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**BY-LAWS
Of the
Central Office of Mid-Missouri
(C.O.M.M.)**

Preamble

Having established a central office for the primary area consisting of, but not limited to, Area 38 District 9,11,12 and Area 39 District 4,8,9 in Missouri, basic to the Third Legacy of Alcoholics Anonymous, we set forth hereafter By-Laws for the organization and operation of Central Office of Mid-Missouri (hereafter referred to as C.O.M.M.), which will:

- be spiritually guided by the Twelve Steps, Twelve Traditions and Twelve Concepts of Alcoholics Anonymous;
- follow the Guidelines compiled by the General Service Office of Alcoholics Anonymous, New York , NY;
- contribute to the consistency and continuity of the work to be undertaken by C.O.M.M. and to carry AA's message to the alcoholics who still suffer.

Statement of Purpose

The purpose of the C.O.M.M. shall be the coordination of A.A. activities common to the various groups or meetings comprising its membership. These activities may include, but are not limited to:

- 1) Maintaining a central office as a communication center for A.A. in this area connecting those desiring alcoholic recovery with A.A. groups;
- 2) Exchanging information among A. A. groups and A. A. meetings;
- 3) Publishing and distributing an A.A. bulletin or newsletter;
- 4) Maintaining a website with up-to-date meeting schedules and information on upcoming event; and
- 5) The selling and distribution of conference-approved literature and other recovery-related items.

Specifically excluded from the objectives of the C.O.M.M. are:

- 1) the operation of any club, clubhouse, or drying-out place, and
- 2) the endorsement of any public or private project on alcoholism.

1.0 C.O.M.M.

1.1 Source of Authority

Service centers, inter-groups and central offices have no authority on their own account, but derive their authority from the participating groups and meetings through their central office representatives (C.O.R.s).

1.2 Function

The basic services of the C.O.M.M. should include, but are not limited to:

- 1) Providing a central location for the exchange of information among groups and meetings in the service area;
- 2) Handling A.A. inquiries;
- 3) Serving as a distribution center for Twelve-step literature;
- 4) Helping groups with "accessibility services" whenever possible;

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5) Providing and maintaining the C.O.M.M. website (www.aacomm.org).

2.0 C.O.M.M. Committee

2.1 Membership

The membership of the C.O.M.M. Committee shall consist of:

- 1) Central Office Representatives (C.O.R.s) or their alternates from each A. A. group or meeting currently registered with the Secretary of the C.O.M.M. committee (see section 10.0);
- 2) Members of the C.O.M.M. Steering Committee (see section 3.0)
- 3) Newsletter and Website Chairpersons.

Any A.A. group or meeting may become registered with the C.O.M.M. Committee by providing the C.O.M.M. Committee Secretary with the name, location, and time of the meeting(s), and the contact information of the representatives and alternates.

2.2 Qualifications

Membership on the C.O.M.M. Committee shall be limited to A.A. members, and continuous sobriety shall be required throughout their terms of office. All members of the committee shall reside within the service area of C.O.M.M.

2.3 Who has a Voice and Vote?

Each member of the C.O.M.M. Committee shall have a voice and a vote in all meetings of the C.O.M.M. Committee.

2.4 Regular Meetings

The C.O.M.M. Committee shall meet monthly, traditionally on the third Saturday of each month, barring conflicts with other service structure functions of postponement due to unforeseen circumstances.

2.5 Special Meeting

A special C.O.M.M. Committee meeting may be called at any other time by a simple majority vote of the committee, or by the Chairperson upon being apprised of a matter of major importance. In this case the committee shall instruct the secretary to immediately issue proper notification of the special meeting to all committee members. Proper notification of a special meeting of the committee shall consist of contact by telephone, by written notice or electronic communication at least one (1) week prior to the date of the meeting.

2.6 Special Committees

The C.O.M.M. Committee may elect from its membership a chairperson for special ad-hoc or standing committees who shall work under the guidance and direction of the Steering Committee to help carry out the various functions and activities of the C.O.M.M. Committee.

3.0 Steering Committee

3.1 Purpose

The general purpose of the Steering Committee shall be the management of the day-today affairs of the C.O.M.M. and to provide leadership to the C.O.M.M. Committee.

3.2 Membership

The C.O.M.M. Steering Committee shall consist of the following members; Chairperson, Co-Chair, Secretary, Treasurer, Office Manager, and members of the Board of Directors (see Section 11.0).

3.3 Meeting

- 1) The C.O.M.M. Steering Committee shall attend and lead the regular monthly meetings of the C.O.M.M. Committee. In addition, the Steering Committee may elect to meet as a separate body at regular intervals or at such times deemed necessary in order to carry out the responsibilities of this Committee.
- 2) The minutes of all Steering Committee Meetings will be read into the records at the next C.O.M.M. Committee meeting.

3.4 Duties and Responsibilities

The C.O.M.M. Steering Committee, through its elected officers, shall be responsible to see that the following duties are carried out:

- 1) Receiving and reviewing applications of candidates who are interested in applying for the Office Manager's position and submitting the names and qualification of these applicants to the C.O.M.M. Committee for a vote;
- 2) Report to the C.O.M.M. Committee as a whole;
- 3) Producing an effective and up-to-date job description for the Office manager's position;
- 4) Guiding special ad-hoc or standing committees; and
- 5) Conducting the annual performance review of the current Office Manager every January.

Any Steering Committee member with three or more unexcused absences from the Steering Committee or the C.O.M.M. meetings shall be asked to step down from their position. A member may be considered excused by contacting either the Office Manager or the C.O.M.M. Chairperson and providing a report.

3.5 Formation

To form and maintain a C.O.M.M. Steering Committee, the C.O.M.M. Committee shall elect from those person meeting the necessary qualifications a Chairperson, a Co-Chairperson, Secretary, Treasurer, and Office Manager, and five members of the Board of Directors.

3.6 Rotation of Leadership

In keeping with A.A.'s "spirit of rotation" it is suggested that no member of the Steering Committee except the Office manager and members of the Board of Directors be re-elected to serve more than one two-year term in the same position. However, if there are no other qualified and willing candidates for any of these positions at the time of elections, the members of the C.O.M.M. Committee may vote their conscience and do what they believe to be in the best interest of the C.O.M.M. Committee.

4.0 Chairperson and Co-Chairperson

4.1 Qualifications

Any present or immediate past member of the C.O.M.M. Committee may be eligible to be elected as Chair or Co-Chair of the Steering Committee. Other qualifications shall include:

- 1) A suggested two or more years of sobriety;
- 2) The time, willingness, and commitment to serve on the C.O.M.M. Committee or a two-year term; and
- 3) A background in A.A. service at the level of the group of district, or on the C.O.M.M. Committee.

4.2 Elections

A Chairperson and Co-Chairperson shall be elected in the manner prescribed in section 12.0 of these by-laws in **even**-numbered years during the regular Central Office Committee meeting in January and shall take office at the time of election. Should a currently serving C.O.R. be elected as Chairperson or Co-Chairperson it is suggested that he/she resign as C.O.R., enabling that group to elect a new representative; thus enabling all groups to be equally represented.

4.3 Term of Service

The Chairperson and Co-Chairperson shall serve a two-year term subject to recall by the C.O.M.M. Committee. If a vacancy occurs during a Chairperson's term of office, the Co-Chairperson shall serve the remainder of that two-year term. That person would then be eligible to be elected to one subsequent two-year term of his/her own.

4.4 Duties and Responsibilities – Chairperson

It shall be the responsibility of the Chairperson to:

- 1) Plan and prepare the agenda for and conduct the meetings of the C.O.M.M. Committee Meeting and the Steering Committee;
- 2) Call special meetings of the C.O.M.M. Committee and Steering Committee when needed;
- 3) Monitor the duties and responsibilities of the Steering Committee;
- 4) Recommend the formation of special ad-hoc or standing committees;
- 5) Be one of the co-signers on all bank accounts; and

- 6) Communicate with the Office manager regarding directives and advice coming from the Steering Committee, including the findings of the committees relative to performance reviews.

4.5 Duties and Responsibilities – Co-Chairperson

The responsibilities of the Co-Chairperson are:

- 1) To assist, participate and share in the responsibilities of the Chairperson, and
- 2) To assume all of the duties and responsibilities of the Chairperson in his/her absence.

5.0 Secretary and Treasurer

5.1 Qualifications

Any present or immediate past member of the C.O.M.M. Committee may be eligible to be elected as Secretary or Treasurer of the Steering committee.

Qualifications shall include:

- 1) A suggested two or more years of sobriety;
- 2) The time, willingness, and commitment to serve on the C.O.M.M. Committee for two-year term.
- 3) A background in A.A. service at the group or district level, or on the C.O.M.M. Committee.

5.2 Elections

A Secretary and Treasurer shall be elected in the manner prescribed in section 13.0 of these by-laws in odd-numbered years during the regular C.O.M.M. Committee Meeting in January and shall take office at the time of election. Should a currently serving C.O.R. be elected as Secretary or Treasurer, it is suggested that he/she resign as C.O.R., enabling that group to elect a new representative, thus enabling all groups to be equally represented.

5.3 Term of Service

The Secretary and Treasurer shall serve a two-year term subject to recall by the C.O.M.M. Committee. If a vacancy occurs during any Secretary or Treasurer's term of office, an election shall be held at the next regularly scheduled C.O.M.M. Committee meeting following the announcement. Any qualified candidate may decide to stand for the position. Any person elected to fill a vacancy in the Secretary or Treasurer's position shall serve the remainder of that two-year term. That person would then be eligible to be elected to one subsequent two-year term of his/her own.

5.4 Duties and Responsibilities – Secretary

It shall be the responsibility of the secretary to:

- 1) Take and keep minutes of all meetings of the C.O.M.M. and Steering Committee;
2. Keep up-to-date contact information of all Committee members, C.O.R.s, and groups or meetings registered with the C.O.M.M., and notify members of upcoming meetings and events;

- 3) Produce, copy, distribute and keep records of all proposed and/or approved amendments to these by-laws in the manner prescribed in section 14.0 of the by-laws; and
- 4) Provide digital copies of all records to the Office manager on a timely basis.

5.5 Duties and Responsibilities – Treasurer

It shall be the responsibility of the treasurer to:

- 1) Create and maintain accurate financial records of all contributions to and expenditures of the C.O.M.M.
- 2) Prepare written monthly financial reports to the C.O.M.M. Committee;
- 3) Be responsible for maintaining all required bank accounts and be one of the co-signers thereon;
- 4) Submit an annual financial summary and proposed budget at the scheduled January meeting of the C.O.M.M Committee;
- 5) Provide digital copies of all records to the Office manager on a monthly basis; and
- 6) Maintain separate lines for expenditures and income for C.O.M.M. projects or activities as they occur.

6.0 Newsletter Chairperson

6.1 Qualifications

The Qualifications shall include:

- 1) A suggested two or more years of sobriety;
- 2) The time, willingness, and commitment to serve on the C.O.M.M. Committee for two-year term;
- 3) A background in A.A. service at the group or district level, or on the C.O.M.M. Committee.

6.2 Elections

The Newsletter Chairperson shall be elected in the manner prescribed in section 13.0 of these by-laws in **odd**-number years during the regular C.O.M.M. Meeting in January and shall take office at the time of elections. Should a currently serving C.O.R. be elected as a Newsletter chairperson, it is suggested that he/she resign as C.O.R. enabling that group to elect a new representative, thus enabling all groups to be equally represented.

6.3 Term of Service

The Newsletter Chairperson shall serve a two-year term subject to recall by the C.O.M.M. Committee. If a vacancy occurs during any Newsletter Chairperson's term of office, an election shall be held at the next scheduled C. O.M.M. Committee meeting following the announcement. Any qualified candidate may decide to stand for the position. Any person elected to fill a vacancy in the Newsletter Chairperson position shall serve the remainder of that two-year term. That person would then be eligible to be elected to on subsequent two-year term of his/her own.

6.4 Duties and Responsibilities

It shall be the responsibility of the Newsletter Chairperson to:

- 1) Design, publish, and distribute monthly newsletter.
- 2) Solicit information about group anniversaries/individual anniversaries and upcoming events for inclusion in the newsletter.

7.0 Website Chairperson

7.1 Qualifications

The Qualifications shall include:

- 1) A suggested two or more years of sobriety;
- 2) The, willingness, and commitment to serve on the C.O.M.M. Committee for a two-year term;
- 3) A background in A.A. service at the group or district level, or on the C.O.M.M. Committee.

7.2 Elections

The Website Chairperson (“Webmaster”) shall be elected in the manner prescribed in section 13.0 of these by-laws during a regular C.O.M.M. Meeting and shall take office at the time of election. Should a currently serving C.O.R. be elected as a Website chairperson, it is suggested that he/she resign as C.O.R. enabling that group to elect a new representative, thus enabling all groups to be equally represented.

7.3 Term of Service

The Website Chairperson shall serve a non-rotating position subject to recall by the C.O.M.M. Committee. If a vacancy occurs during any Website Chairperson’s term of office, an election shall be held at the next scheduled C.O.M.M. Committee meeting following the announcement. Any qualified candidate may decide to stand for the position.

7.4 Duties and Responsibilities

It shall be the duty of the Website Chairperson to:

- 1) Maintain and update C.O.M.M.’s website (www.aacomm.org) on a regular basis;
- 2) Coordinate with the Newsletter chair to keep upcoming events current;
- 3) Inform the C.O.M.M. Committee of any upcoming charges/fees due.

8.0 Office Manager

8.1 Qualifications

The qualifications for the position should include:

- 1) A suggested five or more years of continuous sobriety;
- 2) A working knowledge of the operation and function of a central office;
- 3) The communications, public relations, and office skills required by the position;
- 4) Knowledge of A.A. Traditions, 12 Step work and principles, and Twelve Concepts for World Service.

8.2 Elections

To elect or re-elect an Office Manager, or to fill a vacancy of the Office manager position, the Steering Committee shall bring to the C.O.M.M. Committee the names and qualifications of the candidates who have applied for the position to be voted upon in the manner prescribed in section 13.0 of these by-laws in the odd numbered years.

8.3 Term of Service

An Office manager shall serve for a four-year term and may be re-elected at the end of each four-year term to serve in accordance with the conscience and vote of the C.O.M.M. Committee. Any person elected to fill a vacancy in the Office Manager's position shall serve to the conclusion of that four-year term. That person would then be eligible to be elected to a subsequent four-year term of his/her own.

8.4 Duties and Responsibilities

It shall be the duty of the Office manager to:

- 1) Manage the day-to-day functions and operations of the C.O.M.M. with the help and direction of the C.O.M.M. Steering Committee; and
- 2) Perform all duties that are listed in the job description for the Office manager's position. The Office Manager shall also be one of the co-signers on all bank accounts. In keeping with Concept 10, the C.O.M.M. Steering Committee should always be mindful that authority and responsibility are related and that no responsibilities should be assigned to the Office manager without also giving commensurate authority.

8.5 Performance Review

The Steering Committee shall conduct an annual performance review of the Office manager without his presence every January, or at more frequent intervals as deemed necessary by the Steering Committee. It shall be the duty of the C.O.M.M. Chairperson to communicate the findings of all such reviews to the Office Manager. It is suggested that all such reviews be done in a positive and constructive manner with the purpose of helping C.O.M.M. to better meet the needs of the groups it exists to serve. If the Office Manager disagrees with any part of the evaluation, the Office Manager's written response will be presented to the Steering Committee for final review.

8.6 Compensation

Insofar as the income of C.O.M.M. shall allow, the Office manager shall be fairly compensated at a rate approved by a vote of the C.O.M.M. Committee. All proposals not emanating from the Steering Committee that are brought before the C.O.M.M. Committee concerning changes in the pay rate, or the number of hours worked, shall be automatically tabled and referred to the Steering Committee. The Steering Committee will review the information and present an informed recommendation to the C.O.M.M. Committee at the next scheduled meeting.

9.0 Central Office Representatives (C.O.R.s) and Alternates

9.1 Purpose of

Central Offices have no authority on their own account, but derive their authority from the participating groups. It is only through the C.O.R.s who are members of the C.O.M.M. Committee, that the group's conscience is able to maintain effective control over the operation of the C.O.M.M.

9.2 Qualifications

The qualifications of a C.O.R. or Alternate are:

- 1) A suggested minimum two year sobriety (subject to their group's conscience); and
- 2) The time, willingness, and commitment to serve on the C.O.M.M. Committee for a two-year term.

9.3 Elections

It is suggested that each group or meeting elect their C.O.R. and Alternate.

9.4 Term of Service

C.O.R.s serve for a two-year term. In the event that the position be filled by the Alternate, and that a new Alternate be selected by their group. At the conclusion of that term the Alternate may then be elected to one subsequent two-year term of his/her own.

9.5 Duties and Responsibilities – C.O.R.

The duties of the C.O.R. are:

- 1) To represent his/her group at C.O.M.M. Committee meetings and to transmit that group's conscience to the Committee;
- 2) To carry information back to the group from the C.O.M.M. Committee;
- 3) To encourage his/her group or meeting to support the services provided by C.O.M.M. through the 7th tradition and through group contributions;
- 4) To become familiar with the services and literature provided by C.O.M.M. and to pass this information back to their group, especially to newcomers; and
- 5) To become actively involved with the C.O.M.M. Committee by volunteering to help on special committees and supporting the activities of the C.O.M.M.

9.6 Duties and Responsibilities – Alternate

The duties of the Alternate C.O.R. are:

- 1) To learn, assist, participate, and share in the responsibilities of the C.O.R.;
- 2) To fill in and vote at meetings and participate in activities that the C.O.R. is unable to attend;
- 3) To be willing to accept the C.O.R. position of that person is unable to complete his/her term.

10.0 Board of Directors

10.1 Qualifications

The qualifications for members of the Board of Directors are:

- 1) A suggested five or more years sobriety;
- 2) A solid background of A.A. service experience.

10.2 Elections

Members of the Board of Directors shall be elected in the manner prescribed in section 12.0 of these by-laws. Elections shall be held at the scheduled January meeting of the C.O.M.M. Committee in **even**-numbered years, with those elected taking office immediately upon election. Should a currently serving C.O.R. be elected as a member of the Board of Directors, it is suggested that he/she resign as C.O.R. enabling that group to elect a new C.O.R., thus enabling that all groups are equally represented.

10.3 Term of Service

Members of the Board of Directors shall serve for a two-year term subject to recall by the C.O.M.M. Committee. However, they may be re-elected in accordance with the conscience and vote of the C.O.M.M. Committee. Any person elected to fill a vacancy on the board of directors shall serve to the conclusion of that two-year term of his/her own. That person would then be eligible to be elected to a subsequent two-year term of his/her own.

10.4 Duties and Responsibilities

The duties and responsibilities of the Board of Directors shall include:

- 1) To see that all requirements are met that are necessary to ensure that the C.O.M.M. is in compliance with the Articles of Incorporation, as well as all applicable state laws governing Non-Profit Corporations;

- 2) To act in an advisory capacity to the C.O.M.M. Committee and Steering Committee;
- 3) To take an active part on the C.O.M.M. Committee exercising their voice and vote at meetings of the committee; and
- 4) To effect any and all changes in the Articles of Incorporation at such time as any changes become necessary.

10.5 Number of Directors

The Board of Directors shall consist of 5 elected members.

11.0 Financial Guidelines

11.1 Support of C.O.M.M.

It shall be the goal of the C.O.M.M. Committee that all functions of the C.O.M.M. be financed primarily by the contributions of its member groups, individual, and secondarily from the sales of literature and related items and such occasional projects or activities as may be authorized by the C.O.M.M. Committee.

11.2 Contributions

To conform to the general practice of Alcoholics Anonymous and the Twelve Traditions, C.O.M.M. accepts contributions from A.A. members, A.A. groups or A.A. meetings. Personal contributions cannot exceed \$3,000.00 annually (or the amount currently approved by G.S.O.). The solicitation of contributions from any outside source is expressly prohibited. C.O.M.M. shall not accept the responsibility of trusteeship for, or enter into the distribution or allocation of, any fund or funds set up outside of C.O.M.M.

11.3 Prudent Reserve

In keeping with the principles of Alcoholics Anonymous as described in the preamble of these by-laws, the C.O.M.M. should maintain a prudent reserve of approximately three (3) months operating expenses. This prudent reserve shall be maintained for the express purpose of meeting the regular and necessary monthly expenses required to keep the C.O.M.M. open and to provide its basis level of services in the event of an unexpected shortfall in income. In such an eventuality, and for the purpose previously described, funds may be withdrawn only by a 2/3 majority vote of the C.O.M.M. Committee.

11.4 Bank Accounts

C.O.M.M. shall maintain an interest-bearing savings account for its prudent reserve which requires two signatures to withdraw or transfer funds. All additional funds above the prudent reserve amount required by these guidelines shall be designated as "operating funds" and shall be kept in a single checking account. The signers on both the savings account and the checking account shall be the Office manager, the Treasurer, and the Chairperson of the C.O.M.M. Committee.

12.0 Voting Guidelines

12.1 Quorum Defined

At any regular meeting or special meeting held upon proper notification, those C.O.R.s present shall constitute a quorum for conduction the regular and ordinary business of the committee, a simple majority vote of those C.O.M.M. Committee members present eligible to vote shall be sufficient for a motion to pass.

Voting on all extraordinary matters shall require C.O.R.s form 60% of the groups or meetings registered with the Secretary of the C.O.M.M. Committee to be present, and shall require a two-thirds majority vote. Extraordinary matters requiring the above-mentioned voting requirements shall include, but not be limited to:

- 1) Electing members of the Board of Directors;
- 2) Electing members of the Steering Committee;
- 3) Withdrawing funds from the prudent reserve; and
- 4) Voting out of office any member of the Steering Committee or Board of Directors for “due cause” as defined by the C.O.M.M. committee.

All new business to be brought before the C.O.M.M. Committee need to be submitted to either the C.O.M.M. chairperson or the Office manager prior to the meeting. This is to ensure that there is adequate time for the item to be put on the agenda.

12.2 Vote to Table

Important decisions affecting the groups or meetings served by C.O.M.M., or affecting A.A. as a whole, may be tabled for thirty (30) days by the C.O.M.M. Committee by a simple majority vote of those present and referred back to the members’ groups for discussion and consideration, so that their recommendations may be brought back to the C.O.M.M. Committee through their C.O.R.

13.0 Dissolution

This Nonprofit Corporation may dissolve by a unanimous decision of the Board; or, otherwise as provided by the laws of the State of Missouri; and, in such a manner as to comply with the requirements of the Internal Revenue Service for tax exempt status under Section 501(c)(3). Any assets, interest, property, or other rights of this Nonprofit Corporation shall be conveyed, transferred or otherwise become the property of such organizations or entities which are tax exempt under Section 501 (c)(3) of the Internal Revenue Code as chosen by the last Board of Directors. Such designation of organizations or entities shall be made by the time of dissolution; or within ten (10) days thereafter. Such designation shall be subject to a determination by the Internal Revenue Service that the designated organization is in fact, a tax exempt entity under Section 501(c)(3) of the Internal Revenue Code.

14.0 Amending By-Laws

14.1 Amending By-Laws

These by-laws may be amended at any time by a two-thirds vote of the C.O.M.M. Committee when the following provisions have been met;

- 1) That C.O.R.s from at least a simple majority of the groups or meetings registered with the C.O.M.M. are present to vote;
- 2) A copy of the proposed amendment has been made available to all members of the C.O.M.M. Committee at their regular meeting one month prior to the vote; and
- 3) That the C.O.M.M. Steering Committee has made a reasonable effort to furnish a copy of the proposed amendment(s) to all groups or meetings whose C.O.R. was not present at the aforementioned meeting.

All amendments to these by-laws shall be prepared and copied by the Secretary of the C.O.M.M. Committee.

14.2 Review of By-Laws

A Committee to review these by-laws and recommend changes shall be appointed by the C.O.M.M. Board of Directors every odd year during the March C.O.M.M. Meeting.