

BYLAWS

The following shall be the Bylaws of INTERNATIONAL DOCTORS IN ALCOHOLICS ANONYMOUS (further referred to as “the Corporation”), a Minnesota non-profit corporation, which will be governed by the principles found in the Twelve Traditions of Alcoholics Anonymous.

ARTICLE I – FISCAL YEAR

1.1 The fiscal year of the Corporation shall be from July 1st through June 30th.

ARTICLE II – MEMBERSHIP

2.1 There shall be no limit on the number of members of the Corporation.

2.2 Every doctor who gives written notice of a desire to belong or who registers for an annual meeting shall be a member of the Corporation.

2.3 Each member shall have one (1) vote at the meeting of the members.

2.4 Members shall be removed from membership upon written request or by death.

ARTICLE III – MEETING OF THE MEMBERS

3.1 The annual meeting of the members shall be held each year at a date and time fixed by the Steering committee and at a place selected by the members. Written notice of the annual meeting shall be given at least ten (10) days in advance of the meeting, giving the date, time and place of the meeting. At the annual meeting, the membership shall transact any business as may properly come before it.

3.2 Special meetings of the members may be called at any time by the Trusted Servant, or by a simple majority of the voting members of the Steering Committee. Written notice of special meetings, stating date, time, place and purpose shall be given to all members at least ten (10) day in advance of the meeting, either in a publication of the Corporation or by special mailed notice, in accordance with the Minnesota Statutes Section 317A.433.

3.3 A quorum at meetings of the members shall be fifty (50) members or 10 percent (10%) of the members, whichever is less. Written proxies shall not be permitted at the meetings of the members.

3.4 Beyond action at an annual or a special meeting, the members may take action by written, mailed ballot, provided that at least a quorum (defined in 3.3) votes on the action and provided that a majority of those voting approve of the action.

ARTICLE IV – STEERING COMMITTEE

4.1 The members of the Steering Committee shall consist of eleven (11) members. It will be responsible for the establishment of the policies and supervision of the affairs of the Corporation. It shall be responsible for the securing and expending the funds of the Corporation. It shall receive and examine the regular reports of the various officers and committees of the Corporation.

4.2 The voting members of the Steering Committee shall include the Trusted Servant, the Chair of the Local Arrangement Committee (LAC) for the last annual meeting being held in the current year, the Chair of the LAC for the annual meeting to be held in the next calendar year, and the Chairs of the immediately preceding six (6) annual meetings, the designated AI-Anon representative and two (2) Members-at-Large.

4.2.1 The Trusted Servant shall be the recognized Chair of the LAC for the sixth annual meeting prior to the current meeting.

4.2.2 There may be other non-voting members of the Steering Committee as determined by the Steering Committee.

4.2.3 The designated AI-Anon representative will be appointed by the AI-Anon Advisory Committee to serve a three (3) year term as a voting member of the Steering Committee. At the discretion of the AI-Anon Advisory Committee the AI-Anon Representative may be re-appointed for an additional three (3) years. No individual may serve more than six (6) consecutive years.

4.2.4 There may be no more than two (2) Members-at-Large serving on the Steering Committee at any time. Members-at Large shall be elected by the Steering Committee from a slate of candidates selected by the Nominating Committee. The Nominating Committee shall be appointed by the Administrative Sub-committee of the Steering Committee and shall be made up of three (3) Members who are not currently members of the Steering Committee. Members-at Large will have voting privileges, will serve a three (3) year term and may be elected to an additional three (3) year term. A Member-at-Large may serve no longer the six (6) consecutive years on the Steering Committee.

4.2.5 There shall always be an odd number of voting members of the steering committee.

4.3 At the last meeting of the Steering Committee at the annual meeting, the Trusted Servant shall step down and the new Trusted Servant shall take office. At this time, the Chair of the LAC for the annual meeting one (1) year after the current annual meeting will become a voting member of the Steering Committee.

If the chair of the LAC cannot complete his term on the Steering Committee, the Steering Committee may appoint a replacement after considering the recommendation of the LAC.

4.4 The annual meeting of the Steering Committee shall be held just prior to, during or immediately after the annual meeting of the membership. At the annual meeting of the Steering Committee, it will appoint a member to the position of Executive Director and a member to the position of Secretary-Treasurer as provided for in Article V of these Bylaws. The Steering Committee may appoint other officers and committees as deemed necessary by them. The Steering Committee may transact any other business at the annual meeting which may be deemed proper by it. A written notice of the annual meeting of the Steering Committee shall be given to each member of the committee giving the date, time and place at least ten (10) days prior to the meeting.

4.5 A special meeting of the Steering Committee may be called at any time by the Trusted Servant or by any three (3) members of the Steering Committee upon giving the Committee members three (3) days notice of the date, time, place and purpose of the meeting.

4.6 A quorum for meetings of the Steering Committee shall be a simple majority of the voting members of the Steering Committee.

4.7 The Steering Committee may appoint a member to fill any vacancy which may occur in the Steering Committee or among the officers of the Corporation upon a majority vote of those present and after notice is given as provided in section 4.4 above. That person shall serve until the next annual meeting of the Steering Committee at which time the position shall be filled for the rest of the unexpired term of the vacancy.

4.8 Subject to the limitations stated in this section of the Bylaws and to the requirements of the Minnesota Statutes Chapter 317A, the Corporation may indemnify and make advances of reasonable expenses to each Steering Committee member, officer or employee of the Corporation, whether or not then in office or employed by the Corporation, as prescribed by the Minnesota Statutes, Section 317A.521. The Corporation may purchase and maintain insurance on behalf of any person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would have been required to indemnify the person against liability under this section or under the provisions of Section 317A.521. The proceeds of this insurance actually paid pursuant to this section may be the maximum amount of funds payable to the indemnified person.

4.9 A conference among the members of the Steering Committee or among any members of any committee designated by the Steering Committee, by any means of communication through which the participants may simultaneously

hear each other during the conference, constitutes a meeting of the Steering Committee or other committee, as the case may be, if notice of the conference is given as provided in section 4.4 above, and if the number of members participating in the conference would be sufficient to constitute a quorum. Participation in a conference by this means of communication constitutes personal presence at the conference.

4.10 Any action which may be taken at a meeting of the Steering Committee may be taken without a meeting when authorized in writing and signed by the number of voting members of the Steering committee which would be required to take the same action at a meeting of the Steering Committee at which all voting members were present.

4.11 The members of the Steering Committee may vote in person at a meeting or may vote by a mailed ballot if unable to attend a meeting. The Steering Committee may vote to take action on an issue without having a meeting if the vote is taken by signed ballot and provided that the number of total votes equals a quorum as defined in section 4.6 above.

ARTICLE V – OFFICERS AND EXECUTIVE DIRECTOR

5.1 The officers of the Corporation shall consist of a Trusted Servant and the Secretary –Treasurer and such other officers as may be determined from time to time by the Steering Committee.

5.2 The Trusted Servant shall be the voting member of the Steering Committee who was Chair of the LAC for the annual meeting held six (6) calendar years prior to the current calendar year. The Trusted Servant shall be the presiding officer of the Steering Committee in the year of his term until the last meeting at the annual meeting.

5.3 In the absence of the Trusted Servant, the next senior voting member shall preside at the meetings of the Steering Committee. If the Trusted Servant or the Trusted Servant-elect cannot serve, the next senior member of the Steering Committee based on time served shall become the Trusted Servant or Trusted Servant-elect if approved by a majority of the remaining voting members of the Steering Committee.

5.4 The Steering Committee shall elect a member to be Secretary-Treasurer. The Secretary-Treasurer shall be a non-voting member of the Steering Committee. The Secretary-Treasurer shall be elected annually and may be re-elected for up to four (4) one year terms. Under extraordinary and/or special circumstances, the contract may be extended annually for up to two (2) more years. No individual may serve more than six (6) continuous years. The duties of the Secretary-Treasurer shall include:

5.4.1 Responsibility for recording the minutes of all meeting of the members and of meetings of the Steering Committee.

5.4.2 Managing the financial matters of the Corporation, maintaining its financial accounts and keeping complete and accurate records of all its financial transactions:

5.4.2.1 Payment of funds to the LAC for start-up and scholarship donations.

5.4.2.2 Payment of legal, accounting, incorporation and business fees.

5.4.2.3 Transfer of funds from the Corporation's general account to the IDAA endowment accounts.

5.4.2.4 Payment of donations, if any, to the General Service Office of Alcoholics Anonymous or any other organization as determined by the Steering Committee.

5.4.2.5 Payment of the contracted fees of the Executive Director.

5.4.2.6 Supervise the submission of required financial reports to the appropriate governmental agencies.

5.4.2.7 Other financial transactions as directed by the Steering Committee.

5.5. The Secretary-Treasurer shall submit an annual budget for the Corporation to the Finance Sub-committee on a timely basis. The Secretary-Treasurer shall submit other financial reports to the Finance Sub-committee at intervals determined by them.

5.6 The Executive Director shall establish and operate the Central Office of the Corporation at a site of his choosing and with the approval of the Steering Committee. His duties shall include:

5.6.1 Provide administrative support for the Steering Committee, the various Sub-committees, the LAC and the Officers of the Corporation.

5.6.2 Maintain and secure the membership data base.

5.6.3 Manage the communication with the membership, new and prospective members and with scholarship recipients.

5.6.4 Manage fund raising efforts when directed to do so by the Steering Committee.

5.6.5 Represent the Corporation in dealing with other organizations in a manner consistent with the mission and policies of the Corporation.

5.6.6 Submit an annual written administrative report to the Administrative Sub-committee.

5.6.7 Carry out other administrative duties as directed by the Steering Committee.

5.7 After considering the recommendations of the Finance Sub-committee and the Administrative Sub-committee, the Steering Committee will negotiate an annual contract with the Executive Director to include his compensation, funding of the duties of his office and the operation of the Central Office.

ARTICLE VI – COMMITTEES

6.1 The Steering Committee shall have three (3) standing sub-committees:

6.1.1 The Site Selection Sub-committee shall include the voting Chairman of the previous years LAC and the voting Chair of the current LAC. This sub-committee will be chaired by the Chair of the last annual meeting. The duties of the Site Selection Sub-committee are:

6.1.1.1 Review the LAC budget at the annual meeting prior to the LAC's meeting.

6.1.1.2 Review the final financial report of the LAC in its entirety and compare it to the previous LAC financial reports, This shall be completed and reported to the Steering Committee by the fall of the year following the LAC's annual meeting.

6.1.1.3 Recommend the sites of future annual meetings to the Steering Committee at least three (3) years in advance of the meetings.

6.1.2 The Administrative Sub-committee shall include the Steering Committee members in their second (2nd) and third (3rd) years of the six (6) year rotation and will be chaired by the most senior member. The duties of the Administrative Sub-committee are:

6.1.2.1 Providing supervision of the Secretary-treasurer and the Executive Director.

6.1.2.2 Report an annual review of the performance of the Secretary-treasurer and the Executive Director to the Steering Committee.

6.1.2.3 Recommend to the Steering Committee the terms of the annual contract for the Executive Director and the Central Office of the corporation.

6.1.2.4 Serve as the search committee for potential candidates for positions of Executive Director and the Secretary-treasurer and report their recommendations to the Steering Committee.

6.1.2.5 Annually review these Bylaws and recommend possible amendments to the Steering Committee as needed.

6.1.3 The Finance Sub-committee shall include the Steering Committee members in their fourth (4th) and (5th) year of the six (6) year rotation and will be chaired by the most senior member. The duties of the Financial Sub-committee are:

6.1.3.1 Supervise the financial matters of the corporation.

6.1.3.2 Review the annual budget of the corporation as developed by the Secretary-treasurer and recommend to the Steering whatever action they determine to be appropriate.

6.1.3.3 Review the LAC budget at the annual meeting prior to the LAC's meeting.

6.1.3.4 Review the final LAC financial report and compare it to the previous LAC's financial reports. Report to the Steering Committee any recommendations if they might have based on this review.

6.1.3.5 Recommend to the Steering Committee a Certified Public Accounting firm to be hired to prepare appropriate tax reports as required by governmental agencies.

6.2 The Local Arrangements Committee (LAC) of the annual meeting of the corporation shall be appointed by the Steering Committee at least three (3) years prior to the meeting. The Steering committee shall receive a report from the Site Selection Sub-committee and consider its recommendations prior to this appointment. The chairman of the LAC will become a non-voting member of the Steering Committee when appointed and becomes a voting member at the annual meeting of the Steering Committee one year prior to the annual meeting he will chair. The duties of the LAC are:

6.2.1 Plan, organize and conduct the annual meeting of the Corporation.

6.2.2 Prepare a budget for the annual meeting and submit it to the Secretary-treasurer and the Financial Sub-committee promptly after the previous annual meeting.

6.2.3 Prepare a final financial statement of the annual meeting and submit it to the Financial Sub-committee as soon as possible after the annual meeting.

6.2.4 The LAC shall receive administrative support from the Executive Director and the various standing Sub-committees of the Steering Committee as needed.

6.3 The Steering committee may establish other committees as may be necessary.

6.4 The Trusted Servant may appoint other members of the corporation to any of the Sub-committees as he deems appropriate. Only voting members of the Steering Committee shall have a vote during the Sub-committee's deliberations

ARTICLE VII – MISCELLANEOUS

7.1 Initially, the Corporation shall not have a seal. The Steering Committee shall have the authority to adopt a seal if it so chooses.

7.2 Either the Trusted Servant or the Secretary-treasurer shall have the authority to execute all legal documents on behalf of the Corporation which have been approved by the Steering Committee.

7.3 All checks drawn on the financial accounts of the Corporation must be signed by the Trusted Servant, the Secretary-treasurer or any other voting member of

the Steering Committee who has been authorized to do so by the Steering Committee.

7.4 All of the affairs of the Corporation shall be conducted in accordance with the principles found in the Twelve Traditions of Alcoholics Anonymous.

ARTICLE VIII – AMENDMENTS

8.1 These Bylaws may be amended at any meeting of the Steering Committee by a vote of two thirds (2/3) of the members present provided there is a quorum present as defined in Article 4.6 and provided that a copy of the proposed amendment(s) has been received by each member of the Steering Committee at least ten (10) days prior to the meeting at which the vote on the proposed amendment(s) is to take place.

Revised December 4, 2003, 2003