

**BY LAWS OF
LOUISIANA AREA ASSEMBLY, INC.
as amended**

through August of 1996

BY-LAW I

SECTION 1.1 – Place of Meeting

All quarterly meetings of the membership shall be held in the city of Alexandria, Louisiana unless changed by a majority vote of the membership.

SECTION 1.2 - Election of Officers and Directors

The officers and directors of the corporation shall be the following positions: Chairman, Alternate Chairman, Secretary, Treasurer, Delegate and Alternate Delegate to the General Service Conference. The Alternate Chairman shall also be the Assistant Treasurer. The Treasurer shall be the Assistant Secretary.

The officers and directors shall be elected at the last quarterly meeting in that year in which the terms of the present elected officers expire. The elected officers of the corporation shall be the board of directors of said corporation.

The duties of the officers are as follows:

Chairman

The chairman shall be the chief executive officer of the corporation; preside at all meetings of the membership and board of directors; shall have the general and active management of the business of the corporation, and shall see that all orders and resolutions of the board of directors are carried into effect. The chairman shall execute all contracts of the corporation and all contracts executed by the chairman shall require the seal of the corporation. The chairman shall have the general powers and duties of supervision and management usually vested in the office of chairman or president of a corporation

Alternate Chairman

In the absence of the chairman, the chairman's duties shall devolve upon the alternate chairman. In the absence of the treasurer, the duties of the latter shall devolve upon the alternate chairman, who acts in the capacity as an assistant treasurer.

Secretary

The secretary shall attend all meetings of the corporation and board of directors, and keep minutes of the proceedings thereof. The secretary shall give notice of all meetings of the corporation, of the board of directors, and of the committees. The secretary shall further be charged with the performance of such services on behalf of the corporation as may, from time to time, be determined by the board of directors. The secretary, shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the seal to any instrument requiring it, and when so affixed, it shall be attested by his signature. In the absence of the secretary, the treasurer shall act as the secretary; the functions of the secretary, except for board of directors meetings and meetings of the membership, may be delegated to other persons who are functioning as members of any standing committee.

Treasurer

The treasurer shall have charge of all funds of the corporation and of its disbursement under the direction of the board of directors. The treasurer shall keep a record of all monies received and paid out, making a report to the board of directors at each regular meeting therein and whenever requested to do so; it shall be the duty of the treasurer to have filed all necessary reports and documents with the required state and federal agencies for a non-profit corporation. The treasurer shall be sworn to a faithful discharge of the treasurer's duties.

Delegate to the General Service Conference

The delegate to the General Service Conference is a member of the board of directors and officer of the said corporation; entitled to vote on all matters affecting said corporation. The delegate shall represent the Louisiana Area Assembly, Inc. at the General Service Conference and vote on all questions, not as a representative of a particular area, but as a member of the conference, and a person whose duty it is to act in the best interest of Alcoholics Anonymous as a whole. As a delegate to the General Service Conference and an officer and director of said corporation, the delegate may perform such other duties on behalf of the corporation as further prescribed by the board of directors of said corporation.

Alternate Delegate to the General Service Conference

In the absence of the delegate to the General Service Conference, the delegate's duties shall devolve upon the alternate delegate to the General Service Conference.

SECTION 2

The compensation of all officers and directors shall be fixed by the board of directors in accordance with the Alcoholics Anonymous Service Manual.

SECTION 3

The board may appoint such other officers and agents as it deems necessary, who; shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

SECTION 4

The officers of the corporation shall hold office until their successors are elected and qualify in their stead. Any officer elected or appointed by the board of directors may be removed at any time by an affirmative vote of a majority of the whole board of directors.

SECTION 5

In the case of the absence of any officer of the corporation or for any other reason that the board may deem sufficient, the board may delegate for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided a majority of the entire board concurs therein.

BY-LAW II
BOARD OF DIRECTORS

SECTION 1

The board of directors shall be composed of six (6) members of the corporation who shall be elected every two (2) years as provided in the Articles of Incorporation.

SECTION 2

The board of directors shall be charged with the management of all the affairs of the corporation, subject to the provisions of its Articles of Incorporation and By-Laws.

SECTION 3

For the purpose of the transaction of business of this corporation during the intervals between the meetings of the board of directors, the chairman, alternate chairman, secretary and treasurer shall constitute the executive committee, with full authority to act. Three members of this committee shall constitute a quorum. In the absence of one or more of these officers, for any reason, the board of directors may appoint another officer to sit in the absent officer's place. The delegate to the General Service Conference may fill any vacancy if so appointed by a majority vote of the board of directors of said corporation.

SECTION 4

Regular meetings of the board of directors shall be held at least quarterly, or more often, at such time and place as the directors may determine. Special meetings of the board may be called by the chairman or alternate chairman on three (3) days notice to each board member, either personally or by mail or telegram. Special meetings shall be called by the chairman or secretary in a like manner and on like notice on the written request of two (2) directors.

SECTION 5

Three (3) directors shall constitute a quorum of the board.

SECTION 6

In addition to the powers and authorities by these by-laws expressly conferred upon it, the board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by Articles of Incorporation or by-laws directly or required to be exercised or done by the members.

SECTION 7 -- Indemnity

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the corporation and/or by reason of his alleged acts or omissions as such director or officer, whether or not he continues to be such officer or director at the time when any such claim or liability is asserted and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the board of directors, whether or not he continues to be such director

or officer at the time such expenses are incurred; provided that, however, no director or officer shall be indemnified against any claim or liability arising out of his own neglect or willful misconduct or shall be indemnified against or reimbursed for any expenses incurred in defending any or all such claims or liabilities in settling the same unless in the judgment of directors of the corporation, the director or officer against whom such claim or liability is asserted has not been guilty of negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law

BY-LAW III **COMMITTEES**

SECTION 1

The chairman may appoint such committees as he deems necessary subject to the approval of the board of directors. Whenever the board of directors is not in session, the committees appointed by the chairman may act subject to the ratification of the next meeting of the board of directors, at which the appointments made by the chairman may be either approved or disapproved,

SECTION 2

The chairman of each committee shall make a written report to the board of directors whenever requested to do so by the board.

BY-LAW IV **MEMBERS MEETINGS**

SECTION 1

The quarterly meetings of the corporation shall be held as provided in the Articles of Incorporation.

SECTION 2

Special meetings of the corporation may be called at any time by the chairman, or on the request in writing to the chairman, by a majority of the board of directors.

SECTION 3

Immediately following the adjournment of the quarterly meetings of the corporation wherein new officers and directors are elected, the old officers and the newly-elected officers shall hold a meeting for the purposes of organization and for the ease of transition of authority from the hands of the old officers and directors into the hands of the newly-elected officers and directors.

SECTION 4

Not less than five (5) days prior to any meeting of the corporation, a notice of such meeting shall be mailed to each member at his last known post office address. The notice of any special meeting shall state the purpose of the meeting. All meetings of the corporation may, however, be called without notice by written waiver of the right to such notice, by each person entitled thereto.

SECTION 5

At any meeting of the members, every member having a right to vote shall be entitled to vote in person or that person's alternate may vote if the alternate presents the proper credentials. Each member shall have one vote to vote.

SECTION 6

Written notice of the quarterly meetings of the corporation shall be mailed to each member entitled to vote to such address as appears on the books of the corporation, at least five (5) days prior to the meeting.

SECTION 7

A complete list of the membership entitled to vote at each ensuing election arranged in alphabetical order with the last known address on the corporate membership list shall be prepared by the secretary and filed in the corporate offices and with each member of the board of directors at least ten (10) days before every election and said list shall be open for examination during reasonable business hours. The list shall be available at the place of election for examination during the whole time of said elections.

SECTION 8

Special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute, may be called by the chairman or alternate chairman, and shall be called by the chairman or secretary at the request in writing of a majority of the board of directors, or at the request in writing of a majority of the membership meeting. Such request shall state the purpose or purposes of the proposed meeting.

SECTION 9

Business transacted at special meetings shall be confined to the object stated in the call.

SECTION 10

Written notice of special meetings of membership stating the time and place and object thereof shall be mailed, postage prepaid, at least five (5) days before such meeting to each member entitled to vote there at to such address as appears on the books of the corporation.

SECTION 11

At all meetings of members, the order of business shall be as far as applicable and practical as follows:

1. Organization.
2. Proof of notice of meeting or a waiver thereof (the certificate of the secretary of the corporation, or the affidavit of any other person who mailed the notice, or caused the same to be mailed, being proof of service of notice by mail).
3. Submission by secretary, or by inspectors, if any shall have been selected or appointed, of list of members entitled to vote, present in person, or their alternate (alternates must present appropriate credentials before voting).

4. If a quarterly meeting or a meeting called for that purpose, reading of unapproved minutes of preceding meetings and actions thereon.

5. Reports.

6. If a quarterly meeting, or meeting called for that purpose, the election of officers and directors.

7. Unfinished business.

8. New business.

9. Adjournment.

SECTION 12

Motions passed by the membership of the corporation at any meeting of the membership shall require a two-thirds (2/3) majority of the voting members present, except as may be otherwise required by these laws.

BY LAW V **MEMBERSHIP**

SECTION 1

The membership of the corporation shall consist of the officers and directors elected; the Chairpersons of standing committees of the Louisiana Area Assembly, Inc.; the General Service Representative of each Group of Alcoholics Anonymous of the State of Louisiana registered with the General Service Office of Alcoholics Anonymous, Post Office Box 459, New York, New York 10163; and the District Committeemen of each District of Alcoholics Anonymous in the State of Louisiana; and past Louisiana Delegates to the General Service Conference. The persons purporting to be voting members of this corporation shall have to present the appropriate credentials as described in the Alcoholics Anonymous Service Manual.

BY LAW VI **CHECKS**

SECTION 1

All checks, drafts, and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

BY-LAW VII **AMENDMENTS**

SECTION 1

These by-laws may be altered or amended or repealed by the affirmative vote of two thirds (2/3) of the membership entitled to vote there at, at any quarterly or special meeting

of the members called for that purpose, or by the affirmative vote of two thirds (2/3) of the board of directors at any regular or special meeting of the board called for that purpose, provided, however, that no change of the time or place for the election of officers and directors shall be made within sixty (60) days preceding the day on which such election is to be held, and that in case of any change of such time or place, notice thereof shall be given to each member in person or by letter mailed to his last known address, at least twenty (20) days before election is held.

BY-LAW VIII
SEVERANCE CLAUSE

SECTION 1

If any term or provision of these by-laws or any application thereof shall be invalid or unenforceable, the remainder of these by-laws or any other application of such term or provision shall not be affected thereby.

THUS DONE AND ADOPTED in their amended form this 3rd day of August, 1996

LOUISIANA AREA ASSEMBLY, INC.
BY: CHAIRMAN
ATTEST: SECRETARY