

## **Gamblers Anonymous By-Laws - As of 10/10**

### **Article I – Name**

#### Section 1:

The legal name of this Corporation is Gamblers Anonymous International Service Office. However, in the By-Laws and/or general public print, it may be referred to as the International Service Office, I.S.O., or the International Service Office of Gamblers Anonymous

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### **Article II – Membership**

#### Section 1:

Members of this Corporation must belong to the Fellowship of Gamblers Anonymous. Each individual is represented in this Corporation by their elective vote through the particular group to which they belong in the Fellowship of Gamblers Anonymous.

#### Section 2:

The Fellowship of Gamblers Anonymous is under the jurisdiction of a Board of Trustees and operates under the direction of a document called the “Guidance Code”.

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### **Article III – Directors**

#### Section 1:

The Directors of this Corporation may be referred to in the By-Laws or public print, as Regents. Therefore, the name of Directors is synonymous with name of Regents.

#### Section 2:

This Corporation shall be governed by a Board of Regents of nine (9) members of Gamblers Anonymous who have completely abstained from gambling for at least two (2) years. This Board shall be elected by the members of Gamblers Anonymous in the manner provided herein.

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#### Section 3:

The term of office of Regents shall be two (2) years.

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#### Section 4:

Any Regent is automatically removed from office for gambling. For the purpose of these By-Laws, gambling is defined as follows: any betting or wagering, for self or others, whether for money or not, no matter how slight or insignificant where the outcome is uncertain or depends upon chance or skill, constitutes gambling.

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#### Section 5:

In the event an individual elected to the Board of Regents is unable to fulfill that position, he or she will be replaced by the next highest vote receiver from the election previously conducted by the Board of Trustees, for appropriate area. If there are no individuals available to fulfill such term, the Board of Regents will submit a list of names to the Executive Board of the Board of Trustees. The Executive Board shall, within 30 days, select an individual to fill such vacancy. The newly selected member will serve out the balance of the vacated term.

[Revised as of Cherry Hill '11](#)

Section 6:

Five (5) members of the Board of Regents shall constitute a quorum. A proxy cannot be used to determine presence at a meeting unless such Regents permanent residence is in excess of 200 miles from the International Service Office. If a Board member resides within 200 miles from the International Service Office, physical or telephonic attendance constitutes presence. A maximum of two (2) Regents residing outside of 200 miles of the International Service Office who do not physically attend meetings can be seated at one time.

Section 7:

A Regent is removed from office on missing two (2) consecutive regular board meetings or when any Regent has missed three (3) regular meetings during the year or for not maintaining regular attendance as prescribed by the Guidance Code at G.A. meetings.

Section 8:

Board of Regents members shall be limited to two (2) elected terms served consecutively, but may be re-elected after one (1) term of non-service on the Board of Regents.

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Section 9:

No Regent of the Corporation shall receive compensation for any services rendered to the Corporation.

Section 10:

The Chairman of the Board of Regents, or representative, shall attend every Board of Trustees meeting.

Section 11:

The International Service Office shall pay the travel expenses and board lodging for the Chairman of the Board of Regents, or representative to attend the Board of Trustee meeting and National Conferences.

Section 12:

Gamblers Anonymous International Service Office hereby agrees to indemnify, defend and hold harmless all of its officers and directors for any and all actions taken by them in furtherance of the business and operations of Gamblers Anonymous, including but not limited to, negligent acts, intentional acts and wrongful acts. Further, Gamblers Anonymous agrees to pay any and all damages, legal fees and cost on their behalf for which they may become liable.

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## **Article IV – Officers and International Executive Secretary**

Section 1:

The elective officers of this Corporation shall consist of a Chairman, Vice-Chairman, Treasurer, Secretary and Assistant Secretary.

Section 2:

The term of office of all elective officers shall terminate June 30th of each odd year.

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Section 3:

The newly elected Regents will be required to attend the June Board of Regents meeting prior to the start of their July 1st term. At the close of the said meeting the newly elected Regents shall elect the Officers of the Corporation for the next term and their

service shall commence on July 1st.

[Revised as of Tampa '10](#)

Section 4:

The International Executive Secretary shall be elected by the Board of Trustees of the Fellowship of Gamblers Anonymous for a two year term, as provided for in the Guidance Code. The International Executive Secretary may be terminated by the Board of Regents and/or the Board of Trustee of the Fellowship of Gamblers Anonymous.

Section 5:

International Executive Secretary may be paid an expense account, and/or a monthly salary.

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## **Article V – Nominations**

Section 1:

On or before February 1st of each odd year any member of Gamblers Anonymous that has abstained completely from gambling for at least two (2) years and has attended Gamblers Anonymous meetings regularly - 39 meetings per year is eligible to submit their name, previous service as a Regent of this Corporation or as a Trustee of Gamblers Anonymous, total abstinence from gambling and home group, along with a biography not to exceed 200 words and phone number (both optional) to the International Service Office to be included on the Board of Regents ballot. These biographies will be an attachment to the ballot. Any member that is presently a member of any International Board of Gamblers Anonymous, but whose term ends on June 30, of the same year, is eligible to be included in the Board of Regents ballot; if their term has one more year to run, they must resign before submitting their name for the Board of Regents ballot.

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## **Article VI – Voting**

Section 1:

The International Executive Secretary of the Corporation, on or before March 1st of each odd year, shall submit in writing a ballot of all eligible members wishing to run for the Board of Regents. Previous service as Regent of the Corporation or as Trustee of Gamblers Anonymous, total abstinence as of March 1st of that year, and home group of nominee shall be listed along side the name of each nominee.

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Section 2:

The Board of Regents of this Corporation shall be elected every two (2) years by the Board of Trustees at the Spring Conference. The term of office shall be for a period of two (2) years commencing July 1 of the odd years and ending June 30 of the next odd year.

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Section 3:

The election of the Board of Regents shall be by written ballot. Each recognized Gamblers Anonymous meeting should be contacted by their area Trustee(s) so that the groups, at their option, have involvement in the voting process. Each Trustee, based on guidance from their groups and their personal knowledge, will be able to select no more

than nine (9) proposed Regents from the list on the ballot.

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Section 4:

Each Trustee shall be entitle to vote one (1) ballot, which shall reflect the opinon of the fellowship that they serve.

Section 5:

Each vote must appear on the official ballot and be signed by the Trustee, sealed and either mailed to the International Service Office or hand delivered to the Spring Board of Trustees meeting.

Section 6:

Sealed ballots will remain unopened in the “BALLOT” envelope, and will be handed to the Chairman of the Board of Trustees during the first session of the Trustee meeting of the Spring Conference. Absentee ballots will be sent to the International Service Office and must be receive in the envelop marked “BALLOT” no later than seven (7) days prior to the start of the Spring Trustees meeting. All ballots will be counted by three (3) former Trustees or former Regents prior to the end of the meeting. Any member who is a candidate shall be excluded from the ballot counting. The Chairman of the Board of Trustees will determine who will count the ballots.

Section 7:

After the counting of the ballots, each newly elected Board of Regents member will be asked by the International Executive Secretary to confirm their election. Any ties will be broke by a written vote at the Trustees meeting by the Trustees in attendance. The order that the nominees came in shall be kept by the International Executive Secretary.

Section 8:

Any Ballot deviating from the aforesaid rules shall void said ballot.

Section 9:

Anybody is automatically disqualified form the election to the Board of Regents who is also on the ballot for another International Board of Gamblers Anonymous.

Section 10:

The results of said election shall be announced immediately after the counting and shall be published in the minutes of the Spring Trustees meeting.

Section 11:

The two (2) year term of the newly elected Regents shall begin as of July 1st of the odd years.

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Section 12:

The fiscal year shall commence on July 1st of each year.

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## **Article VII – Directors, Powers, and Meetings**

Section 1:

The International Executive Secretary shall be responsible for the operation of the International Service Office (I.S.O.). He/she shall be under the jurisdiction of the Board of Regents who shall have complete charge, management and control of the International Service Office (I.S.O.) and property of this Corporation subject to the terms and condition of the Articles of Incorporation and By-Laws.

Section 2:

The Board of Regents may seek advisory direction from the International Board of Trustees of Gamblers Anonymous. It is the intent of the powers entrusted to the Board of Regents of this corporation that they should not enact any changes in the Articles of Incorporation or By-Laws of this Corporation that is not compatible with the thinking and desires of the Board of Trustees of the Fellowship of Gamblers Anonymous.

Section 3:

The Board of Regents, any officer or appointed officer of this Corporation, unequivocally will have no authority or power under any circumstances to add to, delete or change any word in ANY Gamblers Anonymous literature.

UPDATED 5/09

Section 4:

The Board of Regents shall have complete charge and control of any subsidiary company or division of this Corporation subject to the terms and conditions of the Articles of Incorporation and By-Laws.

Section 5:

The Board of Regents shall review the salaries of all salaried employees of this Corporation at least once each year.

Section 6:

Regular meetings of the Board of Regents shall be held at the principle office of the Corporation or at such other place as may from time to time be designated by the board of Regents. Such meeting shall be held on the 3rd Friday of each month or at such other time as may be designated by the Board. Special meetings may be called at any time by the Chairman or if he/she is absent or unable to act, by the Vice –Chairman or if both the Chairman and Vice- Chairman are absent or unable to act, by the Treasurer. Notice of the time and place of special meetings shall be given to each Regent personally at least forty-eight (48) hours prior to the time of holding such meeting.

Section 7:

The International Executive Secretary should attend all regularly scheduled Board of Regents meetings and when called upon my engage in discussion matters, but shall have no voting power.

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**Article VIII – Duties of Officers and International Executive Secretary**

Section 1:

The Chairman of the Board of Regents shall be the Chief Executive Officer of the Corporation and subject to the control of the Board of Regents, have general supervision, direction and control of the affairs and Officers of the Corporation. He/she shall preside at all meetings of the Board of Regents. He/she shall have other duties and responsibilities as may be prescribed by the Board of Regents or these By-Laws.

Section 2:

The Vice-Chairman, or in his/her absence or inability to act, the Treasurer shall in the absence or inability of the Chairman, perform the duties and exercise the responsibility of the Chairman and shall perform such other duties as the Board of Regents shall prescribe.

Section 3:

The Treasurer shall examine and report on the financial procedures and operations of

the Corporation and perform such duties as shall be prescribed by the Board of Regents.

Section 4:

The Secretary shall take the minutes of all the meetings of the Board of Regents and submit them to the International Executive Secretary for safekeeping. All minutes must be signed by the Secretary. The Secretary shall also perform such other duties as the Board of Regents shall prescribe.

Section 5:

The Assistant Secretary shall preside in the absence of the Secretary. He/she shall also perform such duties as the Board of Regents shall prescribe.

Section 6:

(A) The International Executive Secretary shall publish a monthly Operating Statement of the International Service Office (I.S.O.) and any other subsidiary or division of the International Service Office and shall also publish the audited Annual Financial Statement.

(B) The International Executive Secretary shall keep a book of minutes at the principal office of this Corporation of all business meetings of the Board of Regents.

(C) The International Executive Secretary shall be guided in all matters by the Gamblers Anonymous Twelve Step Recovery Program and the Gamblers Anonymous Unity Program.

(D) In matters affecting the Fellowship of Gamblers Anonymous as a whole, the International Executive Secretary has no authority to act on policy matters.

(E) The International Executive Secretary shall be charged with the general management of the affairs of the International Service Office (I.S.O.) subject to the control of the Board of Regents. He/she shall be the custodian of the record and funds of the Corporation, and shall pay funds out only on the check of the Corporation signed in the manner authorized by the Board of Regents, and shall have such responsibilities and duties as shall be prescribed by the Board of Regents or these By-Laws. The responsibilities and duties prescribed by the Board of Regents but not by the By-Laws shall be subject to the ratification of each succeeding Board of Regents at its first meeting.

(F) In the event of the termination of the International Executive Secretary for any reason, the Chairman of the Board of Regents will become the interim-acting International Executive Secretary until the International Board of Trustees elects a permanent International Executive Secretary.

(G) While the Chairman of the Board of Regents is acting International Executive Secretary, the Vice-Chairman of the Board of Regents shall assume the duties of the Chairman. While acting as International Executive Secretary, the Chairman of the Board of Regents shall lose his/her vote on the Board of Regents. The Board of Regents will operate with eight (8) members for this period.

(H) When the Board of Trustees elect a permanent International Executive Secretary, if it is not the Chairman of the Board of Regents, who is acting as International Executive Secretary, the Chairman of the Board of Regents shall return to his/her original position and his/her voting power restored. If the acting International Executive Secretary (Chairman of the Board of Regents) is elected permanent International Executive Secretary, the Board of Regents shall fill the vacancy on the board per Article III, Section 5 of these By-Laws.

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## **Article IX – Termination**

### Section 1:

Any member of the Board of Regents or appointive officer must be terminated for gambling; and also for conduct on his/her part likely in the opinion of the Board of Regents, to endanger the welfare of Gamblers Anonymous or to cast any stigma or ignominy upon it. He/she can be removed from office by a unanimous decision of the remaining members of the Board of Regents. Such termination proceedings can be instituted by any member of the Board at any time. Termination complaint charges against any Regent or appointive officer will have a full and complete hearing before the Board within thirty (30) days of any such complaint before any action is taken.

[Revised as of Tampa '10](#)

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## **Article X – Board of Trustees**

### Section 1:

The Fellowship of Gamblers Anonymous shall be governed by a Board of Trustees. This Board shall be elected by the members of the Fellowship of Gamblers Anonymous in the manner provided in the Guidance Code.

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## **Article XI – Bonds, Insurance and Audit**

### Section 1:

If in the opinion of the Board, any Regent, officer, appointive officer, or salaried employee of this Corporation need be bonded, they shall be bonded in such amounts and in such manner as prescribed by Board of Regents.

### Section 2:

All Insurance coverage of the Corporation shall be reviewed by the Board of Regents at the beginning of each fiscal year.

### Section 3:

An audit of books and records of the Corporation shall be made of each fiscal year within ninety (90) days after the close of each fiscal year by a certified public accountant who is not a member of Gamblers Anonymous. Special audits may be called by the Board at any time. A copy of all audits will be on file at the head office of Gamblers Anonymous International Service Office and subject to inspection by any member of Gamblers Anonymous at any time during the regular office hours of the International Service Office.

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## **Article XII – Standing Rules**

### Section 1:

The Board of Regents may, from time to time, adopt such Standing Rules for the general supervision and conduct of the business of the Corporations it may deem advisable. A copy of these Standing Rules shall be placed in a binder and be available for easy reference and review by each succeeding Board of Regents.

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## **Article XIII – Offices and Seal**

Section 1:

Offices: The principal office of this Corporation shall be located at such place with the county of Los Angeles as may be fixed by the Board of Regents.

Section 2:

The Corporation may establish and maintain other offices in any of the states of the United States, possessions, cities, or town therein, and at such places as may, from time to time, be selected by the Board of Regents.

Section 3:

Seal: The Corporate Seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word, "California".

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#### **Article XIV – Assets**

Section 1:

The members of this Corporation shall have no vested interest in any of the assets, other than the benefits that may accrue from the use thereof to the general membership and no member shall have any right to any part of said assets. Upon liquidation of this Corporation, and in such event, the assets of the Corporation shall be distributed to, or for, the benefit of some local or National non-profit organization, as provided for in the Articles of Incorporation.

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#### **Article XV – Contracts**

Section 1:

The Board of Regents, except as in these By-Laws otherwise provide, 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 and unless so authorized by the Board of Regents, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable financially for any purpose or to any amount.

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#### **Article XVI – Budget**

Section 1:

Prior to the commencement of each fiscal year of the corporation, the International Executive Secretary of the Corporation shall prepare a budget setting forth the anticipated income and expense of the Corporation for the ensuing fiscal year, and shall submit this budget for the approval of the Board of Regents at their meeting in June of each year. No single expenditure is excess of fifty dollars (\$50.00), which is not included in said budget in the form approved by the Board of Regents, shall be authorize by any director, officer appointed officer or employee of the Corporation unless such expenditure is specifically approved by the Board of Regents of the Corporation at any regular or special meeting of said Board.

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#### **Article XVII – Order of Business**

Section 1:

The order of business and parliamentary procedure of all meetings unless otherwise

prescribed by the By-Laws, or the Board of Regents, shall be governed by Roberts Rules of Order.

Section 2:

At all meetings of the Regents of the Corporation, the order of business, except when otherwise determined by a vote of two-thirds (2/3) of the Regents present in person, shall be:

- (A) Election of officers (if required)
- (B) A reading of the minutes of the previous meeting
- (C) Report of officers
- (D) Consideration of budget (if required)
- (E) Old business
- (F) New business

Section 3:

All votes taken at any Board of Regents meeting will be by roll call, unless unanimous. The Recording Secretary will be responsible for detailing the roll call vote results in the monthly minutes.

[New section as of Tampa '10](#)

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## **Article XVIII – Amendments**

Section 1:

These By-laws may be amended by the Board at any meeting of the Board of Regents of this Corporation. It shall require a favorable vote of not less than six (6) members of the Board Of Regents of this Corporation to adopt any amendment of these By-Laws, the International Executive Secretary shall notify all group of Gamblers Anonymous of such change in writing, by forwarding to each group a copy of said amendment.

Section 2:

All amendments shall be immediately incorporated into these BY-Laws showing the date of adoption. The International Executive Secretary and each member of the Board of Regents and Board of Trustee shall be provided with a copy of such amendments.

Section 3:

A permanent file of these BY-Laws shall be maintained by the International Executive Secretary, in the office of this Corporation, and a current copy (including any and all the amendments or replacements) shall be made available to all members of the Board of Regents, Board of Trustees, and each Gamblers Anonymous group for their guidance.

Section 4:

Any alterations of, additions to, or removal of any wording in these BY-Laws shall constitute an amendment.

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