

By-Laws
of
GreySheeters Anonymous New York Metro Intergroup, Inc.

ARTICLE I

NAME

The name of this corporation will be GreySheeters Anonymous New York Metro Intergroup, Inc. (“Intergroup”). The corporation will be located in the City of New York, County of New York, State of New York. All corporate records will be kept by the corporation, except as authorized by the Board of Directors.

ARTICLE II

PRINCIPLES AND OBJECTIVES

The primary purpose of GreySheeters Anonymous (“GSA”) is to discuss the fundamentals or basics of attaining and maintaining Greysheet abstinence through joint exploration of the program of Alcoholics Anonymous in arresting compulsive overeating.

The primary purpose of Intergroup is to give voice to, and discuss, the interests of those whom it serves, as may be brought forth by group conscience, and to support individuals who wish to understand and enhance their physical, spiritual, and emotional well-being through Greysheet abstinence.

Intergroup is a New York non-for-profit corporation, and is in compliance with and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law).

Intergroup operates according to the Twelve Steps and Twelve Traditions of Alcoholics Anonymous.

ARTICLE III

PARTICIPANT MEMBERS

(a) No Statutory Members

Intergroup shall have no statutory voting members. No individual group member, donor, contributor or any other person shall be referred to as a “member” in any Intergroup material and is not a statutory member as described by the New York Nonprofit Public Benefit law and has no voting rights in Intergroup.

(b) Participant Members

Participant membership in Intergroup shall be by GSA group. Any GSA group in New York City or surrounding areas may become a participant member (“Participant Member”) by filing with the Intergroup Secretary the group’s name, meeting time, meeting location, and identity of the group service representative (the “GSR”). Participant Members shall remain traditionally anonymous and will not be governed in any way by Intergroup. There are no financial requirements for any group to become a Participant Member of Intergroup. Donation to Intergroup is voluntary and decided on by the individual Participant Member.

(1) Group Service Representatives

Each Participant Member may send one GSR to meetings of Intergroup; any such GSR may be elected or chosen in the manner, and for the term, determined by the Participant Member.

(i) Qualifications for GSR Service

GSRs must have at least 90 days of back-to-back Greysheet abstinence; one year of back-to-back Greysheet abstinence is recommended for GSR service. The recommended term of service as GSR is two years; however, to the extent they continue to meet this qualification requirement, in the discretion of the Participant Member, individuals may continue to serve as GSRs until their successor GSR has been elected at the GSA group level.

A GSR may only be elected by one Participant Member; two Participant Members may not elect the same GSR to act on their behalfs.

(ii) GSR Responsibilities

A GSR shall be required to attend Intergroup meetings. The primary responsibilities of a GSR are to represent their group Intergroup meetings, to act as liaison between the Intergroup and their group, to see that all communications pertaining to Intergroup are made available and, where requested, read aloud, to their group.

(iii) Alternate GSRs

A Participant Member, or the GSR of a Participant Member, may send an alternate GSR to Intergroup meetings if the regular GSR is unable to attend. In such cases, the alternate GSR will have the voting powers of the regular GSR.

Any individual Greysheeter may attend any Intergroup meeting and may participate in discussions, but shall not be entitled to vote on matters discussed at the meeting.

ARTICLE IV

MEETINGS

(a) Regular Meetings

Meetings of the Intergroup shall be held the first Saturday of the month, at a time and location to be set by the Intergroup, unless a meeting date, time and/or location is otherwise communicated by the Intergroup.

(b) Special Meetings

Special meetings of the Intergroup may be called by the Board or the Participant Members.

Notice of any special meeting shall be given to the Participant Members and the Intergroup officers no less than seven days before the meeting and shall state the general nature of the business to be transacted.

(c) Quorum

Unless a greater proportion is required by law, a minimum of four Participant Members and one Intergroup officer shall constitute a quorum for the transaction of business at that meeting.

(d) Meeting Procedures

The Chair shall chair all Intergroup meetings. In the absence of the Chair, the Secretary shall preside. In the absence of the Chair and the Secretary, the most senior GSR in attendance at the meeting shall preside.

All procedures at meetings shall be governed by Robert's Rules of Order; however, in all deliberations, the group conscience is more important than the technicalities of Parliamentary Procedure.

(e) Voting

Measures up for vote will pass by a simple majority of those eligible to vote at a meeting, except in the case of amendments of the By-laws, which shall require the affirmative vote of at least two-thirds of those eligible to vote at a meeting. Each Intergroup officer and GSR representing a Participant Member at the meeting shall be entitled to one vote; if person is both an Intergroup officer and a GSR representing a Participant Member, such person shall be entitled to only one vote. If the GSR and the alternate GSR for the same Participant Member are in attendance at the same Intergroup meeting, only one of the two shall be eligible to vote on behalf of the Participant Member. An individual Greysheeteer present at an Intergroup meeting shall not be entitled to vote.

ARTICLE V

OFFICERS

(a) Election of Officers

The officers of the Intergroup shall be elected by a majority vote of Participant Members represented at the June Intergroup meeting in each calendar year, or at such other meeting (or meetings) as may be determined by the Intergroup.

(b) Officer Titles / Board Members

The Intergroup officers shall consist of a Chair, Secretary, and Treasurer, together with any other officers as may be determined by action of the Intergroup to be necessary and advisable. The Board of Directors (the "Board") of the Intergroup shall be comprised of the Intergroup officers.

(c) Officer Qualifications

Each Intergroup officer shall meet the following qualifications at the time of their election or appointment:

(1) Six months of participation in the activities of the Intergroup; and

(2) A minimum of two years back-to-back Greysheet abstinence.

(d) Terms of Office

An officer may serve no more than three (3) consecutive years in the same officer position. One full year out of office must elapse before any person may assume an office which he/she has held for three full years. Rotation of service is mandated. In the event of vacancies, the Intergroup shall appoint a candidate to fill such vacancy, through the conclusion of the regular term.

(e) Officer Responsibilities

Intergroup officers shall attend at least a majority of the Intergroup meetings (determined on an annual basis) during his/her term of office.

(f) Authority to Sign

Intergroup officers are authorized to sign checks and other bank account-related documents on behalf of the Intergroup

(g) Removal from Office

Relapse into compulsive eating shall result in immediate removal from office. Any Intergroup officer may be removed from office by a majority vote of Participant Members if he/she fails to fulfill the responsibilities of his/her office as specified in these By-laws or otherwise acts irresponsibly in matters directly affecting the Intergroup.

(h) Other

For the avoidance of doubt, by majority vote of the Participant Members, the Intergroup may waive any or all of the requirements for officers set out in Article V, Sections (c), (d) and (e) above, in the sole discretion of the Intergroup.

ARTICLE VI

CHAIR

The Chair shall:

- (a) preside over all meetings of the Intergroup.
- (b) sign, as Chair, contracts and other documents for the Intergroup.
- (c) carry out any other duties found in the By-laws or given him/her by action of the Intergroup.

ARTICLE VII

SECRETARY

The Secretary shall:

- (a) perform all the duties of the Chair if the Chair is absent.
- (b) perform whatever duties as determined by action of the Intergroup or found in these By-laws.
- (c) keep a record of the Intergroup meeting proceedings.
- (d) send notices of the Intergroup meeting as described in these By-laws.

ARTICLE VIII

TREASURER

The Treasurer shall:

- (a) keep and maintain records of the finances and transactions of the Intergroup. The books of account will be open for inspection by any Intergroup officer, Participant Member or GSR. The Treasurer will handle deposits and withdrawals of funds of the Intergroup as necessary. He/she will take care to keep all property of the Intergroup separate from personal property and will use only banks designated by action of the Intergroup.
- (b) keep the Intergroup informed of any instance where the Intergroup's existence as a viable entity is at risk.
- (c) either personally or by delegation, file all regulatory, tax, and other documents and reports as required by state and federal law.

- (d) perform other duties as determined by action of the Intergroup or found in these By-laws.

ARTICLE IX

BOARD OF DIRECTORS

The Board shall be composed of the Intergroup officers, and shall be subject to the same requirements set out under Article V herein.

For the avoidance of doubt, it is noted that the Board is advisory in nature, and the actions of the Intergroup are those authorized by a majority of the votes cast at an Intergroup meeting at which a quorum is present.

ARTICLE X

BOOKS AND RECORDS

- (a) Records and Reports to Participant Members

The Intergroup shall keep a complete record of the minutes and acts of all their meetings. All books, records, minutes and proceedings of the Intergroup shall always be available, at a location to be determined by the Intergroup officers, to any Participant Member who asks for them.

- (b) Supervision

The Intergroup will supervise all officers, agents and employees and see that they are properly carrying out their duties.

- (d) Bookkeeping

The Treasurer shall keep a system of bookkeeping that shows the operations and financial condition of the Intergroup. The Treasurer, by action of the Intergroup, shall have the transactions and books of the Intergroup independently reviewed at least once every three (3) years by a qualified CPA.

ARTICLE XIII

COMMITTEES AND THEIR DUTIES

- (a) Committees in General

Committees may be established to carry out delegated duties in the interest of the Intergroup. Any Committee shall be chaired by an Intergroup Officer; the remaining Committee members may include Intergroup officers, GSRs or Greysheeters with at least 90 days back-to-back Greysheet abstinence. Committee actions are subject to the approval of, or ratification by, the Intergroup.

ARTICLE XIV

FINANCES

The Intergroup shall be maintained, financed and conducted as follows: (a) by personal contributions; (b) by the sale of materials supportive of the Intergroup's goals; and (c) by any other means consistent with its non-profit status.

No Intergroup officer or Participant Member represented by a GSR holds property rights in the Intergroup's assets.

ARTICLE XV

NON-DISCRIMINATION

The Intergroup shall not restrict persons of any race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, of their rights and privilege, or the ability to participate in the programs and activities of the Intergroup. The Intergroup will carry the same policy with regard to Intergroup officers, GSRs and outside individuals.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the Intergroup shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XVII

AMENDMENT OF BY-LAWS

Any proposed amendment to these By-laws must be approved by a vote of two-thirds of Participant Members eligible to vote at a meeting.

ARTICLE XVIII

DISSOLUTION

The dissolution of the Intergroup may be approved by action of the Intergroup. Any vote of dissolution must pass by a 3/4 majority of Intergroup officers and GSRs representing a Participant Member voting in a special election.

In case of dissolution, no part of the net earnings of the Intergroup shall inure to the benefit of, or be distributable to its Participant Members, officers, or other private persons, except that the Intergroup shall be authorized and empowered to pay reasonable compensation for services rendered by third parties. No substantial part of the activities of the Intergroup shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and the Intergroup shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-laws, the Intergroup shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Intergroup, a majority vote will determine how assets will be distributed, which may be (1) to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the federal government, or (2) to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Intergroup is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XX

EFFECTIVE DATE OF BY-LAWS

These By-laws shall become effective immediately on their adoption. Amendments to these By-laws shall become effective immediately on their adoption unless the Board decides they are to become effective at a later date.