

**BYLAWS OF SCA INTERGROUP OF NEW YORK, INC.,  
A NOT-FOR-PROFIT CORPORATION**

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## **ARTICLE 1. GENERAL PROVISIONS**

### **1.01. Name**

The Representatives of the Member Groups shall serve under the name SCA Intergroup of New York, Inc.

### **1.02. General Provisions**

For purposes of these Bylaws and all other corporate documents, “SCA” shall mean Sexual Compulsives Anonymous; “SCA NY” shall mean Sexual Compulsives Anonymous New York; and “the Intergroup” shall mean SCA Intergroup of New York, Inc. In the event of a conflict between the provisions of these Bylaws and all other corporate documents of the Intergroup, except the Certificate of Incorporation, the provisions of these Bylaws shall prevail and supersede all other provisions. However, the provisions of the Certificate of Incorporation shall prevail over all other documents, including these Bylaws.

The purpose of these Bylaws is to give a description of the operations, duties, and procedures of the Intergroup.

### **1.03. Mission Statement**

SCA is a 12-Step fellowship, inclusive of all sexual orientations, open to anyone with a desire to recover from sexual compulsion. We are not group therapy, but a spiritual program that provides a safe environment for working on problems of sexual addiction and achieving sexual sobriety.

We believe we are not meant to repress our God-given sexuality, but to learn how to express it in ways that will not make unreasonable demands on our time and energy, place us in legal jeopardy, or endanger our mental, physical, or spiritual health. Members are encouraged to develop a sexual recovery plan, defining sexual sobriety for themselves.

There are no requirements for admission to our meetings: anyone with a desire to stop having compulsive sex is welcome.

### **1.04. Goal**

SCA Intergroup of New York, Inc. was formed with the goal of carrying the message of SCA to sexual compulsives who suffer. Being cognizant that not all sexual compulsives may find our business or spiritual meetings necessary, we do not propose to be the only answer or governing body in the New York area. We believe it beneficial to share our experience, strength, and hope with all who might request our help. We propose to do this by uniting sexual compulsives in the New York area and furthering the principles of SCA through meetings and annual conferences and events.

### **1.05. Purpose**

The purpose of the Intergroup is to carry the message of SCA to the still suffering sexual compulsive by charitable and educational means. The Intergroup may engage in activities including but not limited to:

- A. Maintaining a Central Office to act as a clearing house for SCA in New York;
- B. Providing contacts with Member Groups and consenting SCA Members;
- C. Assisting in the development of the SCA program; and
- D. Assisting in the effective cooperation between Member Groups.

### **1.06. Organization**

The Intergroup is a not-for-profit corporation, formed on December 30, 2005., organized and existing under the laws of the state of New York. It shall maintain a registered office and registered agent in the state of New York and shall comply with the New York Not-for-profit Corporation Law.

### **1.07. Responsibilities**

The principal responsibilities of the Intergroup are to promote the unity of the SCA groups of New York

- A. to carry the message of SCA, in accordance with SCA's Fifth Tradition;
- B. to respond to the needs of the SCA groups or all of SCA NY, in accordance with SCA's Fourth Tradition;
- C. to create service boards or committees directly responsible to the members of SCA NY, in accordance with SCA's Ninth Tradition; and
- D. to have a public relation policy based on attraction rather than promotion, in accordance with SCA's Eleventh Tradition, by providing a central source of information about SCA through a website, a monthly meeting list, and the distribution of literature.

The Intergroup shall refrain from expressing any opinion on outside issues, in accordance with SCA's Tenth Tradition.

### **1.08. Structure**

The membership of the Intergroup meets continuously as an Assembly. Any member of SCA New York is welcome to participate in the Assembly: however, the regular meetings of Intergroup are considered “closed” meetings – they are not open to non-members or the general public, due to the potentially sensitive nature of issues discussed as well as anonymity. Voting privileges are limited to registered SCA New York member groups, acting through their representatives. The Assembly elects officers and chairs of its standing and ad hoc committees. The business of the Assembly is guided by these Bylaws.

### **1.09. Duration**

The duration of the Intergroup is perpetual. If, however, the Intergroup is dissolved, its assets shall be distributed for one or more tax-exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. Any assets not so distributed shall be disposed of by order of a Justice of the Supreme Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as the Court shall determine, organized and operating exclusively for tax exempt purposes.

### **1.10. Warranties**

In all its proceedings, the Intergroup observes the spirit of the SCA traditions, taking care that the Intergroup never becomes the seat of perilous wealth or power; that sufficient operating funds, plus an ample reserve, be its prudent financial principle; that none of the Directors, Officers, or Members be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote, and whenever possible substantial consensus; that no Intergroup action ever be personally punitive or an incitement to public controversy; that although the Intergroup may act for the service of SCA, it never perform any acts of government; and that, like the Society of Sexual Compulsives Anonymous which it serves, the Intergroup itself will always remain democratic in thought and action.

#### **Subsection 1.10(a). Fiscal Responsibility**

No committee, officer, or member of the Intergroup shall enter into a contractual arrangement on behalf of the Intergroup or one of its committees which obligates the Intergroup to an outlay of funds greater than what can be reasonably borne by its Treasury.

#### **Subsection 1.10(b). Fiscal Year**

The fiscal year corresponds with the calendar year, January through December.

#### **Subsection 1.10(c). Approval of Fiscal Expenditures**

Positions with fiscal authority shall not approve expenses outside of budgeted expenses as previously presented to the Intergroup. In the event fiscal business must be approved between meetings of the Intergroup, the Executive Committee must unanimously approve the expense and report at the next meeting. The Executive Committee cannot approve unbudgeted expenses greater than \$500 without approval of the Intergroup.

### **1.11. Publication**

The Certificate of Incorporation, Bylaws, and Policies and Guidelines of SCA New York, as they may be amended from time to time, shall be published by wide public dissemination to all SCA members by way of but not limited to verbal (such as verbal announcements in all Member Group meetings) and written (electronic and print) publication, such as newspapers, newsletters, a website, e-mails, and such other practicable and practical means.

## **ARTICLE 2. MEMBERS**

## **2.01. Membership**

Membership in the Intergroup is open to all SCA Member Groups and all members of SCA. “SCA Member Group” is defined as follows:

One SCA meeting that has elected an Intergroup Representative (IGR)

OR

Two or more SCA meetings that collectively decide by group conscience to elect one IGR to represent them all. When multiple meetings collectively elect one IGR, a single one of those meetings may not also elect its own IGR.

There are two classes of membership: voting and nonvoting.

### **2.01(a): Voting Members**

“Voting Members” include each registered SCA Member Group. Each registered SCA group participating as a member may select an Intergroup Representative (IGR) to exercise its membership. It is suggested that IGRs be active members of their groups. Member Groups may also select alternate IGRs. Each Voting Member may make motions and has one vote only, whether its IGR represents one meeting or multiple meetings. An alternate may present a motion with the assent of the representative from that group. An alternate may vote but such vote will count only if the representative from that group does not vote. Intergroup Officers and Committee Chairs may offer motions but may not vote unless they are also IGRs.

### **2.01(b): Nonvoting Members**

“Nonvoting Members” include any SCA members who wish to join the Intergroup on their own behalf, not as an IGR on behalf of a group. They may participate in the discussions of the Assembly and may offer motions but may not vote.

### **2.01(c): Authority**

The Voting Members, convened in the Assembly, constitute the governing body of the Intergroup. The final responsibility and ultimate authority for the Intergroup resides in the collective conscience of the Voting Members of the Assembly.

## **2.02. Manner of Admission**

### **2.02(a): Registration Method & Limits**

Any SCA New York Member Group may join the Intergroup as a Voting Member by registering with the Intergroup. A Member Group becomes registered when the Member Group’s IGR contacts the Intergroup Secretary ([secretary@scany.org](mailto:secretary@scany.org)) and identifies the group’s name, regular meeting day(s), and time and place. Alternatively, an IGR may provide this information to the Secretary at the first Intergroup Meeting the IGR attends. Whenever a registered Member Group elects a new IGR, that IGR renews the registration by identifying himself or herself to the Intergroup Secretary. There shall be no limit to the number of members admitted into the Intergroup.

### **2.02(b): SCA Member Participation**

Any interested SCA member may join the Intergroup as a Nonvoting Member and participate in the Intergroup’s business meeting.

### **2.02(c): Donations to Intergroup**

There are no dues or fees for membership. The Intergroup is self-supporting through the contributions of SCA members and groups. Member groups are encouraged to donate to the Intergroup their surplus funds beyond room rent, other expenses, and a prudent reserve.

### **2.03. Non-member SCA Groups**

Any non-member SCA group shall have the benefit of the services of the Intergroup provided that such benefit shall not interfere with or be detrimental to the member groups.

### **2.04. Meetings**

Meetings of the Intergroup are to be held monthly (location, date and time to be determined by the Assembly). The Intergroup shall meet in person at least ten (10) times within the calendar year.

Admission of any IGR into the Intergroup is equivalent to notice of the meeting; no further notice of the proceedings need be given. However, the Secretary of the Intergroup shall make every reasonable effort to remind IGRs, Officers, Committee Chairs, and other interested parties of each meeting by telephone or e-mail within the week before its occurrence.

### **2.05. Quorum**

A quorum exists at a meeting of the Intergroup if at least five IGRs are present and able to vote.

### **2.06. Voting**

Members are allowed such reasonable time for discussion of motions as the Chair determines. Abstentions are disregarded for purposes of establishing whether the motion has passed. All motions pass by the affirmative vote of a majority, with the following exceptions:

- (1) motion to remove an officer: three-fourths
- (2) motion to remove a member: three-fourths
- (3) motion to amend the Certificate of Incorporation: two-thirds
- (4) motion to amend the Bylaws: two-thirds
- (5) motion to dissolve the Corporation: two-thirds

If only the affirmative vote of a majority is required, and there is a tie, the Chair shall cast the deciding vote.

### **2.07. Removal of Member**

No Intergroup member may be removed from the Intergroup or the Assembly except after a period for discussion of at least thirty days and by vote of at least three-fourths of the Voting Members, abstentions not counting. However, the Assembly may adopt such rules as it sees fit for temporary suspension of Members on account of inappropriate or disruptive behavior.

### **2.08. Inspection of Records**

Any Voting Member may have reasonable access to the books and records of the Intergroup. Any expenses involved must be paid by the requester except as the Intergroup may otherwise determine.

## **ARTICLE 3: OFFICERS**

### **3.01. Officers**

The Voting Members will elect the officers set forth below. The officers set forth in this Article of the Bylaws are the “Intergroup Officers.” The Voting Members may also elect such other officers as they may wish from time to time.

#### **3.01(a): Chair**

The Chair presides over the Assembly's meeting. The Chair sets the agenda for discussions of the Assembly in consultation with the membership and rules on points of procedure that arise under these Bylaws. The Chair is a non-voting member of all standing and ad hoc committees. For purposes of New York law, which requires that a not-for-profit corporation have a “president,” the “Chair” is effectively the “president.”

It is preferred, but not required, that the Chair has attended Intergroup meetings for at least one (1) year.

#### **3.01(b): Alternate Chair**

The Chair may appoint from the presently elected IGRs an alternate chair who shall act as Chair in the absence of the Chairperson, but for no more than two (2) consecutive meetings. In acting as Alternate Chair, the IGR need not relinquish his or her position as IGR. The Chair may delegate responsibilities, including the Chair's position as ex officio member of the standing and ad hoc committees, to the Alternate Chair.

In the event the duly elected Chair is unready, unwilling and/or unable to complete his or her term of office through the end of the term, the Alternate Chair may be voted into office permanently as Chair by a simple majority vote of the Intergroup. The Chair is encouraged to consult with and work closely with the Alternate Chair to facilitate a smooth transition of duties at the conclusion of his or her service in office.

#### **3.01(c): Secretary**

The Secretary maintains the corporate records including the minutes of all Intergroup meetings, the membership list, committee reports, motions, election results, Bylaws, Certificate of Incorporation, the Policies and Guidelines Document, annual reports, and correspondence with government agencies.

The written minutes of any meeting as drafted by the Secretary may be amended on motion by any IGR or Intergroup Officer or Committee Chair, and the minutes, whether or not amended, become final upon approval by a majority of the Voting Members of the Assembly at the first monthly meeting following the meeting to which the minutes pertain. The minutes so approved shall embody the authoritative record of the proceedings and the resolutions of the Intergroup.

It is preferred, but not required, that the Secretary has attended Intergroup meetings for at least one (1) year.

#### **3.01(d): Treasurer**

The Treasurer maintains the Intergroup's financial records, including a detailed account of receipts and disbursements, which he or she summarizes and reports to the Intergroup monthly. The Treasurer also maintains the Intergroup's tax returns, if any, and records relating to exemption from taxation of the Intergroup as a not-for-profit entity. The Treasurer receives contributions and maintains the Intergroup's funds in an account in the name of the Intergroup in such financial institution as the Treasurer, with the consent of the Voting Members, may designate. The signatories on the account shall be the Chair, the Secretary, the Treasurer, and the person who served as Chair immediately prior to the current Chair, if he or she is willing and able to serve; and the signatures of any two of these three or four persons shall be required on all checks issued by the Treasurer.

It is preferred, but not required, that the Treasurer has attended Intergroup meetings for at least one (1) year.

### **3.01(e)(1): International Service Organization (ISO) Delegation**

The members of the ISO Delegation are elected by SCA-NY Intergroup to represent SCA-NY at all ISO meetings and functions, present the views of the SCA-NY fellowship as represented by SCA-NY Intergroup and/or individuals, act in good faith as members of the ISO, and report on ISO activities to SCA-NY Intergroup. When participating in ISO decisions, members of the ISO Delegation may follow their own consciences, regardless of any positions expressed by SCA-NY members or SCA-NY Intergroup as a whole.

The composition of the delegation shall include several "Full" Representatives (serving staggered terms) and at least one (1) Alternate Representative. Representatives and Alternate Representatives are elected by a simple majority, but a three-fourths majority is required to change the composition of the delegation. By custom, there has been approximately one (1) Full Representative for every ten (10) SCA-NY meetings. The total number of votes that the SCA- NY delegation may cast at the ISO conference equals the number of active meetings in the SCA- NY supported area This number of votes will be divided as equally as possible among the delegates attending the conference as Full delegates (in person, or virtually).

All Representatives are expected to attend general virtual ISO meetings. In the event that any Full Representative(s) announce their inability to attend the annual conference, the first elected of the Alternate Representative(s) shall take on the responsibilities of that Full Representative during the conference and as above for as many vacancies as elected alternates exist.

### **3.01(e)(2): Requirements and Suggestions for ISO Delegation Membership**

The only requirements for ISO delegation membership are that the individual (1) is a member of the program as defined by Tradition 3; and (2) has a valid email address that can be used to communicate with other members of the ISO delegation and with ISO members from other regions. Because most ISO business is conducted by email, the ability to use this technology is vital for an ISO Representative.

Suggested, but not required, qualifications for international service are (1) three (3) years of active participation in the program, and (2) having at one time achieved six (6) months on a sexual recovery plan of the member's own devising.

## **3.02. Eligibility**

Anyone who is a member of SCA in the sense of SCA's Third Tradition, having the requisite desire to stop having compulsive sex, is eligible to become an Intergroup officer.

### **3.02(a): Eligibility of the SCA Bank Account Signatories**

Any representative who is a signatory on an SCA Intergroup of New York bank account must be known in the program for at least six (6) months, have a job or alternate means of personal financial support, a personal bank account, and a permanent address.

## **3.03. Elections and Term**

Elections are held annually at the Intergroup meeting in March. Officers are elected by the affirmative vote of the majority of the Voting Members of the Assembly. In the event of a tie, the Chair shall cast the deciding vote. With the exception noted in subsection (a) below, all Officers begin their terms on the first day of April, the month immediately following their election, and serve until the last day of March of the following year. Any Officer may upon proper election hold his or her office for consecutive terms.

### **3.03(a): Full and Alternate ISO Representatives**

Full ISO Representatives shall serve for a term of two (2) years, starting on the first day of the month immediately following their election. A percentage (currently 50%) of the Full representatives shall be elected each year, so that some new terms always begin midway through the ongoing terms of the Representatives elected the previous year.

The Alternate Representative(s) shall serve for a term of one (1) year, starting on the first day of the month immediately following the regular election. Should an ISO Representative resign or otherwise be removed from service, the first elected Alternate Representative shall inherit that Representative's position and remaining term at the next Intergroup meeting. The position of one (1) Alternate Representative shall thus become vacant and subject to a special election (see Section 3.04).

Should there be multiple Full ISO Representative vacancies concurrently, the first elected Alternate Representative shall take the longest remaining term from among those vacated, with additional alternates (if any) taking the place of the next Full representative in kind. Any remaining vacancies, including the Alternate Representative(s) now assigned as Full Representatives, shall be filled by special election.

Once a term is inherited, the member who has become a Full ISO Representative is no longer considered an Alternate Representative and shall not be eligible to fill any further ISO delegation vacancies, even if those vacancies are for longer remaining terms and occur prior to the special election of a new Alternate Representative.

### **3.04. Special Elections**

Should any office other than ISO Representative become vacant, the Chair calls a special election to occur at the next monthly Intergroup meeting. The voting procedure is the same as set forth above, with election occurring on the affirmative vote of the majority of the Voting Members of the Assembly, and the Chair casting the deciding vote in the event of a tie. Upon election, the candidate takes office immediately and completes the current term.

Vacancies by ISO representatives are filled according to the procedures set forth in Subsection 3.03(a). As specified therein, any vacancies not filled by the Alternate Representative are filled by special election.

### **3.05. Board of Directors**

The Intergroup recognizes that the law of the State of New York requires that a not-for-profit corporation have a Board of Directors. It is the will of the Intergroup that the Voting Members, not the Board of Directors, exercise the power to govern the Intergroup, that the directors as such have no governing power, and that Bylaws adopted by the Voting Members may not be altered or repealed by the Board and/or Directors. For purposes of compliance with the New York Not-for-profit Corporation Act, the Chair, the Secretary, and the Treasurer are ex officio Directors of the Intergroup and shall be listed as such on the annual reports to the state.

### **3.06. Removal of Officer**

Any Officer may be removed from office by a vote of three-fourths of the Voting Members following a period for consideration and discussion of no less than thirty days.

### **3.07. Additional Duties**

The Voting Members may assign other duties besides those set forth in the Bylaws to any of the Officers.

### **3.08. Compensation**

No person receives compensation or salary for his or her service as Officer, Director, or Committee chair.

### **3.09. Execution of Documents**

Contracts, agreements, and engagements may be executed on behalf of the Intergroup by those Officers and committee chairs designated by resolution of the Voting Members to sign them.

## **ARTICLE 4. COMMITTEES**

### **4.01. Standing Committees**

The Standing Committees of the Intergroup are set forth in this Article. They have the duties set forth below and such additional duties as the Voting Members may assign to them. The standing committee chair is not an Intergroup Officer and is not required to relinquish IGR or alternate status upon election or appointment. The Intergroup Chair or Alternate Chair is a non-voting member of all standing committees.

### **4.02. Ad Hoc Committees**

The Intergroup by affirmative vote of a majority of Voting Members may create at any time ad hoc committees, each with a duration of no more than two years, should the circumstances call for same, and may define the duties assigned to each such committee. Ad hoc committee chairs are not Intergroup Officers and do not relinquish their status as IGR's or alternates. The Intergroup Chair or Alternate Chair is a non-voting member of all ad hoc committees.

### **4.03. Eligibility**

Anyone who is a member of SCA in the sense of the Third Tradition, with the requisite desire to stop having compulsive sex, is eligible to serve on a committee or as its chair.

### **4.04. Elections and Term**

Elections of committee chairs are held annually at the Intergroup meeting in March. Committee Chairs are elected by the affirmative vote of the majority of the Voting Members of the Assembly, and said majority may elect two or more persons to serve as co-chairs of any committee. In the event of a tie, the Chair shall cast the deciding vote. With the exception noted in subsections (a) and (b) below, all committee chairs begin their terms on the first day of April, the month immediately following their election, and serve until the last day of March of the following year. Any committee chair may upon proper election hold his or her office for consecutive terms.

#### **4.04(a): Retreat Committee**

The co-chairs of the Retreat Committee serve for a term of two years starting the first day of April, the month immediately following their election.

#### **4.04(b): Special-Events Committee**

The co-chairs of the Special-Events Committee serve for a term of two years starting the first day of April, the month immediately following their election.

#### **4.04(c): Chip Committee**

The Chip Committee chair serves for a term of two years starting the first day of April, the month immediately following their election

#### **4.04(d): Technology Committee**

The Technology Committee chair serves for a term of two years starting the first day of April, the month immediately following their election

#### **4.05. Special Elections**

Should any committee chair become vacant, the Intergroup Chair calls a special election to occur at the next monthly Intergroup meeting, in the event that there is at least one qualified and willing candidate. The voting procedure is the same as set forth above, with election occurring on the affirmative vote of the majority of the Voting Members of the Assembly, and the Chair casting the deciding vote in the event of a tie. Upon election, the candidate takes office immediately and has a term that ends at the end of the month of the next annual election of committee chairs.

#### **Section 4.05(a): Absent/Non-Functioning Committees**

Committee Chairs should make an effort to personally attend all Intergroup meetings or send a proxy to present a report and be available for questions.

If no one from a committee has been present at an Intergroup meeting for two consecutive months, or no member has sent a report within that period, the Chair shall contact the committee chair or co-chairs of the committee. If there is no response, the committee position(s) are automatically open for elections.

#### **4.06. Committee Reports**

Each committee chair reports on the activities of his or her committee at the monthly Intergroup meeting. Each Committee Chair should solicit and report upon minority opinions and the committee's recommendations for action by the Assembly, if any.

All reports can be submitted in writing, however Committee Chairs should not be absent at more than three (3) Intergroup meetings per year of the position's term.

#### **4.07. Literature Development Committee**

The Literature Development Committee is responsible for researching, compiling, developing, and formatting new literature deemed appropriate for review and approval by the Assembly and shall coordinate with the Literature Distribution Committee and any other committee where appropriate.

#### **4.08. Outreach Committee**

The Outreach Committee maintains the voicemail and email message services for the SCA NY area contact number and email address listed in the Meeting List and on the SCA website. The Outreach Committee reviews and replies to incoming written, telephone and email queries or, when appropriate, delegates replies to appropriately knowledgeable SCA members outside the Committee. The Outreach Committee coordinates with any other committee, officer, and/or member where appropriate.

The Outreach Committee protects the anonymity of all members – past, present or future, current or prospective – and shall refer to them by their first names and the initial of their last names, unless the individual in question uses an obvious pseudonym, in which case the entire pseudonym may be used. In no event shall the Committee release the telephone number, email address Outreach and/or name of any member, current or otherwise, to any other person without the express and prior consent of the individual.

This Committee also coordinates outreach programs to carry the message of SCA to the sexual compulsive who still suffers. In accordance with the Eleventh Tradition, the Outreach Committee's activities are to be based on attraction rather than promotion and must maintain the personal anonymity of all SCA members.

#### **4.09. Special Events Committee**

The Special Events Committee is responsible for managing events deemed appropriate by the Intergroup for SCA NY, including but not limited to the Annual Holiday Party and the Annual Conference.

The Special Events Committee shall maintain its own bank account, separate from the Intergroup's account; and the Special Events Committee need not seek the Intergroup's approval or counsel with regard to any decision, disbursement, or receipt arising from its management of SCA NY events, as long as said management is consistent with the 12 Steps and 12 Traditions of SCA, the Intergroup's Certificate of Incorporation, and the Intergroup's Bylaws. In particular, the Special Events Committee must comply with all provisions of Article 6 of these Bylaws regarding a Not-For-Profit Operation.

Notwithstanding all statements above, the Special Events Committee shall make timely reports of its decisions, disbursements, and receipts to the Intergroup and its records shall be available for review of SCA members.

#### **4.10. Retreat Committee**

The Retreat Committee is responsible in all respects for managing SCA NY retreats, including but not limited to selecting locations, scheduling, publicizing, setting fees and subsidies, and arranging for transportation, accommodations, meals, meetings, educational programs, and entertainment. The Retreat Committee shall maintain its own bank account, separate from the Intergroup's account; and the Retreat Committee need not seek the Intergroup's approval or counsel with regard to any decision, disbursement, or receipt arising from its management of SCA NY retreats, as long as said management is consistent with the 12 Steps and 12 Traditions of SCA, the Intergroup's Certificate of Incorporation, and the Intergroup's Bylaws. In particular, the Retreat Committee must comply with all provisions of Article 6 of these Bylaws regarding a Not-For-Profit Operation.

Notwithstanding all statements above, the Retreat Committee shall make timely reports of its decisions, disbursements, and receipts to the Intergroup not more than 60 days after each retreat concludes and its records shall be available for review of SCA members.

#### **4.11. Literature Distribution Committee**

The Literature Distribution Committee is responsible for maintaining an inventory, by purchase or donation, of all SCA literature either approved by the ISO for national distribution or approved by the Intergroup for distribution within the New York area, as well as the quarterly Meeting List and all fliers and other informational materials approved by the Intergroup for distribution to the member groups. The Literature Distribution Committee shall distribute said materials to the literature representatives of the member groups, by donation for free materials and by sale for priced materials. Literature prices shall take into account the wholesale literature price, shipping and handling and a margin to promote the free distribution of literature to persons new to the fellowship.

#### **4.12. Technology Committee**

The Technology Committee maintains and updates the complete [www.scany.org](http://www.scany.org) website. This committee is also responsible for maintaining the platforms that provide our website, email accounts, phone service, electronic payment accounts, and other technologies involved in servicing the fellowship.

The Technology committee is also responsible for maintaining an up-to-date meeting list of all Member Groups, including their meeting time, duration, format, and meeting location of each. Changes to the meeting list are

reported to Intergroup and updated by this committee for both the website and for the published version that is distributed at meetings.

#### **4.13. Archives Committee**

The Archives committee will have at least one chair: the Archivist. The Archives Committee maintains an accurate history of SCA NY and its Intergroup from their founding to the present day. Such history may include documents compiled by the Officers, agendas, motions, discussions, oral histories, letters, communications with other organizations, and other pertinent documents. The Archives Committee protects the anonymity of SCA members in publicly presented material, referring to them by their first names and the initial of their last names, unless the individual in question uses a pseudonym, in which case the entire pseudonym may be used.

#### **4.14. Chip Committee**

The Chip Committee for maintaining an inventory, by purchase or donation, of all SCA NY anniversary chips as approved by each chip meeting and Intergroup for distribution to the member groups and liaises with ISO and other intergroups when requested. The Chip Committee charges member groups only enough to cover its costs for purchase of inventory and shipping and handling.

## **ARTICLE 5. POLICIES AND GUIDELINES**

### **5.01. Policies**

A “policy” is any principle, plan, or course of action adopted by the Assembly to supplement the Bylaws. Policies may be adopted by majority vote of the Assembly quorum.

### **5.02. Guidelines**

A “guideline” is in the nature of a tradition, suggestion, or rule of thumb for the actions or deliberations of the Assembly, committees, Officers, Directors, or Members. The 12 Steps and 12 Traditions embody guidelines for all actions and deliberations of the Intergroup. Additional guidelines may be added by a majority vote of a quorum of the Voting Members.

### **5.03. Policies and Guidelines Document**

The Secretary maintains the Policies and Guidelines Document, which includes the policies and guidelines adopted by the Assembly. The Policies and Guidelines Document is maintained on the Intergroup's website. It may be amended by majority vote of a quorum of the Voting Members.

## **ARTICLE 6. NOT-FOR-PROFIT OPERATION**

### **6.01. Not a business corporation**

The Intergroup will issue no shares of stock. No dividends will be paid. None of the income or assets of the Intergroup may be distributed to the Members, Directors, or Officers, except for adequate consideration following full disclosure and approval of the Voting Members. No Member of the Intergroup has any vested or proprietary right, interest or privilege in the assets, property, functions or activities of the Intergroup.

### **6.02. Tax exempt status**

The Intergroup is restricted to charitable and educational purposes as those terms are defined in Internal

Revenue Code ("IRC") section 501(c)(3). These purposes are set forth in the General Provisions of these Bylaws and in the Certificate of Incorporation. The Officers are authorized and directed to maintain the Intergroup's tax exempt status on the state and federal levels.

### **6.03. Restriction on activities**

The Intergroup shall not carry on propaganda or otherwise attempt to influence legislation nor participate in any political campaign. Notwithstanding any other provision of these Bylaws, the Intergroup shall not carry on any other activities not permitted to be carried on by a corporation exempt from income tax under IRC section 501(c)(3) or by a corporation, contributions to which are deductible under IRC section 170(c)(2).

### **6.04. Not a private foundation**

The Intergroup is not a private foundation as it receives broad public support. If the Intergroup is found to be a private foundation, then it shall comply with all rules relating to private foundations to preserve its tax exempt status. In particular, the Intergroup (1) shall distribute its income for any tax year at such time and in such manner as to avoid the tax on undistributed income imposed by IRC 4942; (2) shall not engage in any act of self-dealing as defined in IRC 4941(d); (3) shall not retain any excess business holdings as defined in IRC 4943(c); (4) shall not make any investments in such manner as to subject it to tax under IRC 4944; and (5) shall not make expenditures as defined in IRC 4945(d). All references to the IRC include any corresponding section of future tax codes.

## **ARTICLE 7. INDEMNIFICATION**

### **7.01. Indemnification**

The Intergroup shall indemnify each current and former Director, Officer, Committee Chair and committee member from liability for acts within the course of his or her service to the Intergroup to the full extent permitted by the New York Not-for-profit Corporation Act.

### **7.02. Waiver of liability**

A current or former Director, Officer, Committee Chair, or committee member shall not be personally liable to the Intergroup or its members for damages for breach of any duty owed to the Intergroup or its members, except in cases of receipt by such person of an improper personal benefit.

## **ARTICLE 8. AMENDMENTS**

### **8.01. Two-thirds vote required**

These Bylaws may be amended or replaced and new Bylaws may be adopted by a two-thirds vote of a quorum of the Voting Members. A two-thirds vote is also required to amend or replace the Certificate of Incorporation.

### **8.02. Effective date of amendments**

Amendments are effective on a date specified by the Voting Members but not later than three months after the date of approval of the amendment by the Voting Members.

## **Secretary's Certification**

I, the Secretary of SCA INTERGROUP OF NEW YORK, INC., certify that the foregoing BYLAWS OF SCA INTERGROUP OF NEW YORK, INC. were duly adopted by a vote of two-thirds or more of the

Voting Members of the Intergroup on December 31, 2005 (amended November 3, 2013; October 1, 2016; and March 12, 2017) and that they are the Bylaws presently in effect for this corporation.

Dated: March 12, 2017

/s/  
Secretary of SCA Intergroup of New York, Inc.