

**BYLAWS
OF
NORTH CAROLINA / BERMUDA AFG, INC.
05-0622257**

ARTICLE I

OFFICES

Section 1. Name of Corporation. The name of the corporation is North Carolina / Bermuda AFG, Inc.

Section 2. Principal Office. The principal office, which shall also be the registered office, of the corporation shall be 43 Crane Court, Cabarrus County, Concord, North Carolina 28025-9655.

Section 3. Organizational Structure. The corporation conducts its business with the understanding of the following levels of service:

Al-Anon / Alateen Groups (“Groups”)	Two or more individuals coming together for mutual help form a Group. The Groups comprise the membership of the corporation. The Group is registered with or is in the process of registering with the World Service Office (“WSO”). The Twelve Steps, Twelve Traditions and Twelve Concepts guide the Groups.
Group Representatives (“GRs”)	A member is selected at the Group level to represent the Group at meetings of the Group Representatives. Such members act as the Board of Group Representatives of the corporation.
Districts (“Districts”)	Groups make up a District. District Representatives (“DRs”) are elected by Group Representatives together with other district officers.
North Carolina / Bermuda Area World Service Committee (“AWSC”)	AWSC officers are elected by the GRs and the Chairperson appoints coordinators. AWSC officers and coordinators, together with the DRs and Past Delegates, make up the AWSC. The AWSC acts as an executive committee, and its members are officers of the corporation. Past Delegates have the choice of participating on the AWSC with voice, but no vote.
North Carolina / Bermuda AFG, Inc. (“Area”)	North Carolina / Bermuda AFG, Inc. consists of 10 Districts, nine in North Carolina and one in Bermuda.

ARTICLE II

PURPOSES

Section 1. Objectives and Purposes.

(a) The objectives of the corporation are to encourage unity and the growth of Al-Anon / Alateen Family Groups, to meet, discuss and develop guidelines concerning Area Al-Anon / Alateen activities, to cooperate with Al-Anon Family Group Headquarters, Inc., and to send the Delegate to the World Service Conference as required, and to conduct other business as needed in keeping with the Twelve Steps, Twelve Traditions and Twelve Concepts of Service. Our primary purpose shall be to help families and friends of alcoholics by striving to perform the stated objectives;

(b) The corporation shall operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the "Code"); and

(c) The corporation may also engage in any lawful activity for which corporations may be organized under Chapter 55A of the General Statutes of North Carolina so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.

Section 2. Principles of Operation. The corporation shall at all times adhere to the principles expressed in Al-Anon's Twelve Steps, Twelve Traditions and Twelve Concepts of Service. In the event that any provision of these Bylaws conflicts with the Traditions and Concepts, application of the Traditions and Concepts shall take precedence over adherence to the Bylaws, except when prohibited by applicable law.

Section 3. Relationship to Al-Anon / Alateen Family Groups. The corporation is not directly connected to and assumes no responsibility for any Al-Anon or Alateen including individual Al-Anon / Alateen Family Groups, Districts, Al-Anon / Alateen Information Services and Al-Anon Family Group Headquarters, Inc. The corporation serves all Al-Anon/Alateen Family Groups, Al-Anon / Alateen Information Services and Districts, which participate in its functions. The corporation recognizes the autonomy of each Al-Anon / Alateen Family Group, District, Al-Anon / Alateen Information Services within the Area, but provides a link for all Groups to participate in the service structure through which Al-Anon's group conscience speaks.

ARTICLE III

MEMBERS: QUALIFICATION, POWERS AND MEETINGS

Section 1. Qualification. Membership is open to anyone who feels his or her life has been or is being deeply affected by close contact with a problem drinker. A person becomes a member of a Group by attending Al-Anon/Alateen meetings.

Section 2. Powers. The members of each Group shall select, from among themselves, a Group Representative, who shall serve on the Board of Group Representatives, and an Alternate Group Representative who shall be an alternate to the Group Representative on the Board of Representatives. Except for such other powers as may be expressly reserved to the members of the Corporation by law or by these Bylaws, all other business and affairs of the Corporation shall be decided solely by the Board of Group Representatives of the corporation. Without limiting the generality of the foregoing, the Board of Group Representatives shall have all of the powers enumerated in **Article IV**.

Section 3. Area Meetings. The Area meetings (“Assemblies”) of the members shall be held the first Saturday of November and the third Saturday of May of each year at such time as the Chairperson may prescribe. The November meeting shall be designated as the annual meeting of members. The North Carolina / Bermuda Al-Anon / Alateen Assembly Guidelines (“Assembly Guidelines”) shall govern all aspects of an Assembly, including but not limited to, location, planning, elections, etc, except to the extent set forth otherwise in the Articles of Incorporation, these Bylaws or as required by applicable law. The Board of Group Representatives may amend the Assembly Guidelines, from time to time. The corporation shall have only one class of members and, except as provided in or authorized by the Articles of Incorporation or Bylaws of the corporation, all members shall have the same rights, privileges, restrictions and conditions. Other than the election of the Group Representatives and the Alternative Group Representatives, the members shall not have the right to vote on any matters solely by virtue of their status as a member.

Section 4. Place of Meetings. The place of meetings shall be selected in accordance with the Assembly Guidelines and shall be designated in the notice thereof.

Section 5. Notice of Meeting. The corporation shall give fair and reasonable notice of meetings to the members. It shall be the primary responsibility of the Chairperson to give such notice, but it may be given by or at the direction of persons properly calling the meeting. Attendance by a member at a meeting shall constitute a waiver of notice, except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

ARTICLE IV

BOARD OF GROUP REPRESENTATIVES

Section 1. General Powers. The Board of Group Representatives shall manage the business and affairs of the corporation, in accordance with the provisions of applicable law, the Articles of Incorporation and these Bylaws. Without limiting the generality of the foregoing, the Board of Group Representatives shall have the sole authority to take the following actions:

- (a) Approve annual budgets of the corporation;
- (b) Amend the corporation’s Articles of Incorporation and Bylaws;
- (c) Approve any merger, sale of assets, or dissolution by the corporation;
- (d) Set policy of the corporation; and
- (e) Vote at Assemblies of the corporation.

Section 2. Qualifications. A majority of the members of each Group shall select a Group Representative and an Alternate Group Representative from the members of such Group. The Alternate Group Representative shall attend any meeting of the Board of Group Representatives when the Group Representative is unable to attend. The number of persons constituting the Board of Group Representatives shall equal the number of Groups in the Area.

Section 3. Election. Except as provided in Section 5 of this Article, the Group Representatives and Alternate Group Representatives shall be elected by a majority of the members of their respective Group at a special meeting of the members duly noticed and properly called for that purpose. Each Group shall elect a Group Representative and Alternate Group Representative from the members of each Group.

Section 4. Term of Group Representatives. The term of each Group Representative and Alternative Group Representative shall be three (3) years, which term is consistent with the term of the District Officers and Area Officers. A Group Representative or Alternative Group Representative may be removed and replaced by a majority vote of the members of the Group at a meeting called for that purpose.

Section 5. Vacancies. The Alternate Group Representative of the Group in which the vacancy occurred may fill any vacancy occurring in the Board of Group Representatives. Should the Alternate Group Representative be unable to serve as the Group Representative, a majority of the members of that Group are entitled to elect a new Group Representative at a special meeting of the members.

ARTICLE V

MEETINGS OF GROUP REPRESENTATIVES

Section 1. Assemblies. Assemblies shall be held the first Saturday in November and the third Saturday in May at such time and place within North Carolina as provided for in the Assembly Guidelines. Except to the extent set forth otherwise in the Articles of Incorporation, these Bylaws or as required by applicable law, Assemblies shall follow the Assembly Guidelines, as amended from time to time by the Board of Group Representatives.

Section 2. Special Meetings. Special meetings of the Board of Group Representatives may be called by or at the request of the Chairperson.

Section 3. Notice of Meetings. The Area Secretary shall, at least six (6) weeks prior to the Assembly, give or cause to be given notice thereof to the Groups. The person or persons calling a special meeting of the Board of Group Representatives shall, at least ten (10) days before the meeting, give or cause to be given notice thereof to the Group Representatives and the entire membership by any usual means of communication. Such notice need not specify the purpose for which the meeting is called, except as required by the North Carolina Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. Attendance by a Group Representative at a meeting shall constitute a waiver of notice, except where a Group

Representative attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum. Unless the Articles of Incorporation or these Bylaws provide otherwise, ten percent (10%) of the number of Group Representatives shall constitute a quorum for the transaction of business at any meeting of the Board of Group Representatives. Members of the corporation may attend and voice their views at any meeting of the Board of Group Representatives, but shall have no vote on any matter before the Board, other than the election of their Group Representative.

Section 5. Voting. Each Group Representative or, in the absence of a Group Representative, Alternative Group Representative for that Group shall be entitled to one vote on each matter voted at the Assemblies. The vote of a majority of the Group Representatives or Alternative Group Representatives voting at a meeting at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the Assembly or special meeting except as otherwise provided by law, the Articles of Incorporation or by these Bylaws. Each Group Representative or Alternative Group Representative shall adhere to the North Carolina / Bermuda Assembly Voting Procedures (the "Voting Procedures") as may be amended from time to time by the Board of Group Representatives. Voting at duly held meetings shall be by show of hand vote. However, election of officers shall be by written ballot and such election of officers shall follow the procedures found in the Assembly Guidelines and the Al-Anon / Alateen Service Manual. No member of Alcoholics Anonymous (AA) may serve beyond the Group level - as defined in the Al-Anon / Alateen Service Manual. No member of AA may serve as a Group Representative or Alternative Group Representative to the Assembly.

Section 6. Manner of Acting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Group Representatives shall be the act of the Board of Group Representatives.

ARTICLE VI

NORTH CAROLINA / BERMUDA AREA WORLD SERVICE COMMITTEE

Section 1. Area World Service Committee (AWSC). The Board of Group Representatives shall elect the Chairperson, Delegate, Alternate Delegate, Area Secretary and Area Treasurer ("Area Officers") in accordance with the Al-Anon / Alateen Service Manual. The Chairperson shall appoint the Area Literature Coordinator, the Area Alateen Coordinator, the Area Public Outreach Coordinator, the Area Newsletter Editor, and the Area Archivist ("Area Coordinators"). The Convention Chairperson is approved by the AWSC and for purposes of these Bylaws, is considered an Area Coordinator. The Area Officers, Area Coordinators, District Representatives and Past Delegates make up the AWSC and shall act as an executive committee of the Board of Group Representatives. The AWSC shall not be vested with any powers of the Board of Group Representatives or to act on behalf of the corporation and shall be empowered only to make recommendations to the Board of Group Representatives.

Section 2. AWSC Functions. The primary function of the AWSC is to plan for and improve Assemblies, Area Workshops and Area Conventions, publish a quarterly newsletter and provide a link of service through its Delegate to the World Service Conference.

Section 3. AWSC meetings. Meetings shall be held quarterly at such time and place within North Carolina as determined by majority vote of the AWSC members.

Section 4. Special Meetings. Special meetings of the AWSC may be called by or at the request of the Chairperson.

Section 5. Notice of Meetings. The Area Secretary shall, at least four (4) weeks prior to the AWSC or special meeting, give or cause to be given notice thereof to the corporate officers.

Section 6. Voting. Voting members of the AWSC are the officers of the corporation, with the exception of Past Delegates, and as such shall follow the Voting Procedures herein defined. Past Delegates do not have voting rights at the Area World Service Committee meetings.

ARTICLE VII

OFFICERS

Section 1. Officers of the Corporation. The officers of the corporation shall consist of the following:

- Chairperson
- Delegate
- Alternate Delegate
- Area Secretary
- Area Treasurer
- District Representatives
- Area Literature Coordinator
- Area Alateen Coordinator
- Area Public Outreach Coordinator
- Area Newsletter Editor
- Area Archivist
- Convention Chairperson
- Past Delegates

together with such other officers as may from time to time be appointed by or under the authority of the Board of Group Representatives.

Section 2. Appointment and Term. The Chairperson, Area Delegate, Area Alternate Delegate, Area Secretary, Area Treasurer, and District Representatives shall be elected by a majority of the outgoing Group Representatives, and the remaining officers, shall be appointed by the Chairperson, with the exception of the Convention Chairperson, who shall be appointed by a majority vote of the AWSC. Each officer shall hold office for a term of three (3)

years, with the exception of the Convention Chairperson who holds that position for one (1) year. Past Delegates have the choice to participate on the AWSG with voice, but are not entitled to vote.

Section 3. Resignation. An Area Officer may resign at any time by communicating his/her resignation to the corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. The Board of Group Representatives may fill the pending vacancy by election at a duly called and properly noticed special meeting. Upon the resignation of an Area Coordinator, the Chairperson may appoint a new Area Coordinator to assume the role and complete the term.

Section 4. Removal From Office. If any Area Coordinator fails to perform the responsibilities of that office, the Area Officers of the corporation may remove him or her by a majority vote. The Chairperson must appoint a new Area Coordinator to assume the role and complete the term of the Area Coordinator's position. If any Area Officer fails to perform the responsibilities of that office, the Board of Group Representatives may remove him or her by a majority vote and in such event must fill the vacancy of such Area Officer by election at a duly called and properly noticed special meeting.

Section 5. Creation or Elimination of Coordinator Positions. If the need arises for a new coordinator position or there is no longer a need for an existing coordinator position, that action shall be initiated by the officers of the corporation and approved by a majority vote of the Board of Group Representatives.

Section 6. Chairperson. The Chairperson shall be the principal executive officer of the corporation and, subject to the control of the Board of Group Representatives, shall in general supervise and control all of the business and affairs of the corporation. The Chairperson shall, when present, preside at all meetings of the members and Board of Group Representatives. The Chairperson shall sign, with the Area Secretary or any other proper officer of the corporation thereunto authorized by the Board of Group Representatives, any contracts, or other instruments which the Board of Group Representatives has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Group Representatives or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he or she shall perform all duties incident to the office of Chairperson and described in the Al-Anon / Alateen Service Manual and such other duties as may be prescribed by the Board of Group Representatives from time to time. The Chairperson may attend the World Service Conference if the Delegate and the Alternate Delegate are not available to attend.

Section 7. Delegate. The Delegate shall attend all sessions of the World Service Conference and provide a report to the Assembly. The Delegate is the link between the Area and the World Service Office. The Delegate shall also perform such other duties as from time to time be prescribed by the Chairperson or the Board of Group Representatives and described in the Al-Anon / Alateen Service Manual.

Section 8. Alternate Delegate. The Alternate Delegate shall maintain Group records, help to coordinate Assemblies with hosting districts and provide Group Representative

orientation at the Assemblies, coordinate Area workshops, and may work with the Delegate as much as possible in communicating with the Groups. The Alternate Delegate shall, upon vacancy in the office of Delegate, or inability to continue serving as Delegate, become a Delegate. The Alternate Delegate may assist the Delegate in the performance of his or her duties and attend the World Service Conference in the event that the Delegate is unable to attend. The Alternate Delegate shall perform such other duties as from time to time may be prescribed by the Chairperson or Board of Group Representatives and described in the AI-Anon / Alateen Service Manual.

Section 9. Area Secretary. The Area Secretary shall (a) keep the minutes of the Assemblies, all regular, special or called meetings of the Area World Service Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) maintain and authenticate the records of the corporation and be custodian of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) attest the signature or certify the incumbency or signature of any officer of the corporation; (e) handle correspondence that is not channeled to a specific committee or coordinator; (f) send, or cause to be sent, to the Conference Administrator at World Service Office, the names and addresses of all Area World Service Committee members; and (g) in general perform all duties incident to the office of Area Secretary and such other duties as from time to time may be prescribed by the Chairperson or Board of Group Representatives and described in the AI-Anon / Alateen Service Manual.

Section 10. Area Treasurer. The Area Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these Bylaws; (b) maintain appropriate accounting records as required by law; (c) provide a budget status report at the Area World Service Committee and Assembly meetings and a fiscal yearend report shall be provided each year at the May Assembly; (d) shall keep a list of and prepare, or cause to be prepared, the required local, county, state and federal tax returns; and (e) in general perform all duties incident to the office of Area Treasurer and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the AI-Anon / Alateen Service Manual.

Section 11. Area Literature Coordinator. The Area Literature Coordinator shall in general perform all duties incident to the office of Area Literature Coordinator and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the AI-Anon / Alateen Service Manual.

Section 12. Area Alateen Coordinator. The Area Alateen Coordinator in general perform all duties incident to the office of Area Alateen Coordinator and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the AI-Anon / Alateen Service Manual.

Section 13. Area Public Outreach Coordinator. The Area Public Outreach Coordinator shall in general perform all duties incident to the office of Area Public Outreach

Coordinator and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the Al-Anon / Alateen Service Manual.

Section 14. Area Newsletter Editor Coordinator. The Area Newsletter Editor Coordinator shall in general perform all duties incident to the office of Area Newsletter Editor Coordinator and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the Al-Anon / Alateen Service Manual.

Section 15. Area Archivist Coordinator. The Area Archivist Coordinator shall in general perform all duties incident to the office of Area Archivist Coordinator and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the Al-Anon / Alateen Service Manual.

Section 16. Area Convention Chairperson. The Area Convention Chairperson shall in general perform all duties incident to the office of Area Convention Chairperson and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives and described in the Al-Anon / Alateen Service Manual.

Section 17. Past Delegates. The Past Delegates shall in general provide historical perspective of previous motions and discussions at AWSC meetings and Assemblies and such other duties as from time to time may be prescribed by the Chairperson or by the Board of Group Representatives.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts. The Board of Group Representatives may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by the Board of Group Representatives.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Group Representatives.

Section 5. Gifts. The officers of the corporation may accept on behalf of the corporation any contribution, gift, or bequest for charitable or public purposes. Contributions are accepted only from Al-Anon / Alateen Family Groups, from recognized Al-Anon and Alateen activities, and from individual Al-Anon and Alateen members. The maximum contribution

accepted from any individual member, or in a bequest from an Al-Anon or Alateen member, shall be in accordance with the recommendation of WSO.

ARTICLE IX

INDEMNIFICATION

Any person who at any time serves or has served as a Group Representative or officer of the corporation, or who, while serving as a Group Representative or officer of the corporation, serves or has served, at the request of the corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable costs and expenses, including attorneys' fees, incurred by him in connection with any threatened, pending or completed civil, criminal, administrative, investigative or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding. The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law.

The Board of Group Representatives of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Group Representatives may appoint a committee or special counsel to make such determination and evaluation.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein.

In addition to the foregoing, the Board of Group Representatives shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Group Representative, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as Group Representative, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

