purpose: ensuring the continuation of essential services and the funding of special projects. Any balance remaining in the General Fund after the previous year's expenses have been paid shall first replenish the Reserve Fund and second become the starting balance for the current year.  
  
Additionally, a Supplemental Fund consisting of ten (10) per cent of said Reserve Fund shall be set aside annually on the fifteenth (15<sup>th</sup>) day of January each year to be available for funding in the event of insufficient general funds. In the event of insufficient general funds, the Supplemental Fund may be transferred to the General Fund. If the Supplemental Fund is exhausted, additional withdrawals from the Reserve Fund shall be authorized by the Board of Directors to replenish the Supplemental Fund. A report of such action shall be provided at the next Assembly meeting.
9. Bill Payment/Revenue Deficiency: Bills for approved budgeted activities may be submitted to the Treasurer for payment. Requests for annual reimbursement for all authorized expenses shall be submitted no later than the tenth (10<sup>th</sup>) day of January of the following year. There shall be no expenditures of general funds in excess of the total that appears in the current budget. Over-budgeted variable line items may be paid from a budgeted miscellaneous line item. A report of any revisions to the budget shall be provided at the next Assembly meeting. To the extent that approved expenses in the current budget cannot be paid because of insufficient general funds, refer to Section 8 of this Article VIII.
10. Activity Proceeds: Any approved activity that results in income exceeding expenses shall have said proceeds placed in the General Fund. Activities would include Convention, Special Projects, *etc.*
11. Committee Financial Reports: Any approved committee that has not been included in the current budget and is conducting authorized activities, shall submit a financial report to the Board on a quarterly basis. Examples of such committees would include Convention or Literature Distribution Center.

**ARTICLE IX – INDEMNIFICATION**

1. Indemnification: Each individual serving or having served as Director or Officer, or both, of the Corporation shall be indemnified in the circumstances and to the full extent permitted by law, against any and all costs, expenses and financial consequences of

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whatever nature, including legal fees actually incurred in connection with any action, suit or legal proceeding of any kind in which such an individual is a defendant by reason of serving or having served as an Officer or Director, or both, of the Corporation. This indemnification shall also extend to any individual made party defendant to any actions, suits or legal proceedings referenced in the preceding sentence by reason of the fact that his testator or intestate served as Director or Officer of the Corporation.

2. Application: The foregoing indemnification shall apply also to each individual serving or having served (in his/her individual capacity, and not as a Director or Officer) as a member of any committee as may be authorized from time to time by the Board of Directors.

**ARTICLE X – NH AREA 35 ASSEMBLY**

1. Assembly: The NH Area 35 Assembly shall consist of the following persons who are elected and/or appointed for three-year terms: Group Representatives, District Representatives, Assembly Officers, Area Coordinators, and Area Information Service Liaisons, none of whom are members of Alcoholics Anonymous, who attend regular Al-Anon meetings outside of Area meetings, and consider themselves affected by another's drinking. Voting Members are Group Representatives or elected Alternates only.
2. Spiritual Power Vested in Assembly: The NH Area 35 Assembly shall be the permanent body empowered to express the conscience of The Al-Anon/Alateen Family Groups – New Hampshire.
3. Consultation: The Board of Directors shall consult with the NH Area 35 Assembly and, when required, accept its decision. However, the Board of Directors shall continue to be vested with the full legal powers and responsibilities for the Corporation.
4. Removal: Three-fourths (3/4) of all votes cast in a vote by all authorized participants registered at the NH Area 35 Assembly (excluding the persons then serving as Directors) may bring about a reorganization of the Corporation as or when it is deemed necessary or appropriate. They may request the resignation of the entire Board of Directors and nominate a new slate of Directors. In this regard the triennial election of Directors shall be conditional upon the understanding of each, that his or her resignation is required on call for the same by the Assembly, subject to the further understanding that prior to any such resignation becoming effective each Director shall be deemed to vote for the successor slate of Directors presented by the Assembly.

**ARTICLE XI – COMMITTEES**

1. Appointment: The Board of Directors may appoint from time to time such committees as they may determine appropriate. Standing committees include but are not limited to the Budget Committee and annual Convention Committees.
2. Term: Committee members shall hold office for a term of three (3) years or such shorter period as may be specified by the Board of Directors.
3. Remuneration: Committee members shall serve without remuneration but shall be entitled to payment of reasonable expenses.
4. Removal: Any Committee member may be removed from office for cause by affirmative vote of two-thirds (2/3) of the Directors.

**ARTICLE XII – AMENDMENTS**

Amendments: The Board of Directors shall have power to amend or alter these By-Laws in whole or in part by the affirmative vote of a two-thirds (2/3) majority of the Directors in office at the time the vote is taken at a meeting called for the purpose of amending the By-Laws subject to recall by a two-thirds (2/3) vote of the NH Area 35 Assembly. [See Article IV, Section 6]

**ARTICLE XIII – SEVERABILITY**

Severability: If any provision in any Section in any Article of these By-Laws is deemed unlawful or void for any reason, then that provision will be deemed severable from these By-Laws so that it does not affect the validity of any remaining provisions.