

EL CERRITO COURAGE TO CHANGE FELLOWSHIP

BASIC GROUP POLICY¹

ARTICLE I. NAME AND ADDRESS

The name of this organization is: El Cerrito Courage to Change Fellowship, located at 11364 San Pablo Ave, Suite A, El Cerrito CA 94530.²

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

El Cerrito Courage to Change Fellowship is organized exclusively for public charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or corresponding state tax code.

Section 2. Specific Purpose

El Cerrito Courage to Change Fellowship offers a place for those seeking recovery from alcoholism and other addictions to meet. In addition to meetings specific to the recovery programs, members may also conduct Fellowship activities, such as Workshops and Sharing Sessions, holiday Marathon Meetings and potlucks, celebration parties, and share our memories in recovery-centered memorial meetings for members who pass away.

While the El Cerrito Courage to Change Fellowship is not directly affiliated with any recovery program, we will do our best to:

- Practice the principles of the 12 Steps of Alcoholics Anonymous;
- Organize our Fellowship in accordance with A.A.'s 12 Traditions;
- Conduct our Service Meetings following the A.A. Service Manual and 12 Concepts for World Service.

¹ This Basic Group Policy may be considered the bylaws for the El Cerrito Courage to Change Fellowship. The term "Service Committee" is used in place of "Board of Directors".

² Revised 1/11/2023: Removed "located at 6922 Stockton Avenue, El Cerrito, CA 94530"; added ZOOM reference. 3/21/23 Added new San Pablo Ave address Removed 'primarily Zoom' reference.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Any person who meets Tradition Three: “The only requirement for membership...” is a member of the El Cerrito Courage to Change Fellowship.

Section 2. Dues and Fees

There are no individual membership dues or fees.

Section 3. Rights of Members

Each member shall be eligible to cast a vote in person at Service Committee meetings, elections, and informed group conscience decisions.

ARTICLE IV. MONIES, REVENUE, AND PRUDENT RESERVE

This Fellowship is supported as follows:

- Meetings of Alcoholics Anonymous support this Fellowship through their 7th Tradition.
 - All A.A. Hospitals and Institutions monies collected will be distributed to Northern California Hospitals and Institutions Committee.
- Other recovery programs support this Fellowship by paying a monthly fee for use of our facilities.
- Charitable donations (other than 7th Tradition and monthly fees) will be accepted from members of this Fellowship only. These donations will be gratefully acknowledged with a receipt letter in accordance with section 501(c)(3) of the Internal Revenue Code.
 - As needed by members, the Treasurer will provide information regarding our nonprofit status.

We recognize the importance of the statement in the long form of Tradition 6 “Problems of money, property, and authority may easily divert us from our primary spiritual aim.” We also observe Concept XII: “The Conference shall observe the spirit of A.A. tradition, taking care that it never becomes the seat of perilous wealth or power; that sufficient operating funds and reserve be its prudent financial principle...”.

Therefore:

- Our Prudent Reserve will be at least 3 months of operating expenses, such as rent, insurance, licenses/permits, as determined by the Service Committee.
- Our Prudent Reserve will be reviewed monthly through the Treasurer’s Report. Copies of these reports will be posted so members can review.
- Any money more than our Prudent Reserve will be contributed to downstream A.A. organizations as determined by the Service Committee.

ARTICLE V. MEETINGS OF THE SERVICE COMMITTEE

Section 1. Regular Meetings

The Service Committee will meet the third Tuesday³ of each month at 7:00 pm to conduct the regular business of the Fellowship.

All members are welcome to attend these Regular Meetings of the Service Committee. A representative from each recovery meeting at our Fellowship is encouraged to attend.

As stated in the pamphlet *The A.A. Group...Where It All Begins*, parliamentary or Robert's rules of order may be loosely applied, but not in such a way as to intimidate members not familiar with those rules. It is ~~encouraged~~encouraged that everyone listens to whomever the Chairperson recognizes without interruption or side conversations.

Section 2. Quorum

The presence, in person, of a majority of current members of the Service Committee shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Service Committee present at a meeting at which a quorum is present shall be the act of the Service Committee, unless the act of a greater number is required by law or by these bylaws.

Section 3. Voting at Regular Service Meetings

There will be no absentee or proxy voting. Only members of the Service Committee and those who consider the El Cerrito Courage to Change Fellowship their home group may vote.

Housekeeping issues, such as simple issues involving the facilities, may be passed by a "Without Objection" process. If there is one objection, then the housekeeping issue is decided by simple majority.

For other issues that can be decided by simple majority, "Ayes and Nays" may be used, or a show of hands with votes counted only when it is not easy to determine the majority.

For more complex issues not requiring a Special Service Meeting, substantial unanimity is used whenever possible. In accordance with the 12 Concepts for World Service of Alcoholics Anonymous, minority opinion is protected and encouraged.

For election of Service Committee Officers, if more than one person volunteers for a position, the 3rd Legacy Procedure as outlined in the AA Service manual is suggested.

³ Revised 1/11/2023 Removed "Monday"

Section 4. Special Service Meetings and Informed Group Conscience

Should any issue arise that the Service Committee cannot reasonably resolve, this issue will be decided through an informed group conscience process with announced Special Service Meetings, Sharing Sessions and Workshops as needed.

Decisions will be reached through an informed group conscience vote where 10 or more members are present.

There will be no absentee or proxy voting. Only those who consider the El Cerrito Courage to Change Fellowship their home group may vote.

In accordance with the 12 Concepts for World Service of Alcoholics Anonymous, minority opinion is protected and encouraged.

Section 5. Bi-Annual Group Inventory

A bi-annual Fellowship Inventory is encouraged. A suggested inventory process is available in the A.A. *Grapevine* and the A.A. pamphlet *The A.A. Group...Where It All Begins*.

ARTICLE VI. Service Committee

Section 1. General Powers

The Service Committee are but trusted servants; they do not govern. Elected members (Officers) of the Service Committee will try to practice the A.A. principles as outlined in the 12 Steps, adhere to the A.A. 12 Traditions, and apply the Twelve Concepts for World Service to our processes.

All members of the Service Committee will be given a copy of these bylaws and are encouraged to read *The A.A. Group...Where It All Begins* (available for download at aa.org).

Officers will do their utmost to “place principles before personalities” and generously apply Rule 62: “Don’t take yourself too damn seriously.”

Section 2. Number, Term of Service

The number of Service Committee Officers shall be fixed from time-to-time by the Service Committee but shall consist of no less than four (4) including the following officers: The Chairperson, the Assistant Chairperson, the Recording Secretary, and the Treasurer⁴.

In the spirit of rotation, after a member has completed the term of service, at least 2 weeks’ notice is given to the Fellowship and a 3rd Legacy process at a regular Service Meeting is used to

⁴ For non-profit organization and tax purposes, these officers constitute our Executive ~~Committee~~Committee.

select a replacement. The current member will train a new person to succeed them. We suggest the member continue their position until a replacement is elected.

Section 3. Forfeiture and Removal

Any Officer of the Service Committee who fails to fulfill any of his or her requirements as set forth in these bylaws shall automatically forfeit his or her seat on the Service Committee.

Any Officer of the Service Committee may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Service Committee if in their judgment the best interest of the Fellowship would be served thereby. Each member of the Service Committee must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Service Committee shall automatically be removed from office.

Section 4. Vacancies

Whenever any vacancy occurs in the Service Committee, it shall be filled without undue delay by a 3rd Legacy process at a regular Service Committee meeting with at least 2 weeks' notice to the Fellowship.

Section 5. Compensation

Officers of the Service Committee shall not receive any compensation for their services on the Service Committee.

ARTICLE VII. OFFICERS

The Service Committee will always maintain the following Officer positions: Chairperson, Assistant Chairperson, Recording Secretary and Treasurer.

Additional Service Committee positions may be added with a simple majority vote of the Service Committee.

As Alcoholics Anonymous is our founding recovery program, there will be service positions specific to A.A. recovery.

In addition, as needed, sub-committees may be appointed to provide specific services.

In accordance with Concept III "Right of Decision", we urge members of the Fellowship to trust our trusted servants.

The specific Service Position Descriptions, Terms of Service, and Suggested Sobriety Requirements are outlined in Appendix A of this document.

ARTICLE VIII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (El Cerrito Courage to Change Fellowship) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Fellowship 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.

Section 2: Definitions

a. 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.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Fellowship has a transaction or arrangement,
2. A compensation arrangement with the Fellowship or with any entity or individual with which the Fellowship has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Fellowship 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.

Section 3. Procedures

- a. 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.
- b. 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.

- c. Procedures for Addressing the Conflict of Interest
 - 1. 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.
 - 2. 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.
 - 3. After exercising due diligence, the governing board or committee shall determine whether the Fellowship 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.
 - 4. 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 the Fellowship's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above ~~determination~~determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
 - 1. 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 alleged failure to disclose.
 - 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, 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.

Section 4. 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 was present, and the Service Committee's decision as to 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.

Section 5. Compensation

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

Section 6. Annual Statements

Each director, 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 conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Fellowship is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Fellowship 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 Fellowships conform to the Fellowship'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.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Fellowship 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.

ARTICLE IX. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of California, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the Service Committee, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Service Committee, upon receipt of an undertaking by or on behalf of the indemnatee to repay such amount if it shall ultimately be determined that such indemnatee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of ~~account~~accounts and minutes of the proceedings of the Service Committee.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Service Committee, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Committee Member at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Service Committee may amend these Bylaws by informed group conscience at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be ~~giveness~~given to members of the Fellowship within the time and the manner provided for the giving of notice of Special Service Meetings.

ADOPTION OF BYLAWS

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Service Committee on this 6th day of August, 2018.

(Signatures deleted for this publication on the website)