

GAMBLERS ANONYMOUS
BY-LAWS

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ARTICLE 1 – NAME AND OBJECTIVES

SECTION 1:

The legal name of this Corporation is Gamblers Anonymous International Service Office.

SECTION 2:

In the By-Laws the legal name of the corporation may be referred to as: The International Service Office, I.S.O., or International Service Office of Gamblers Anonymous. Additionally, in general public print it may be referred to as: the Fellowship of Gamblers Anonymous.

SECTION 3:

The main objectives of the Fellowship of Gamblers Anonymous are:

- 1) to carry the message of hope to the compulsive gambler who still suffers,
- 2) to help our members stop gambling and
- 3) to help other compulsive gamblers do the same.

ARTICLE II – MEMBERSHIP AND OPERATIONAL ADMINISTRATION

SECTION 1:

Membership in the Fellowship of Gamblers Anonymous has but one requirement - a desire to stop gambling.

SECTION 2:

Members of this Corporation must belong to the Fellowship of Gamblers Anonymous. Each Gamblers Anonymous member is represented in this Corporation by the voting process outlined in this document.

ARTICLE III – DIRECTORS

SECTION 1:

The Directors of this Corporation may be referred to in the By-Laws or public print, as 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.

SECTION 3:

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

ARTICLE III – DIRECTORS (CONTINUED)

SECTION 4:

Any Regent is automatically removed from office for gambling. The definition of gambling is as defined in the Guidance Code.

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.

SECTION 6:

Five (5) members of the Board of Regents shall constitute a quorum. The Board of Regents does not acknowledge proxies in any form. If a Board member resides within 100 miles from the International Service Office, physical attendance constitutes presence. For Board members residing within 100 miles, telephonic or video conferencing will constitute presence, **under special circumstances** if approved by a majority of the Board members in physical attendance. For those residing outside of 100 miles a physical, telephonic, or video conferencing attendance constitutes presence. A maximum of four (4) Regents residing outside of 100 miles of the International Service Office who do not physically attend meetings can be seated at one time.

SECTION 7:

A Regent is automatically removed from office on missing two (2) consecutive regular board meetings or when any Regent has missed four (4) regular meetings during their two (2) year term inclusive of the mandatory June meeting immediately following the election of the Board of Regents, or for not maintaining regular attendance at G.A. meetings as prescribed by the Guidance Code. Absence from a Board meeting may be excused by the Chairman of the Board of Regents.

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.

SECTION 9:

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

SECTION 10:

The Chair of the Board of Regents, or authorized representative who is a current member of the Board of Regents, shall attend every Board of Trustees meeting.

ARTICLE III – DIRECTORS (*CONTINUED*)

SECTION 11:

When the Board of Regents Chair (or authorized representative from the Board of Regents) is required to attend a Trustee meeting, the International Service Office shall pay the travel, meals, lodging and conference expenses. Attendee shall supply the Office Manager with a detailed accounting of reimbursable travel expenses within forty-five days of said expenses. Such expense reports will be part of the next Board of Regents meeting and accordingly, part of the minutes of those meetings. The amount of expense will require approval from the Board of Regents.

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.

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 year.

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.

SECTION 4:

The International Executive Secretary's salary compensation will be paid based on an annual amount, as determined by the Board of Regents.

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 400 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.

ARTICLE VI – VOTING

SECTION 1:

The Office Manager 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 nominees shall be listed alongside the name of each nominee.

SECTION 2:

The Board of Regents of this Corporation shall be elected every two (2) years by the Board of Trustees at the Spring Board of Trustees Meeting. 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.

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.

SECTION 4:

Each Trustee shall be entitled to vote one (1) ballot, which shall reflect the opinion 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.

ARTICLE VI – VOTING (*CONTINUED*)

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 Board of Trustees Meeting. Absentee ballots will be sent to the International Service Office and must be received in the envelope 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 broken 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 Office Manager.

SECTION 8:

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

SECTION 9:

Anybody is automatically disqualified from 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.

SECTION 12:

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

ARTICLE VII – DIRECTORS, POWERS, AND MEETINGS

SECTION 1:

The Office Manager shall be responsible for the operation of the International Service Office (I.S.O.). Both the Office Manager and the International Executive Secretary 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 conditions of the Articles of Incorporation and By-Laws. The Office Manager may employ an office secretary and any other needed office employee providing written approval is first obtained from the Board of Regents.

ARTICLE VII – DIRECTORS, POWERS, AND MEETINGS (*CONTINUED*)

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, with the exception of the By-Laws, and then only as per the outlined procedures to make such changes in the By-Laws.

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 compensation of all employees of this Corporation at least once each year.

SECTION 6:

Regular meetings of the Board of Regents shall be held at the principal 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 at least once a month, day, and time, to be determined by the Board of Regents. Special meetings may be called at any time by the Chair or if he/she is absent or unable to act, by the Vice-Chair or if both the Chair and Vice-Chair 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:

Both the International Executive Secretary and Office Manager should attend all regularly scheduled Board of Regents meetings and when called upon may engage in discussion matters but shall have no voting power.

ARTICLE VIII – DUTIES OF OFFICERS, OFFICE MANAGER AND INTERNATIONAL EXECUTIVE SECRETARY

SECTION 1:

The Chair 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, these By-Laws, or Standing Rules of the Board of Regents.

SECTION 2:

The Vice-Chair shall in the absence or disability of the Chair, perform the duties and exercise the responsibility of the Chair and shall perform such other duties as the Board of Regents shall prescribe. Should the Vice-Chair be unable to discharge such substitute duties, the Treasurer will assume those responsibilities.

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. If the Chair and Vice-Chair are both incapable of performing their duties, the Treasurer shall perform the duties of the Chair, whose duties are 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 Office Manager 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 Office Manager 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 Office Manager shall keep a book of minutes at the principal office of this Corporation of all business meetings of the Board of Regents.

(C) The Office Manager will be responsible for the reprinting of all approved Gamblers Anonymous literature and purchase of Gamblers Anonymous pins and keep sufficient quantity on hand at all times for the needs of our entire Fellowship.

(D) The Office Manager, or other designated individual, in coordination with the Office Manager, as determined by the Board of Regents, shall be charged with the general management of the affairs of the International Service Office (I.S.O.) subject to the

**ARTICLE VIII - DUTIES OF OFFICERS
AND INTERNATIONAL EXECUTIVE SECRETARY
(CONTINUED)**

control of the Board of Regents. He/She shall be the custodian of the records 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.

(E) The Office Manager shall be responsible to keep the door of the International Service Office (I.S.O.) open during the hours specified by the Board of Regents.

SECTION 7:

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

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

(C) Should the International Executive Secretary be terminated or unable to carry out the functions, duties and responsibilities of the position, the Chair of the Board of Regents will temporarily assume the position of the International Executive Secretary until the Board of Regents hires a permanent International Executive Secretary.

(D) 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.

(E) When the Board of Regents hires an 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 is restored.

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.

ARTICLE X – BOARD OF TRUSTEES

SECTION 1:

The Fellowship of Gamblers Anonymous shall be under the guidance of 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.

ARTICLE XI – BONDS, INSURANCE AND AUDIT

SECTION 1:

If any Regent, officer, appointive officer, or 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, or prior to any annual policy renewal, when necessary.

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 for by the Board of Regents at any time. A copy of all audited financials will be on file at the Gamblers Anonymous International Service Office and will be available with a written request to any member of Gamblers Anonymous.

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 Corporation it may deem advisable. A copy of

same will be on file at the Gamblers Anonymous International Service Office and available to any Gamblers Anonymous member upon written request.

ARTICLE XIII – OFFICES AND SEAL

SECTION 1:

Offices: The Principal Office of the Corporation of Gamblers Anonymous shall be located in the State of California at a location 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".

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.

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.

ARTICLE XVI – BUDGET

SECTION 1:

Prior to the commencement of each fiscal year of the Corporation, the Office Manager 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 in excess of fifty dollars (\$50.00), which is not included in said budget in the form approved by the Board of Regents,

shall be authorized 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.

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 Robert’s 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, or telephonically or electronically shall be:

- (A) Election of officers (if required)
- (B) An approval of the previous meeting minutes
- (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.

ARTICLE XVIII – AMENDMENTS

SECTION 1:

Any agenda item to be proposed at an upcoming Board of Trustees meeting that directly affects either the By-Laws, I.S.O. or the functions of the I.S.O. must be discussed by the Board of Regents prior to the Board of Trustees meeting. The Board of Regents Chair or an assigned representative of the Board of Regents will speak on such items at the Board of Trustees meeting to convey the thoughts of the Board of Regents. The Board of Regents Chair or assigned representative will then convey the discussion and the resulting votes to the Board of Regents at their next scheduled meeting. If the item passed at the Board of Trustees meeting, the Board of Regents will take a vote on that item, and that vote shall be recorded in the minutes. If the proposed change is to the By-Laws, then that vote shall require a favorable vote of not less than six (6) members of the Board of Regents.

SECTION 2:

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

SECTION 3:

A permanent file of these By-Laws shall be maintained by the Office Manager, 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.

**GAMBLERS ANONYMOUS®
INTERNATIONAL SERVICE OFFICE**

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