



BY-LAWS

(ADOPTED SEPTEMBER 9, 1995)
(AMENDED MARCH 10, 2007)
(AMENDED JUNE 14, 2014)

FOREWORD

In grateful affirmation of the letter and the spirit of the Twelve Steps, Twelve Traditions, and Twelve Concepts of Alcoholic Anonymous (hereinafter "A.A."), and placing all our activities under the guidance of a Higher Power, the groups of A.A. in the Greater New York Area met to form an Inter-Group Association. These By-Laws serve to fulfill our legal obligation as a corporation as well as our commitment to transparency and to serve as a guide, both legal and spiritual, for our successors.

In all its proceedings, the Inter-Group Association of A.A. of New York Inc. (hereafter the "Association") shall observe the spirit of the A.A. Traditions, taking great care that: it never becomes the seat of perilous wealth or power; sufficient operating funds, plus an ample reserve, be its prudent financial principle; none of its members shall ever be placed in a position of unqualified authority over any of the others: all important decisions be reached by discussion, vote and whenever possible, by substantial unanimity; no action ever be personally punitive or an incitement to public controversy; though the Association may act for the service of Alcoholics Anonymous, it shall never perform any acts of government; and that, like the Society of Alcoholics Anonymous which it serves, it will always remain democratic in thought and action.

ARTICLE I

Name

The name of this Association is: Inter-Group Association of A.A. of New York, Inc.

ARTICLE II

Objectives

The objectives of this Association are as follows:

- (a) To make the A.A. recovery program accessible to those requesting help for a problem with alcohol.
- (b) To maintain a central business office as a clearing house for A.A. activities in the Greater New York Area.
- (c) To complement and cooperate with the General Service Organization in fostering the A.A. program at the local group level in the Greater New York Area.
- (d) To function as the communications center for the member groups in matters of local area policy and interest.
- (e) To conduct special events in accordance with and in the furtherance of these objectives.

ARTICLE III

Objectives Excluded

Excluded from the objectives of the Association are:

- (a) Operation and maintenance of clubs or clubhouses.
- (b) Alteration of A.A. policy since this is the function and responsibility of the General Service Conference.

ARTICLE IV

Membership

Section 1. The Association shall consist of the present A.A. groups registered at the Inter-Group office and other A.A. groups that register in accordance with this article.

Section 2. The Association is open to all A.A. groups in the Greater New York Area.

Any group, whether members or not, may, at their request, on the Association's approval in the above area, be listed in the Association meeting lists, attend Exchange meetings for speakers or utilize the services afforded by the Association.

Section 3. Groups shall be eligible for membership in the Association, provided the group has been in existence for ninety (90) days and shall have submitted in writing:

- (a) The names of its elected Delegate, Alternate Delegate and group officers;
- (b) Listing of the dates, times, locations and types of its meetings; and
- (c) Its willingness to accept Twelfth Step calls.

It is suggested group names be consistent with General Service Conference Guidelines for naming A.A. groups. Membership shall be approved by the Steering Committee and ratified by the Delegates. Steering Committee will advise the Delegates of any group denied membership.

Section 4. Inter-Group is supported by member groups either by monthly pledges or by special contributions. While this financial support is the primary source of income for the operation of the Inter-Group office, financial support is not a requirement for a group to become or remain a member.

ARTICLE V

Group Delegate

Section 1. Each member group of the Association shall designate a Delegate and an Alternate Delegate.

Section 2. Each group shall submit the name, address and telephone number of the Delegate and Alternate Delegate to the Inter-Group office.

Section 3. Each Delegate shall faithfully represent the group and serve as liaison between the group and the Association, and shall:

- (a) Represent only one group and be a member of the group represented.
- (b) Attend all meetings of the Association.
- (c) Communicate to the group the activities, issues and current problems of the Association.
- (d) Vote and act for their group at each Association meeting without formally consulting the group on every issue. However, when it is necessary for a Delegate to obtain a group conscience on particular issues the Delegate shall request a group business meeting in order to discuss the pending issue.
- (e) Recruit volunteers from their group for Twelfth-Step work at the Inter-Group office or perform services for the benefit of Inter-Group.

Section 4. The above applies to an Alternate Delegate who acts for the Delegate in the Delegate's absence.

ARTICLE VI

The Steering Committee

Section 1. The Steering Committee consists of fourteen (14) Members as follows: six (6) Area Representatives, these Areas are The Bronx, Brooklyn, Manhattan, Queens, Staten Island and Westchester, four (4) Service Committee Representatives, and four (4) Officers of the Association, i.e. Chairperson, Alternate Chairperson, Treasurer, and Secretary. No more than two individuals from any group may serve on the Steering Committee at the same time.

Section 2. Area Representatives are elected at their respective forums for a term of two years by Delegates attending the forum. Area Representatives may designate an Alternate to assume the responsibilities of the Representative, including voting, when the Representative is not available. The Alternate chosen must meet the same qualifications as the Area Representative.

- (a) An Area Representative shall be a member of a group within the represented Area.

(b) The Area Representative serves as chairperson at Area forums.

(c) The Area Representative shall advance the objectives of the Association within their Area.

Section 3. Four (4) Service Committee Representatives are recommended by the respective service committees and confirmed by the Delegates. These Representatives are selected for their service experience and capability, regardless of area representation, to chair the following Inter-Group service committees:

1. Public Information
2. Corrections and Treatment Facilities Committee
3. Group Relations
4. Volunteers

Section 4. Three (3) Officers -- Chairperson, Alternate Chairperson, and Secretary --shall be chosen on the basis of capability, service experience and dedication. Officers may be nominated from any Area. The Treasurer is nominated by the Finance Committee and elected by the Delegates.

Section 5. All recommendations made pursuant to Sections 3 and 4 may be confirmed or denied by the group Delegates at the Delegates' meetings held before the term of office begins. If denied, the Steering Committee is to select another nominee for confirmation by the Delegates.

ARTICLE VII

Elections

Section 1. Qualifications

All Delegates and Steering Committee members should be capable and service minded.

(a) Delegates and Alternate Delegates:

1. Have at least two years sobriety in Alcoholics Anonymous;
2. Represent only one group, of which they are a member, and attend all delegate meetings; and
3. Be guided by the Twelve Traditions and Concepts of A.A. in carrying out their responsibilities to their groups and to the Inter-Group Association.

(b) Area Representatives and Alternate Area Representatives:

1. Have at least three years of sobriety in Alcoholics Anonymous;
2. Are members of groups located in the Areas represented.
3. Are responsible for chairing area meetings, attending monthly Steering Committee meetings and all Delegates meetings; and
4. Are elected at the Area Forum but need not be a Delegate or former Delegate.

(c) Committee Representatives:

1. Have at least three years of sobriety in Alcoholics Anonymous;
2. Are members of groups in the Greater New York Area; and
3. Chair their respective committees and attend monthly Steering Committee Meetings and all Delegates meetings.

(d) The Treasurer/Chair of Finance Committee:

1. Has at least three years of sobriety in Alcoholics Anonymous;
2. Is a member of a group in the Greater New York Area; and
3. Is elected on the basis of capability and experience in financial matters and knowledge of generally accepted accounting principles and auditing procedures.

(e) The Chairperson:

1. Has at least three years of sobriety in Alcoholics Anonymous;
2. Is a member of a group in the Greater New York Area;
3. Is elected on the basis of capability, experience, leadership and organizational abilities; and
4. Chairs all Steering Committee meetings and all Delegates meetings.
5. May sit on all committees as an ex officio member.

(f) The Alternate Chairperson:

1. Has at least three years of sobriety in Alcoholics Anonymous;
2. Is a member of a group in the Greater New York Area;
3. Is elected on basis of capability, experience, leadership and organization Abilities;
4. Assumes the responsibilities of the Chairperson in the Chairperson's absence, in addition to chairing any special committee at the direction of the Steering

Section 2. The Two Panel System

(a) Delegates and Area Representatives

It is suggested that Groups in Panel 1 elect Delegates and Alternate Delegates in odd-number years, for a term of two years, commencing July 1st. Each of the areas in Panel 1 shall nominate and elect an Area Representative and Alternate Area Representative by caucus of the Delegates at the Area Forum. Area Representatives shall serve for two years commencing July 1st.

(g) The Secretary:

1. Has at least three years of sobriety in Alcoholics Anonymous;
2. Is a member of a group in the Greater New York Area; and
3. Is elected on the basis of capability and experience for this office.

It is suggested that Groups in Panel 2 elect Delegates and Alternate Delegates in even number years, for a term of two years, commencing July 1st. Each of the areas in Panel 2 shall nominate and elect an Area Representative by caucus of the Delegates at the Area Forum. Area Representatives shall serve for two years commencing July 1st.

Area Representatives are elected, when election is indicated for each Panel, prior to the March delegates meeting and shall take office the following July 1st.

(b) Committee Representatives

1. Panel 1 - Two (2) Committee Representatives (Public Information and Corrections and Treatment Facilities) are nominated and elected by the respective Service Committee at its February meeting. The names shall be presented to all member groups at least two weeks prior to the March Delegates' meeting so that ratification can take place by the Delegates at the March meeting. The term of office is two years commencing July 1st.
2. Panel 2 - Three (3) Committee Representatives (Group Relations, Finance/Treasurer and Volunteers) are nominated by the respective Service Committee at its February meeting. The names shall be submitted to all member groups at least two weeks prior to the March Delegates' meeting so that action can be taken by the Delegates at the March meeting. The term of office is two years commencing July 1st.

(c) Chairperson, Alternate Chairperson and Secretary

The Chairperson and Secretary are in Panel 2. The Alternate Chairperson is in Panel 1.

1. Announcements of positions due to be filled on July 1, shall be announced at the December Delegates Meeting of the previous year along with the qualifications for the position.
2. Nomination forms will be available at Delegates' Meetings and at the Inter-Group office.
3. A Nominating Committee shall be formed consisting of six (6) Delegates one from each Area, chosen at their respective forums and available for January 1. Three (3) members of the outgoing panel of the Steering Committee shall be drawn by lottery at the December Steering Committee Meeting.
4. The Nominating Committee will present not more than three (3) candidates for each position to the March Delegates' Meeting for election at the June Delegates' Meeting. If more than two (2) candidates are presented the position will be filled in the following manner: all candidates will be asked to leave the room and a vote will be taken by the Delegates. If no candidate receives a majority of votes then the candidate with the fewest votes will be eliminated. A second vote will be taken and the candidate who receives a simple majority of votes will be elected.

(d) Division of Counties, Officers and Representatives.

Panel 1

1. Includes Area Representatives for (1) Bronx County, (2) Queens County (3) Westchester County and (4) Kings County (Brooklyn). (Suffolk, Orange, Rockland, Sullivan, Ulster, Putnam and Dutchess counties, if participating, shall be in Panel 1.)
2. Includes the Alternate Chairperson
3. Includes Committee representatives for Public Information and Institutions.

Panel 2

1. Includes Area Representatives for (1) New York County (Manhattan and (2) Richmond County (Staten Island). (Nassau County, Connecticut and New Jersey, if participating, shall be in Panel 2.)
2. Includes the Chairperson and Secretary.
3. Includes Committee Representatives for Group Relations, Volunteers and Treasurer/Finance Committee.

Section 3. Service on Steering Committee

A Steering Committee member:

1. Serves one two-year term (not to exceed three years if it also includes any portion of an unexpired term). The Alternate Chairperson may serve as Chairperson for a term if ratified by the Delegates. However, total consecutive service for Alternate Chairperson is not to exceed four years.
2. May not serve consecutive terms nor serve in the same position more than once.

Section 4. Vacancies and Replacements

Interim vacancies with more than three months of a term remaining are filled in the following manner:

- (a) Delegates - It is suggested that a Delegate not serve successive terms. However, if a Delegate is unable to fulfill the term for any reason, a new Delegate, possibly the Alternate Delegate, is elected by the group to serve out the remainder of the term. If the replacement Delegate serves out a term of less than one year, the Delegate shall be eligible for election to the next two-year term. Notice of any change in representation of a member group should be sent to the Inter-Group Office.
- (b) Area Representatives - Should the Area Representative be unable to fulfill the term of office for any reason, the Delegates in the area shall caucus and elect a new Area Representative. If the replacement serves for less than one year, the replacement shall be eligible for election to the next two-year term.
- (c) Committee Representatives - If a Committee Representative is unable to fulfill the term of office for any reason, a replacement shall be elected by the respective Service Committee and ratified at the next Delegates meeting. If the replacement serves for less than one year, the replacement is eligible for election to the next two-year term.
- (d) Officers
 1. Chairperson - If unable to fulfill the term for any reason, the replacement shall be the Alternate Chairperson. If the replacement serves for less than one year, the replacement is eligible for election to the next two year term.
 2. Alternate Chairperson - If unable to fulfill the term for any reason, a replacement shall be recommended by the Steering Committee and confirmed at the next Delegates Meeting. If the replacement serves for less than one year, the replacement is eligible for election to the next two year term.
 3. Treasurer - If unable to fulfill the term for any reason, a replacement shall be recommended by the Finance Committee and confirmed at the next Delegate Meeting. If the replacement serves for less than one year, the replacement is eligible for election to the next two year term.
 4. Secretary - If unable to fulfill the term for any reason, a replacement shall be recommended by the Steering Committee and confirmed at the next Delegates Meeting. If the replacement serves for less than one year, the replacement is eligible for election to the next two year term.

ARTICLE VIII

Meetings

Section 1. Delegates Meetings

- (a) Regular meetings of the Delegates are held during the second week of March, June, September and December of each year.
- (b) A special meeting of the Delegates may be held at any time upon the request of a majority of the Steering Committee.
- (c) A special meeting of the Delegates shall be held at any time at the written request of at least twenty-five percent (25%) of the registered groups of the Association.
- (d) Written announcement of any meeting shall be mailed to the Delegates and Alternate Delegates at least two weeks prior to the date of the meeting and shall constitute proper and valid notice.
- (e) The Delegates in attendance at a properly noticed meeting constitute a quorum unless significant attendance is prevented at the scheduled meeting by forces beyond anyone's control (e.g., weather, transportation, etc.).
- (f) The order of business of all meetings of the Association is as follows:
 1. Call the meeting to order with the Serenity Prayer.
 2. Reading and approving the minutes of the previous meeting.
 3. Reading and approving the Treasurer's Report.

4. Area Representatives' Reports.
5. The Four (4) Committee Representatives' Reports.
6. Special Committee Reports.
7. Old Business.
8. New Business.
9. Announcements by the Secretary.
10. Open Discussion.
11. Adjournment with the Serenity Prayer.

This order may be changed or dispensed with by a majority vote of the Delegates present.

(g) Prior to the meeting Delegates and Alternate Delegates register at the door and wear identification tags which shall be furnished. Only Delegates (or their Alternates in their absence) are eligible to vote.

(h) 1. Voting is by a show of hands except when twenty-five percent (25%) or more of the Delegates present request a closed ballot. In the event of a closed ballot the Chairperson shall appoint three (3) Delegates to count and record the votes.

2. Each Delegate has one vote and represents only one group.
3. The Chairperson votes only to break a tie.
4. The Steering Committee and paid staff of the Association do not vote.

(1) The Agenda shall be prepared by the Executive Secretary and presented to the Delegates in Advance of the meeting. The Executive Secretary is responsible for providing written notice to the Delegates prior to the meeting of major issues due for consideration.

Section 2. Area Meetings

- (a) 1. It is suggested that Area meetings be regularly held every two months.
2. The Area Representative shall preside as Chairperson at all Area meetings.
- (b) Special Area meetings may be called by the Area Representative as circumstances warrant; notice of at least one week shall constitute proper notice.
- (c) The Area Representative will call a Special Meeting when requested by at least ten(10) Delegates in the represented Area.
- (d) It is suggested that the order of business at Area meetings shall be as follows:
 1. Call the meeting to order.
 2. Report by the Area Representative on recent Steering Committee action and pending business before the Steering Committee.
 3. Guest speaker (Informational Subject).
 4. Open forum.
 5. In alternate years nominations and elections shall take place sufficiently in advance for the newly elected Area Representative to take office July 1st.

Section 3. Steering Committee Meetings

- (a) The Steering Committee shall meet monthly at a pre-determined time and place agreeable to a majority of the Committee. To the extent practicable, meetings should not routinely be held on the same day of the week, i.e. meeting nights should rotate.
- (b) Special Meetings may be called by the Chairperson or a majority of the Steering Committee.
- (c) The presence of a majority of the members of the Steering Committee shall constitute a quorum.
- (d) The Chairperson (or in the Chairperson's absence, the Alternate Chairperson) chairs the meeting.
- (e) The order of business at all meetings of the Steering Committee is as follows:
 1. Call the meeting to order with the Serenity Prayer.
 2. Roll Call.
 3. Reading and approving the minutes of the previous meeting.
 4. Reading and approval of the Treasurer's Report.
 5. Old Business.
 6. New Business.
 7. Area Representatives' Reports.
 8. The Four (4) Service Committee Representatives' Reports.
 9. Special Committee Reports.
 10. Announcements.
 11. Adjournment with the Serenity Prayer.

This order may be changed or dispensed with by a majority vote of the members present.

ARTICLE IX

(I) Functions and Duties

Group Delegate - See Article V, Section 3.

Section 1. Steering Committee

The Steering Committee is responsible for all activities of the Association, subject to instructions of the Delegates through formal resolutions at Delegates' meetings. The Delegates, as representatives of the members of their groups, possess ultimate authority regarding all matters affecting the Association. Any member of the Steering Committee who fails to attend three successive meetings (including quarterly delegates meetings) or fails to attend four meetings in a period of one year shall be deemed to have resigned as a member. On appeal, such a member's status may be restored by a two-thirds vote of the Steering Committee. Any replacement for such a member shall be chosen in the manner described in Article VII, Section 4.

Section 2. The Chairperson

The Chairperson, or in the Chairperson's absence, the Alternate Chairperson, presides at all meetings, general and special, of the Association, and of the Steering Committee, and performs such duties as may be incidental to the office of Chairperson or as the Chairperson may be directed by the Steering Committee or the Delegates of the Association. The Chairperson casts a vote at Steering Committee meetings only in the event of a tie.

Section 3. The Alternate Chairperson

In the absence of the Chairperson, the Alternate Chairperson performs all duties of the Chairperson. The Alternate Chairperson also fulfills any other assigned committee duties as required by the Chairperson, the Steering Committee or the Delegates of the Association. If the Chairperson is unable to act or is otherwise removed from office on other than a temporary basis, the Alternate Chairperson will chair meetings only until a new Chairperson takes office in accordance with Article VII, Section 4(d).

Section 4. The Treasurer/Finance Committee

The Treasurer is responsible for the finances of the Association. As directed by the Steering Committee, the Treasurer:

1. Sees to the investment and/or deposit of the Association's funds.
2. Reports at all meetings of the Steering Committee and Delegates on the finances of the Association.
3. Reviews all financial information necessary to perform the Treasurer's duties, which information shall be provided to the Treasurer by the Executive Secretary and staff of the Association.
4. Arranges for the bonding of appropriate staff members as designated by the Executive Secretary.
5. Shall establish a system for the disbursement of accounts which protects the financial integrity of the Association.
6. Chairs the Finance Committee (which shall consist of such Steering Committee members - not more than three in number and non-Steering Committee members - not more than three in number) as the Treasurer may recommend to the Steering Committee. In the event of the disability of the Treasurer, another member of the Steering Committee, at the direction of the Steering Committee, shall assume the Treasurer's duties until a replacement is designated in accordance with Article VII, Section 4(c).

Section 5. The Secretary

The Secretary:

1. Provides notice of all meetings of the Association and of the Steering Committee.
2. Keeps thorough and complete minutes of such meetings to insure transparency, excluding only those items prohibited by law.
3. Is responsible for the correspondence of the Steering Committee.
4. Maintains the records on file at the Inter-Group Association office.
5. Reports to the Steering Committee the pertinent information of all groups which have become members of the Association.
6. Performs such other duties as the Steering Committee may from time to time assign.

Section 6. Area Representatives

Area Representatives and the Delegates in their Areas shall discuss and propose ideas for the welfare of the Association. The Area Representatives will bring these matters before the Area meetings. It is the duty of the Area Representatives and the Delegates to report to their groups after each meeting. Additionally, Area Representatives are expected to report to the Steering Committee suggestions, questions, problems, etc., originating in their respective Areas. Area representatives' first responsibility is to the entire Area serviced by the Association.

Section 7. Committee Representatives

- I. The five (5) Committee Representatives serve as Chairpersons of the following Permanent Committees:

(a) Public Information Committee

The Chairperson of the Public Information Committee ("P.I.C.") is responsible for matters of public information and public relations at the local level. The Public Information Chairperson coordinates the work of the P.I.C. with the General Service P.I.C. Among other duties, the P.I.C. arranges for speakers to inform non-A.A. organizations and groups of individuals of the recovery program of Alcoholics Anonymous. The P.I.C. Chairperson selects committee members from the groups within the Association, choosing those with public relations experience.

(b) Corrections and Treatment Facilities Committee

The Chairperson of the Corrections and Treatment Facilities Committee ("CTFC") presides over all CTFC meetings of the elected group of Corrections and Treatment Facilities Committee members. The CTFC Chairperson insures that meetings at Institutions in the Greater New York Area are covered by local groups. The CTFC Chairperson shall be acquainted with the practices and procedures set forth by the CTFC To the extent special funds are designated to support the work of the CTFC, the disbursement of such funds shall be the responsibility of the Steering Committee.

(c) Group Relations Committee

The Chairperson of the Group Relations Committee insures that the membership groups are well informed of the services afforded by the Inter-group office. The Group Relations Chairperson shall make recommendations concerning membership applications of new groups.

(d) Volunteers Committee

The Chairperson of the Volunteers Committee for Inter-Group Office is responsible for securing volunteers from the member groups of the Association to operate the telephones at the Inter-Group office and to provide other appropriate assistance to newcomers, callers and office visitors.

(e) Finance Committee

The Chairperson of the Finance Committee is responsible to review the finances of Inter-Group and makes necessary recommendations to the Steering Committee.

II. Annual Bill W. Dinner Committee

The Chairperson of the Annual Dinner Committee shall select the Dinner Committee from representative group members willing and able to work on this special event. The Dinner Committee Chairperson selected by the county area forum shall be subject to the approval of the Steering Committee.

The Dinner Chairperson is responsible for the handling of the annual A.A. dinner meeting each year in honor of the anniversary of our co-founder, Bill W. The Dinner Committee Chairperson shall make an accounting of all moneys realized from the dinner. The position of Dinner Committee Chairperson will rotate from county to county. The Dinner Committee Chairperson is responsible to and shall report to the Steering Committee and the Delegates' meeting regarding the dinner, but shall not be a voting member of the Steering Committee.

III. Salaried Staff Members

A staff of salaried employees, whose number shall be determined by the Steering Committee, conducts the business and administrative functions of the Inter-Group office. An Executive Secretary is in charge of the orderly operation of the Inter-Group office and is responsible for the efficient and faithful discharge of the staff's duties. The Executive Secretary does not determine Inter-Group policy and is under the supervision and direction of the Steering Committee. The Executive Secretary shall attend all regular Steering Committee meetings and Delegates meetings. It is suggested that the Executive Secretary review with the Steering Committee at its July and December meetings the current duties and performance of the staff. The Executive Secretary is not a member of the Steering Committee and does not have a vote at meetings. The Executive Secretary, subject to the direction of the Steering Committee and these By-Laws, shall set and maintain office policies and procedures. Because of the Executive Secretary's daily supervision of the Inter-Group office and involvement in all activities of Inter-Group, the Executive Secretary's advice and opinion shall be sought by the Steering Committee in all matters of office policy and procedure.

(a) Compensation

Salaries, vacations, benefits, etc., of the salaried staff shall be determined by the Steering Committee, considering the recommendation of the Executive Secretary.

(b) Office Coverage

The office should be open to the maximum extent possible for set hours as recommended by the Executive Secretary and approved by the Steering Committee.

(c) Anonymity

All salaried employees (and volunteers) shall zealously guard the anonymity of all members of A.A. and shall never, under any circumstances, break an individual's anonymity unless directly authorized to do so by such individual.

ARTICLE X

Finances

Section 1. The financing of the activities of the Association shall be primarily voluntary pledges and contributions of the groups and individuals or organizations within A.A.; and, secondarily, by income derived from such projects or activities as may be authorized by the Steering Committee and approved by the Delegates.

Section 2. Outside contributions from any non-A.A. source are prohibited. Personal donations by individual A.A. members can be accepted to the extent of the maximum annual amount suggested by A.A.'s General Service Conference.

Section 3. The Association shall not act as a trustee of any trusts or funds set up outside the Association; nor participate in such trusts or funds.

Section 4. Conflict of Interest. The Steering Committee shall not enter into any contract or transaction with (a) any of its members; (b) a member of a related organization; or (c) an organization in or of which a member is a director, officer or legal representative, or in some other way has a material financial interest unless:

- a. That interest is disclosed or known to the Steering Committee;
- b. The Steering Committee approves, authorizes, or ratifies the action in good faith;
- c. The approval is a majority of members (not counting the interested member); and
- d. At a meeting where a quorum is present (not counting the interested member).
- e. The interested member may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken.
- f. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE XI

Incurrence of Debt

No debt or continuing obligation shall be incurred without the consent of a two-thirds vote of the Steering Committee. No funds of the Association shall be expended or appropriated for any non-budgeted purpose without the consent of the Steering Committee, or unless directed by two-thirds of a quorum of the Delegates.

ARTICLE XII

Auditor

The Steering Committee shall annually appoint a reputable auditing firm whose duty it shall be to audit the accounts of the Association (or perform such duties as directed by the Steering Committee) and prepare and submit an annual report in writing to the Delegates.

ARTICLE XIII

Fiscal Year

The fiscal year of the Association shall commence on July 1st and shall end on June 30th of each year.

ARTICLE XIV

Amendment

These By-Laws may be amended by a two-thirds vote of the Delegates present at any regular meeting of the Delegates, provided the proposed amendment has been presented in the form of a motion, seconded, approved by a simple majority of the Delegates present for further consideration and a copy of the proposed amendment is submitted to each Delegate or Alternate at least thirty (30) days before the meeting considering action on the proposed amendment.
