

# Motion to amend the NIA Ltd. Bylaws to include the Area Registrar as an officer of the Corporation and to update the list of voting members

## Motion

The Area Registrar moves to amend the By-laws of Northern Illinois Area, Ltd. (*N.I.A., Ltd.*) to include the Area Registrar as an officer of the Corporation in Article III, to update the list of voting members in Article V, and to fix typos throughout, as shown below; and to assign responsibility for this document in the Northern Illinois Service Manual.

Changes to be made to the By-laws of Northern Illinois Area, Ltd:

1. In Article III, first paragraph, add Registrar to the list of officers.
2. In Article III, after paragraph six, add, “In the event the Registrar shall resign or be removed from office, the Alternate Registrar shall assume the office of Registrar immediately upon the effective date of such resignation or removal.”
3. In Article III, paragraph eight, change, “The **five** ~~four~~ elected officers shall constitute an Executive Committee...”
4. In Article V, remove the list of persons entitled to vote, and replace with the following:
  - (a) All persons listed as voting members of the Area Assembly in the “Northern Illinois Service Manual.”
5. In the header of the document, change *BY-LAWS* to *BYLAWS*.
6. In Article III, first paragraph, correct the typos *Ares* to *Area*, and *Nothern* to *Northern*.
7. In Article III, second paragraph, correct the typo *offide* to *office*.

Changes to be made to the Northern Illinois Service Manual:

1. In the Responsibilities section of the N.I.A. Service Manual Custodian (p46), modify the following bullet points:
  - Format and maintain the documents that together make up the N.I.A. Service Manual, ~~along with~~ Northern Illinois Planning Procedures, **and the Bylaws of Northern Illinois Area, Ltd.**
  - Coordinate the translation into Spanish of the documents that together make up the N.I.A. Service Manual, ~~along with~~ Northern Illinois Planning Procedures, **and the Bylaws of Northern Illinois Area, Ltd.,** by third party vendor if necessary.
2. In the list of documents that the Report and Charter Committee is responsible for (p48), add:
  - Bylaws of Northern Illinois Area, Ltd.

*\*all page numbers reference the “NIA 20 Service Manual, web version 09/2022.”*

## Background

According to Sarah E. Merkle, JD, CPP-T, PRP, bylaws are the go-to source for how an organization operates. Bylaws exist to give an organization structure. They define the organization’s primary characteristics, how it functions, and the rights and duties of members. They trump the parliamentary authority (Robert’s Rules) and any other rules that you’ve adopted (like our Northern Illinois Service Manual). But bylaws aren’t always in charge. The law, your charter, and any other formation documents (Articles of Incorporation) supersede the bylaws.

# **Motion to amend the NIA Ltd. Bylaws to include the Area Registrar as an officer of the Corporation and to update the list of voting members**

It has been said by some members of the Area Assembly that *N.I.A., Ltd.* is a separate legal entity and that its bylaws do not govern the Area Assembly, and therefore, that the bylaws do not need to be updated just because the Area Assembly passed some motions.

However, the bylaws of *N.I.A., Ltd.* lay out the framework of “The Quarterly Assemblies” in Article IV and specify who can vote on “any issues brought to a vote at such meetings” (referring to the Quarterly Assemblies). The bylaws clearly govern what happens at Assemblies.

Article V explains who can vote, “The following persons shall be entitled to vote at elections and on issues requiring membership approval,” and then lists those people, as they existed in 1991 when the bylaws were approved. **That list does not include the Registrar, Alternate Secretary, Alternate Treasurer, or Alternate Registrar.**

The Registrar position was created, made an officer, and became a voting member of the Assembly at the Summer Assembly in 2005. The Alternate Treasurer and Alternate Secretary became voting members of the Assembly at the Fall Assembly in 2006. The Alternate Registrar became a voting member of the Assembly at the Fall Assembly in 2022.

**Because bylaws supersede any other rules adopted by an organization (like the Northern Illinois Service Manual), these changes have never truly taken effect.** It is time to update the bylaws to include these changes that the Assembly already made, and we might as well fix some typos, too.

Article VI says, “These By-Laws may be amended from time to time by vote of a two-thirds (2/3) majority of the eligible voters in attendance at any assembly...” Ownership of the bylaws, and the right to change them, belongs to the Area Assembly, not the officers of *N.I.A., Ltd.*

So that a motion like this will not be needed again if there is a change to the voting members of the Assembly, I propose replacing the list of voting members in Article V with the following:

- (a) All persons listed as voting members of the Area Assembly in the “Northern Illinois Service Manual.”

I also propose that responsibility for the Bylaws document be formalized in the Northern Illinois Service Manual by assigning duties to trusted servants that already have responsibility for other governing documents: the N.I.A. Service Manual Custodian & Report and Charter Committee.

## **References**

- <http://aa-nia.org/wp-content/uploads/NIA-20-Service-Manual-web-202209.pdf>
- “NIA Ltd. Bylaws (anon protected).pdf” – attached to this motion

## **Follow Up Action Required**

- Make the changes outlined in the motion to the two documents.
- Reporting the changes to the Bylaws may be required the next time we file IRS Form 990.

## **Respectfully submitted**

Chris E  
N.I.A. 20 Registrar  
[registrar@aa-nia.org](mailto:registrar@aa-nia.org)

BY - LAWS  
NORTHERN ILLINOIS AREA, LTD.

ARTICLE I

Name

The name of this organization shall be the Northern Illinois Area, Ltd. The area covered by this organization shall consist of that portion of the northern section of the state of Illinois currently designated as "Delegate Area 20" by the General Service Conference of Alcoholics Anonymous.

ARTICLE II

Objectives

The general purposes and objectives of this organization are to help and support the Alcoholics Anonymous community in the Northern Illinois Area. Toward this end, the corporation shall be guided by the Twelve Traditions of Alcoholics Anonymous.

ARTICLE III

Officers and Directors

The officers of the Corporation shall consist of the Area 20 Delegate and the Northern Illinois Area Chairperson, Secretary, and Treasurer.

All officers shall be elected at the Assembly held in the month of September in odd-numbered years, to take office on January 1st of the succeeding even-numbered year. They must be declared members of Alcoholics Anonymous and shall serve for a term of two (2) years, or until they resign, are removed, or their successors are installed in office.

In the event the Chairperson shall resign or be removed from office, the Alternate Chairperson shall assume the office of Chairperson immediately upon the effective date of such resignation or removal.

In the event the Alternate Chairperson shall resign or be removed from office, the duties of Alternate Chairperson shall be assumed by the other officers immediately upon the effective date of such resignation or removal.

In the event the Secretary shall resign or be removed from office, the Alternate Secretary shall assume the office of Secretary immediately upon the effective date of such resignation or removal.

In the event the Treasurer shall resign or be removed from office, the Alternate Treasurer shall assume the office of Treasurer immediately upon the effective date of such resignation or removal.

The Chairperson shall open and conduct all meetings in an orderly manner. His or her other duties and the duties of the other officers shall be such as the general usage of their titles would indicate, and as is indicated in the Alcoholics Anonymous Service Manual.

The four elected officers shall constitute an Executive Committee authorized to transact the routine business of the Corporation during the intervals between the quarterly Assemblies.

#### ARTICLE IV Meetings

The Quarterly Assemblies of Northern Illinois Area, Ltd. shall be held every three (3) months at times and locations to be determined at the Area Committee Meeting, held each October. Attendance at these assemblies shall be open to all members of Alcoholics Anonymous. Any issues brought to a vote at such meetings shall be voted upon by persons described in ARTICLE V.

The Area Committee and various sub-committees shall meet as often as they determine to be necessary. Any sub-committees shall report the results of their meetings to the Area Committee and the Quarterly Assemblies.

ARTICLE V  
Elections and Voting Rights

All elections and voting on issues shall take place as described in the "Third Legacy Procedure" in the Alcoholics Anonymous Service Manual. The following persons shall be entitled to vote at elections and on issues requiring membership approval:

- (a) The Delegate and Alternate Delegate,
- (b) The Area Chairperson and Alternate Area Chairperson,
- (c) The Area Secretary,
- (d) The Area Treasurer,
- (e) All current District Committee Members (D.C.M.s),
- (f) All current Group Service Representatives (G.S.R.s),
- (g) All Area Standing Committee Chairpersons,
- (h) All past Delegates, and
- (i) The Alternates of the above persons, if the principle is absent.

ARTICLE VI  
Amendments

These By-Laws may be amended from time to time by vote of a two-thirds (2/3) majority of the eligible voters in attendance at any assembly or any other meeting specifically called for the purpose of so amending the By-Laws.

The parties signing below are the Incorporators of Northern Illinois Area, Ltd., duly authorized and empowered to adopt these By-Laws, do so on this \_\_\_\_\_ day of \_\_\_\_\_, 1991.

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