

**BYLAWS
OF
AL-ANON FAMILY GROUPS OF COLORADO AREA ASSEMBLY, INC.**

(A Colorado Nonprofit Corporation)

**ARTICLE I
Purposes**

The purposes for which Al-Anon Family Groups of Colorado Area Assembly, Inc. (the "Corporation") are formed are to encourage, assist and serve the families and friends of alcoholics in dealing with the problems concerning and attendant on alcoholism; to reinforce their efforts to understand the alcoholic and to foster his or her restoration to normal life; to disseminate information in relation thereto and to conduct, and participate in, any other classes of service to assist families and friends of alcoholics in dealing with their problems. In furtherance of the purposes set forth here and in the Certificate of Incorporation, the Corporation will:

- (a) Coordinate policy among Al-Anon and Alateen groups throughout Colorado;
- (b) Assist Al-Anon and Alateen groups in Colorado in the conduct of their activities;
- (c) Provide relatives and friends of alcoholics with information about the principles and Traditions of Al-Anon and location of Al-Anon and Alateen groups;
- (d) Assist in the formation of new Al-Anon and Alateen groups;
- (e) Distribute literature of interest to Al-Anon and Alateen groups;
- (f) Bring Al-Anon and Alateen groups to the attention of the concerned public;
- (g) Establish and maintain public relations throughout Colorado;
- (h) Establish and maintain policies for the work of the Colorado Area Assembly; and
- (i) Convene at least once every three years to elect a Delegate and Alternate Delegate to the Al-Anon World Service Conference and to elect the officers of the Colorado Area Assembly.

**ARTICLE II
Offices**

The principal office of the Corporation shall initially be located in Denver, Colorado. The Board of Directors may from time to time designate another location as the principal office. The Corporation may have such other offices within Colorado as the Board of Directors may designate from time to time. The Corporation shall continuously maintain in Colorado a registered agent and a registered office.

**ARTICLE III
Terms**

As used in these Bylaws:

- (a) Al-Anon group means a group of relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship as described in the

- Manual and registered as an Al-Anon family group with the Colorado Area Group Records Coordinator.
- (b) Alateen group means a group of teenage relatives and friends of alcoholics organized and functioning in keeping with the principles and Traditions of the Al-Anon fellowship as described in the Manual and registered as an Al-Anon family group with the Colorado Area Group Records Coordinator.
 - (c) Manual means the most current Al-Anon Alateen Service Manual published from time to time by Al-Anon Family Group Headquarters, Inc. at the Al-Anon/Alateen World Service Office located at the time of the adoption of these Bylaws in Virginia Beach, Virginia, U.S.A.
 - (d) Guidelines means the Colorado Area Guidelines as adopted by the members acting as the Al-Anon Family Groups of Colorado Area Assembly as of the time of the adoption of these Bylaws, as amended from time to time.
 - (e) Terms relating to the Al-Anon and Alateen fellowship and its work not specifically defined in these Bylaws shall be as described and/or defined in the Manual or the Guidelines.

ARTICLE IV **Members**

Section 1. Members. Membership in the Corporation shall be a voting membership and each member shall be entitled to one vote on all matters on which members are entitled to vote. Cumulative voting of members shall not be allowed. The members of the Corporation shall be the persons who are duly elected Group Representatives of the Al-Anon and Alateen groups organized and functioning in keeping with the principles, Traditions and Concepts of Service of the Al-Anon fellowship as described in the Manual and registered as an Al-Anon family group with the Colorado Area Group Records Coordinator (“G.R.’s”). When a member ceases to be a Group Representative his or her membership in the Corporation shall automatically terminate.

Section 2. Qualification of Members. The qualifications of the office of Group Representative shall be as stated in the Manual.

Section 3. Resignation; Interest Not Transferable. A member may resign at any time. No member may transfer his or her membership interest or any right arising therefrom.

Section 4. Regular Meetings. The members shall meet a minimum of once every three years to elect a Delegate and Alternate Delegate to the Al-Anon World Service Conference, elect the officers of the Colorado Area Assembly, elect the officers and directors of the Corporation and transact such other matters as may come before the meeting. The first such triennial election meeting/assembly shall take place in November 2006. In addition the members shall meet regularly three times per year at such times and places as the Board of Directors shall determine, for any of the purposes set forth in the Manual or the Guidelines concerning area assemblies and for such other business as may come before the meeting.

Section 5. Special Meetings. Special meetings of the members may be called for any purpose by the Board of Directors or by members representing ten percent or more of the groups registered with the Area.

Section 6. Place of Meeting. The Board of Directors may designate any place within the State of Colorado as the place for any triennial, regular or special meeting. If no place is stated, special meetings shall be held at the Corporation's principal office.

Section 7. Quorum and Manner of Acting. Members representing ten percent or more of the groups registered with the Area, in person or in person by proxy, shall constitute a quorum at a meeting of members. If a quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Manual, the Guidelines or these By-laws. Cumulative voting of members shall not be allowed.

Section 8. Informal Action of Members. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the members unanimously agree and consent to such action.

Section 9. Notice of Meeting. Subject to the requirements of the Colorado Revised Nonprofit Corporation Act, notice stating the place, day and hour of the meeting shall be given by publication in the issue of the Butterfly, the newsletter of the Colorado Area Assembly, preceding the meeting. In addition to or in lieu of such notice, notice may be given as follows: not less than ten nor more than sixty days before the date of the meeting, notice may be given by telephone, or by telecopy or e-mail, or by mail to each member of the Corporation. If mailed, such notice shall be deemed to be given when deposited in the United States mail, addressed to the member at his or her address as it appears in the Corporation's current record of members, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be given when the e-mail is shown as delivered to the receiving party. If notice is given by telecopy, such notice shall be deemed given when sent if the sending telecopier receives automatic notice the telecopy has been received, otherwise such notice shall be deemed given when received by the receiving telecopier.

Section 10. Meetings by Telecommunications. Subject to approval by the Directors, any or all of the members may participate in any meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Proxies. A member entitled to vote may vote in person or by proxy. A proxy shall be an Alternate Group Representative of the Al-Anon or Alateen group elected or designated by such procedure as the group may adopt consistent with the provisions of the Manual. Only one member or proxy may vote on behalf of each registered Al-Anon or Alateen group.

ARTICLE V
Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. Performance of Duties. A director of the Corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, consistent with and in furtherance of the purposes of the Corporation, the Al-Anon Traditions and Concepts of Service, the Guidelines, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs A through E of this Section 2; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

A. One or more officers, employees or volunteers of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

B. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence;

C. A committee of the Board of Directors upon which he or she does not serve, which committee the director reasonably believes merits confidence,

D. The Al-Anon World Service Conference, or

E. The Al-Anon World Service Office.

Section 3. Number, Tenure and Qualifications. The number of directors of the Corporation shall be five. The following officers elected triennially by the members shall also be directors of the Corporation: delegate, alternate delegate, chairman, secretary and treasurer. Each of the foregoing officers who shall also be directors shall be elected by the membership in accordance with the voting and election procedures set forth in the Manual and in the Guidelines at the membership's triennial election meeting/assembly and shall hold office until the next election meeting/assembly of the membership and until his or her successor shall have been elected and qualified. Directors shall be twenty-one years of age or older and shall be residents of the State of Colorado. Directors shall be removable in the manner provided by the Manual and Guidelines for their individual offices, consistent with any requirements of the law.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the first regular meeting of members of the calendar year. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairman or any two directors. If there are two or fewer directors, any director may call a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Reasonable notice of any special meeting (which need not in any event exceed five days) shall be given by mail, e-mail, telecopy, or telephone to each director at his or her last known business or residence address. If mailed, such notice is effective at the earliest of: (1) the date received; or (2) five days after mailing. If notice is given by e-mail, such notice shall be deemed to be given when the e-mail is shown as delivered to the receiving party. If notice is given by telecopy, such notice shall be deemed given when sent if the sending telecopier receives automatic notice the telecopy has been received, otherwise such notice shall be deemed given when received by the receiving telecopier. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the meeting because it is not lawfully called or convened. The purpose of any regular or special meeting of the Board of Directors need not be specified in the notice of such meeting.

Section 7. Quorum and Manner of Acting. A majority of the number of directors fixed in accordance with Section 3 of this Article V shall constitute a quorum of the Board of Directors and the act of a majority of the directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless at the beginning of the meeting or promptly upon his or her later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Committees. The Board of Directors may, by resolution adopted by a majority of the number of directors fixed in accordance with Section 3 of this Article V, designate from among its members an executive committee and one or more other committees. Each committee may, to the extent provided in the resolution of the Board of Directors and except as may be limited by statute, exercise all of the authority of the Board of Directors. Such

delegation of authority shall not relieve the Board of Directors or any member thereof from any responsibility imposed by law.

Regular meetings of any such committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Special meetings of any such committee may be called by any member thereof upon not less than five day's notice stating the place, date and hour of the meeting, such notice may be given by mail, e-mail, telecopy, or telephone to each director.

Section 10. Meetings by Telecommunication. Subject to the approval of the Chairman, any director may participate in a regular or special meeting by, or the Board of Directors may conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 11. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing, or counterparts thereof, setting forth the action so taken, shall be signed by all of the directors or all of the committee entitled to vote with respect to the subject matter thereof.

Section 12. Resignation and Vacancies. Any director may resign at any time by giving written notice to the chairman or secretary of the Corporation. Such resignation shall take effect when the notice is received by the Corporation unless the notice specifies a later effective date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled in the manner provided by the Manual or Guidelines for the filling of the vacancy of the office held by that director. A director chosen to fill a vacancy or a newly created directorship shall hold office until the next triennial election meeting/assembly of the members and until his or her successor shall have been elected and qualified.

ARTICLE VI

Officers

Section 1. Officers and Directors. The officers of the Corporation who also serve as directors shall be the delegate, alternate delegate, chairman, secretary, and treasurer. These officers shall be natural persons twenty-one years of age or older who meet the qualifications for their office set forth in the Manual and Guidelines. These officers shall be elected triennially by the membership in accordance with the voting and election procedures set forth in the Manual and Guidelines. Each officer shall hold office until the first of the following to occur: the time at which his or her successor shall have been duly elected and shall have qualified; his or her death; or the time at which his or her resignation or removal is effective. The officers shall have such duties as are prescribed by the Manual and Guidelines in addition to the following descriptions, as well as such additional duties as may be delegated to them by the members.

Section 2. Resignation, Removal and Vacancies. An officer may resign at any time by giving written notice of resignation to the chairman or secretary of the Corporation. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. An officer may only be removed by procedures set forth in the Manual or Guidelines, consistent with the requirements of the law. Any vacancy may be filled in the manner provided by the Manual or Guidelines for the filling of the vacant office. An officer chosen to fill a vacancy or a newly created office shall hold office until the next triennial election meeting/assembly of the members and until his or her successor shall have been elected and qualified.

Section 3. Chairman/President. The term Chairman, as described and defined in the Manual, and the term President shall be considered interchangeable and are the same office for purposes of these Bylaws and the applicable provisions of the Colorado Revised Nonprofit Corporation Act. Subject to the control of the Board of Directors, the chairman shall have general charge and control of all of the affairs of the Corporation and shall perform all duties incident to the office of chairman. He or she shall preside at all Board of Directors meetings. He or she shall have such powers and perform such other duties as from time to time may be determined by the Board of Directors.

Section 4. Secretary. The secretary shall (i) prepare and maintain as permanent records the minutes of the proceedings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notice of meetings of the Board of Directors or any committee thereof and (ii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chairman or the Board of Directors. The Board of Directors may designate a person other than the secretary or an assistant secretary to keep the minutes of their respective meetings.

Section 5. Treasurer. The treasurer shall (i) have custody of, and when proper may pay out, disburse or otherwise dispose of, all funds and securities of the Corporation which may have come into his or her hands; (ii) receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (iii) enter or cause to be entered regularly in the books of the Corporation kept for that purpose full and accurate accounts of all moneys received or paid or otherwise disposed of by him or her; and (iv) in general perform all duties incident to the office of treasurer and such other duties as may be assigned to him or her from time to time by the Board of Directors or the chairman.

Section 6. Delegate. The Delegate shall be elected in accordance with the voting and election procedures set forth in the Manual and Guidelines. The Delegate shall represent the Al-Anon and Alateen groups of Colorado at the annual Al-Anon World Service Conference, and shall perform such other duties as are set forth in the Manual or Guidelines.

Section 7. Alternate Delegate. The Alternate Delegate shall be elected in accordance with the voting and election procedures set forth in the Manual and Guidelines. In the event the office of Delegate becomes vacant or the Delegate is unable to perform his or her duties, the

Alternate Delegate shall represent the Al-Anon and Alateen groups of Colorado at the annual Al-Anon World Service Conference, and shall perform such other duties as are set forth in the Manual or Guidelines. In the event the Alternate Delegate assumes the office of Delegate due to vacancy, the Alternate Delegate shall serve the balance of the Delegate's term and a new Alternate Delegate shall be elected in accordance with the voting and election procedures set forth in the Manual.

Section 8. Coordinators. The following coordinators shall be elected to three year terms at the triennial election meeting/assembly: Alateen, Archives, Butterfly, Cooperation with the Professional Community/Institutions, Literature, Public Information, Records, Tape Library and Website. The following coordinators shall be elected to annual terms at the meeting/assembly designated by the chairman: Day in Al-Anon, Convention, G.R. Orientation and Weekend in Al-Anon. Coordinators shall be elected in accordance with the voting and election procedures set forth in the Manual and shall meet such qualifications as are set forth in the Manual. Coordinators shall have such duties as are described or designated in the Manual and as delegated by the members. Coordinators shall be considered officers of the Corporation, but not directors.

Section 9. Area World Service Committee. The delegate, alternate delegate, chairman, secretary, treasurer, coordinators, district representatives and past delegates shall constitute the Area World Service Committee (AWSC) and shall be considered officers of the Corporation. In addition, a service center, intergroup, information service or literature depot organized and functioning in keeping with the principles and Traditions and Concepts of Service of the Al-Anon fellowship as described in the Manual and registered with the Al-Anon/Alateen Family Groups World Service Office (a "service center") (by way of example but not limitation the Denver and Colorado Springs service centers) may designate one representative to attend and vote at Meetings of the AWSC, which representative shall also be considered a member of the AWSC. The AWSC shall perform such duties as are described or defined in the Manual and such duties as may be delegated by the members. The district representatives are elected or appointed by the Al-Anon and Alateen groups acting through their group representatives in their respective districts in accordance with the procedures set forth in the Manual. District representatives and representatives of service centers when acting in their capacities as members of the AWSC shall be considered officers of the Corporation, but only when performing their duties as members of the AWSC and not otherwise.

Section 10. Additional Officers. The Corporation shall have such other officers, including, but not limited to, a chairman of the Board, one or more vice-presidents, vice-chairman, assistant treasurers, and assistant secretaries, as the members may from time to time deem advisable. Unless otherwise specified by the Board of Directors, all such officers shall be elected and shall hold office in accordance with Section 1 of this Article VI. Such officers shall perform all the duties normally incident to their office and shall perform such other duties as may be assigned from time to time by the Board of Directors or the chairman. Any such additional officers shall not be directors of the Corporation unless the members so specify in their election.

Section 11. Performance of Duties. The officers of the Corporation shall perform their duties mindful of and consistent with the Traditions of the Al-Anon fellowship, the Concepts of Service, and the provisions of the Manual, all in furtherance of the Corporation's purposes.

ARTICLE VII
Checks and Deposits

Section 1. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents or the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors in accordance with any guidelines or motions adopted by the members.

Section 2. Deposits. All funds of the Corporation not otherwise employed may be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII
Indemnification

Section 1. Directors and Officers. The Corporation shall indemnify directors and officers of the Corporation in their capacities as directors and officers pursuant to the procedures set forth in, and to the fullest extent authorized by, Colorado law as the same exists or may hereafter be amended. The right to indemnification provided herein shall be a contract right and shall include the right to be paid by the Corporation in accordance with Colorado law for expenses incurred in advance of any proceeding's final disposition.

Section 2. Insurance. The Corporation may purchase and maintain insurance for itself and on behalf of any person who is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of another foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, other person, or employee benefit plan against any liability asserted against or incurred by him or her in any such capacity or arising from his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

Section 3. Non-Exclusivity of Rights. The foregoing rights of indemnification and insurance shall not be exclusive of, or in any manner limit, other rights to which any director or officer may be entitled as a matter of law, or to the extent not prohibited by law, by a contract approved by the Board of Directors.

ARTICLE IX
Miscellaneous

Section 1. Waiver of Notice. Whenever notice is required by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before, at or after the time stated therein, shall be deemed the equivalent of giving such notice.

Section 2. Seal. The corporate seal of the Corporation shall be in such form as the Board of Directors shall prescribe. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of the next December, unless otherwise determined by resolution of the Board of Directors.

Section 4. Amendments. The Bylaws may be altered, amended or repealed by the members at any regular meeting/assembly of the members or at any special meeting called for this purpose. These Bylaws may be adopted or amended only by substantial unanimity of the members, defined as two-thirds of the members voting at a duly called meeting or assembly with a quorum present.

Section 5. Cases Not Provided For In These Bylaws. Resolution of cases and issues not provided for in these Bylaws shall be determined by reference to Al-Anon's Steps, Traditions, Concepts of Service, the Guidelines, and to the Manual, to the extent not inconsistent with Colorado law.

Section 6. Relationship With Other Al-Anon Elements. The Corporation is not directly connected to, assumes no responsibility for, and exercises no control over any other Al-Anon elements, including but not limited to, individual Al-Anon groups, individual Alateen groups, districts, information services, intergroups, service centers, literature distribution centers, any area other than Colorado Area 5, regions, Al-Anon Family Group Headquarters, Inc. and/or the Al-Anon/Alateen World Service Office. The Corporation is an autonomous link in the service structure for the worldwide Al-Anon fellowship.

Section 7. No Fees, Dues or Assessments. There are no fees, dues or assessments for membership in the Corporation. The Corporation accepts donations from Al-Anon or Alateen members, groups, districts and service centers, but declines all outside donations in accordance with the Traditions.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of ten (10) pages, including this page, constitute the Bylaws of Al-Anon Family Groups of Colorado Area Assembly, Inc., adopted by the Board of Directors of the Corporation as of _____, 2006.

_____, Secretary