

Bylaws Of Southern California World Service of AFG, Inc. A California Nonprofit Public Benefit Corporation

ARTICLE I

OFFICES

Section 1. Name of Corporation

The name of the corporation is Southern California World Service of AFG, Inc. (hereafter referred to as SCWS).

Section 2. Principal Office

The principal office of SCWS for the transaction of its business is located in the county of Los Angeles, California.

Section 3. Change of Address

The county of SCWS's principal office can be changed only by amendment of these Bylaws and not otherwise. The current address is:

Southern California World Service of AFG, Inc.
C/O Willie E. Williams
1 West California Blvd #222
Pasadena CA 91105

The Members may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

1 West California Blvd. #214, Pasadena CA 91105 dated: May 1st, 1994
1 West California Blvd. #222, Pasadena CA 91105 dated: May, 2002
1 West California Blvd. #222, Pasadena CA 91105 dated: November, 2005
1 West California Blvd. #222, Pasadena CA 91105 dated: November, 2008

Section 4. Other Offices

SCWS may also have its offices at such other places where it is qualified to do business as its business may, from time to time, designate. SCWS restricts its business to the counties of Southern California. For purposes of these Bylaws, Southern California extends as far north to include the counties of San Bernardino, Kern, San Luis Obispo then including all the counties between and south to include San Diego and Imperial counties.

ARTICLE II

PURPOSES

Section 1. Objectives and Purpose

The objectives of the Corporation are:

- A.** To encourage unity of purpose and the growth of Al-Anon/Alateen Family Groups and Alateen Groups in Southern California.
- B.** To meet, discuss and develop policies concerning Al-Anon/Alateen activities to cooperate with AFG, Inc., and to send Delegate(s) to the World Service Conference as required.
- C.** To conduct other business as needed in keeping with the Twelve Steps, Traditions and Concepts of Service.

Section 2. Principles of Operation

A. Adherence to Al-Anon Principles:

SCWS shall at all times adhere to the principles expressed in Al-Anon's Twelve Steps, Traditions and Concepts of Service. In the event that any bylaw conflicts with the Traditions and Concepts, application of the Traditions and Concepts shall take precedence over adherence to the bylaw.

B. Additional References:

SCWS shall refer for guidance to literature, memoranda, procedural manuals, and guidelines published by the AFG, Inc. in the conduct of its business.

C. Relationship to Al-Anon Family Groups and Alateen Groups:

SCWS is not directly connected to, assumes no responsibility for, and exercises no control over any other element of Al-Anon including individual Al-Anon Family Groups, Alateen Groups, Districts, Al-Anon Information Services (Intergroups), {AIS} and Al-Anon Family Group Headquarters, Inc. SCWS serves all Al-Anon/Alateen Family Groups Information Services (Intergroups) {AIS} and Districts, which participate in its functions. SCWS provides a link for all groups to participate in the service structure through which Al-Anon's group conscience speaks.

ARTICLE III

SCWS ASSEMBLY MEMBERS

Section 1. Definition and Duties of Members

A. Members: Members of SCWS are any persons selected as a Group Representative (GR), as designated in Article III, Section 4, of any Al-Anon/Alateen Family Group registered with the Recording Secretary of SCWS and who attends any duly authorized regular, special or election meeting of SCWS Assembly.

B. SCWS Officers: SCWS officers, as defined in Article V, Section 4, are also members of SCWS Assembly.

C. Other members include: Coordinators, District Representatives, Past Delegates, Intergroup {AIS} Representatives, and Convention Chairs from AFG, Southern California and SCAC.

Section 2. Determination and Rights of Members

SCWS Assembly shall have only one class of members and, except as provided in or authorized by the Articles of Incorporation or Bylaws of SCWS, all memberships shall have the same rights, privileges, restrictions and conditions. All members have voice, only registered Group Representatives or their alternate, should have a vote. Each Group representative may represent only a single group, and shall cast only one vote, even though he or she would otherwise be eligible for multiple votes.

Section 3. Eligibility of Registered Groups

Participation in SCWS Assembly by an Al-Anon/Alateen Family Group shall be voluntary.

Duties of the Group Representative or Alternate

The Group Representative duties include:

- A.** Being the link between his/her group and SCWS Assembly, encouraging the exchange of information.
- B.** Shall perform all duties incident to the office of Group Representative as described in the World Service Manual and Such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS.
- C.** Shall elect the officers and vote on other matters of the organization presented to them.

Section 4. Eligibility of Members

A. A Group Representative (GR) is a person representing an Al-Anon Family Group or Alateen Group.

B. The term of office for Group Representative shall be three (3) years. The method of selection of the Group Representative is up to the group conscience of the particular Al-Anon Family Group or Alateen Group.

Section 5. Fees, Dues and Assessments

There are no dues, fees or assessments required for membership in SCWS. Contributions by participating Al-Anon Family Groups and Alateen Groups are encouraged, but are entirely voluntary.

Section 6. Number of Members

There is no limit on the number of Members that SCWS may admit. However, each Al-Anon Family Group or Alateen Group is limited to one voting member.

Section 7. Non-liability of Members

A Member of SCWS is not, as such personally liable for the debts, liabilities, or obligations of SCWS, AFG, Inc. and Al-Anon Family Groups, Alateen Groups, Districts and Information Services (Intergroups) who participate in SCWS are also not liable for the debts, liabilities, or obligations of SCWS.

Section 8. Amendments Resulting in the Termination Of Memberships

Notwithstanding any other provisions of these Bylaws, if any amendment of the Articles of Incorporation or to the Bylaws of SCWS would result in termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLES IV

MEETINGS OF SCWS ASSEMBLY

Section 1. Place of Meetings

Meetings of members shall be held within Southern California as may be designated from time to time by the Chairperson.

Section 2. Annual and Other Regular Meetings

The members shall meet annually during the month of November of each year, at a time, date and place determined by the Chairperson, for the purpose of conducting any SCWS Assembly business. Every three years the Members shall elect SCWS Assembly officers, the Delegate, and Alternate Delegate/Vice-Chairperson. The Chairperson may choose to conduct any SCWS business at other times of the year, by designating other meeting times and locations, and properly notifying all registered groups of this meeting.

Section 3. Notice of Meetings

- A. Manners of giving notice:** To the extent that notice of change of meeting times, notice of special meetings, or any other notice is given, adequate notice shall be deemed to have been given if it is announced at a regular meeting of SCWS, or given verbally in person or by telephone, or by mail, addressed to the Al-Anon/Alateen family Group at the address given to SCWS for purpose of notice.
- B. Time of notice:** Notice of special meetings must be given at least thirty (30) days prior to a meeting.
- C. Contents of notice.**
 - 1. The notice of any regular meeting shall state the place, date and time of meeting.
 - 2. The notice of any special meeting, including changes of meeting times, shall state the place, date, time of the meeting and the nature of the business to be transacted.
 - 3. In the written notice of any meeting, the contents of Article IV, section 3C shall be stated.

Section 4. Majority Action as Membership Action

Every act or decision done or made by a majority (more than 50%) of votes cast at a duly held meeting is the act of the Members, unless the law, the Articles of Incorporation of SCWS, or these Bylaws require a greater number.

Section 5. Voting Rights

Each eligible voting member is entitled to one vote on each matter submitted to a vote. Voting at duly held meetings shall be by show of hand vote. However, election of officers shall be by written ballot.

Section 6. Conduct of Meetings

Meetings of members shall be presided over by the Chairperson, or in his/her absence, by the immediate Past Delegate. In the absence of the Chairperson and also the immediate Past Delegate the Alternate Delegate/Vice Chairperson would preside. The Minutes Secretary of SCWS Assembly shall act as Secretary of all the meetings of Members, provided that in his/her absence, the Chairperson shall appoint another person to act as Minutes Secretary of the meeting.

SCWS Assembly meetings shall be held in an orderly manner according to such rules as SCWS may adopt from time to time. Adherence to strict parliamentary procedure is not required.

Section 7. Record Date for Meetings

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of Members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V

SCWS COMMITTEE MEMBERS

Section 1. Definition of Members

A. Members of the Southern California World Service Committee (hereinafter referred to as SCWSC) are the SCWS Assembly officers, SCWS Assembly Coordinators, District Representatives, Information Services (Intergroup) Liaisons, Convention Liaisons for Southern California AA convention with Al-Anon participation, Southern California AFG, SCAC.

B. Terms of office:

- 1. For District Representative or Alternate:** shall be up to three (3) years. The method of selection of the District Representative is up to the group conscience of the particular District. (See current SCWS Al-Anon/Alateen rotation flow chart.)
- 2. For Information Services (Intergroup) Liaison:** shall be up to three (3) years. The method of selection of the Liaison is up to the group conscience of the particular Information Service.
- 3. For Conventions Liaison:** shall be up to three (3) years. The method of selection shall be up to the group conscience of the Convention Committee.
- 4. For SCWS Assembly Officers:** shall be three (3) years beginning January 1st and ending December 31st. The method of selection shall be as stated in the election process, Article VIII, Section 2.
- 5. For Coordinators:** shall be three (3) years, beginning January 1st and ending on December 31. The method of selection shall be as stated in the election process, Article VIII, Section 2.

C. Conditions of Office

- 1.** Board Members (Officers and Coordinators) must be residents of Southern California (Area 4). Any Board Member who moves his/her residence out of Area 4 during his/her panel will resign his/her position.
- 2.** Policy for procedures to remove elected officers and coordinators:
 - a.** Concern should be brought to the Chairperson and Alternate Delegate regarding attendance at required meetings and fulfillment of responsibilities of the service description.
 - b.** Chairperson would then be responsible to discuss the concerns with the members in question to assure fairness in dealing with the member.
 - c.** Chairperson would act in accordance with the general consensus of the SCWS Board prior to removal.
 - d.** Removal consideration would be appropriate under the following conditions:
 - i.** Failure to attend two meetings as listed in the service position description, without advanced notice or reasons according to the Group Conscience of the

- SCWS and/or
- ii. Failure to carry out the responsibilities, as listed in the service position description.

Section 2. Functions of the SCWS Committee

To develop agenda items for the Assembly meetings.

Section 3. Meetings

Meetings are called and chaired by the SCWS Chairperson.

Section 4. Duties of SCWS Committee Members

A. Duties of the Delegate

The Delegate: Shall perform all duties incident to the office of Delegate as described in the World Service Manual and such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS.

B. Duties of the Alternate Delegate

The Alternate Delegate: Shall perform all duties incident to the office of Alternate Delegate as described in the World Service Manual and such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS.

C. Duties of the Chairperson

The Chairperson: Shall perform all duties incident to the office of Chairperson as described in the World Service Manual and such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS.

D. Duties of the Treasurer

The Treasurer: Shall perform all duties incident to the office of Treasurer as described in the World Service Manual and such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS. Makes a recommendation to the May Assembly regarding the amount of annual contribution to WSO.

E. Duties of the Minutes Secretary

Minutes Secretary: Shall perform all duties incident to the office of Minutes Secretary as described in the World Service Manual and such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS.

1. The Minutes Secretary shall record minutes of all Assembly, Committee, Board, and specially called meetings; submit them for publication in each successive issue of the Bulletin, keep a record of the minutes of the Area, prepare copies of meeting agendas for notification of upcoming meeting.

F. Duties of District Representative or Alternate

The District Representative duties include:

1. Being the link between his/her district and SCWS Assemble, encouraging the exchange of information.
2. Performing all duties incident to the office of District Representative as described in the World Service Manual and such other duties as may be required by law, by the Articles of Incorporation of SCWS, or by these Bylaws, or which may be assigned to him/her from time to time by SCWS.

G. Duties of the Records Coordinator

Keep a record of the registered AI-Anon/Alateen Family Groups indicating their names and addresses for notification of the meetings.

ARTICLE VI

LIMITATION OF AUTHORITY OF INTERIM BOARD OF DIRECTORS

Any interim board of directors appointed by the corporation shall be appointed solely to carry out the following actions: (I) to change the name of the corporation to Southern California World Service of AFG, Inc., (ii) appoint as officers of the corporation such persons as are currently officers of Southern California World Service Assembly, (iii) change the registered agent for service of process, (iv) adopt these bylaws, (v) resolve that the corporation be governed by the current non profit corporation law, (vi) file amended and restated articles of incorporation, and (vii) appoint as new directors of the corporation those persons duly appointed by the interim board as officers and (viii) resign their directorships as interim board members immediately thereafter.

ARTICLE VII

VOTING

Section 1. Assembly, Annual, Regular, Election and Special Meetings

Each registered group is entitled to one vote. This vote shall be cast in person by the Group Representative, or, in his/her absence, the Alternate Group Representative of each registered Al-Anon Family Group and/or Alateen Group.

Section 2. World Service Committee Meetings

Each member of this committee is entitled to a voice at committee meetings. The committee consists of Elected Officers, the Past Delegate, Coordinators, Intergroup and Convention Liaisons, District Representatives, or their Alternate.

Article VIII

ELECTIONS

Section 1. Number of Officers

The Officers/Directors of SCWS Assembly shall be the Chairperson, Delegate, Alternate Delegate/Vice Chairperson, Treasurer, and Minutes Secretary. The authorized number of directors of the corporation shall be no less than four and no more than eight until changed by amendment of these bylaws. The exact number shall be fixed within these limits by a resolution adopted by the Officers/Directors.

Section 2. Election Process

The only requirement for membership in Al-Anon is that there be a problem of alcoholism in a relative or friend.

Voting members of the SCWS Area Assembly are those chosen to be the Group Representative (GR). Or the alternate GR may vote when the GR is not present. Each group may only have one vote and any GR may only represent one group (one vote).

No member of Alcoholics Anonymous (AA) may serve above the group level - as defined in the Al-Anon /Alateen Service Manual. No member of AA may serve as GR to the SCWS Assembly Area. Regular elections are held every three (3) years beginning with the November Assembly in 1993.

Cumulative voting for the election of officers shall not be permitted. Each voting member shall cast only one vote, with voting done by written ballot; except when there is only one candidate for a position and then a motion can be made to confirm them by a show of hands.

At the start of an election Assembly, the procedure is described. A vote of acceptance of the method is taken before balloting begins. The process used is based on the World Service guidelines.

Those who are or have been District Representatives are asked to express their willingness to serve.

Those who affirm their willingness for the position stated, then become nominees.

Beginning with the position of Delegate, the first to receive 2/3 of the written ballot votes is elected as Delegate.

The Alternate Delegate is elected next following the same process.

The other Officers are elected by a simple majority starting with Chairperson, followed by Minutes Secretary and Treasurer.

If an elected Officer is unable to complete his/her term, the Chairperson may appoint someone to fill in until an election is held at the next assembly to elect someone to complete the remainder of the term. See the Al-Anon World Service Handbook for further election information and policies regarding vacancies.

ARTICLE IX

DELEGATION OF RESPONSIBILITIES BY OFFICERS

Section 1. Creation

SCWS Assembly Chairperson may, from time to time, create committees or appoint Coordinators who shall have specific limited authority to deal with a particular function, event or issue.

Section 2. All Coordinators

A. Duties of Coordinator:

1. Shall be appointed to a three (3) year term of service by the newly elected Officers together with the present and past Delegate.
2. Shall serve without pay but with reimbursement for expenses.
3. Shall attend two Assembly and two Committee meetings annually plus any additional meetings called by the Chairperson.
4. Shall prepare written reports for each Bulletin issued.

B. Existing Coordinators

1. **Alateen Sponsor Coordinator:** Shall be the link between the WSO, SCWS Area; The Alateen groups, the individual District and Intergroup's Alateen Coordinators.
2. **Alateen Coordinator:** Shall as an Alateen member, assist the Alateen Sponsor Coordinator.
3. **Archives Coordinator:** Shall assemble, maintain and store the historical artifacts for this World Service Area. Shall maintain and store the entire record of minutes dating back to 1960. Shall chair Longtimer's Meeting for current panel.
4. **Cooperating with the Professional Community (CPC) Coordinator:** Shall be the link between WSO, SCWS Area, the District and Intergroup Coordinators working to carry the Al-Anon/Alateen message to the professional.
5. **Institutions Coordinator:** Shall be the link between WSO, SCWS Area, the District and Intergroup Coordinators working to carry the Al-Anon/Alateen message to Al-Anons involved in institutions. Shall be the Al-Anon Chair of the AA H&I Conference with Al-Anon participation. Provides information, flyers and registration forms at Committee and Assembly Meetings.
6. **Literature Coordinator:** Shall be the link relaying information to and from our Area regarding Conference Approved Literature (CAL).
7. **Website Coordinator:** Shall coordinate the SCWS website to help facilitate communication within the various levels of service.
8. **Records Coordinator:** Shall keep a record of the registered Al-Anon/Alateen Family Groups indicating their names and addresses for notification of meetings.
9. **Newsletter Editor:** Shall publish the Bulletin and see that it is issued on a timely basis as authorized by the SCWS Assembly.
10. **Public Information (PI) Coordinator:** Shall be the link between the WSO, SCWS Area, the District and Intergroup Coordinators working to carry the Al-Anon/Alateen message to the public.
11. **Intergroup Liaisons: {AIS}** Shall be the link between the SCWS Area and individual Intergroups {AIS} within our Area's Boundary selected by individual Intergroup {AIS} autonomy.
12. **Convention Liaisons:** Shall be the link between the SCWS Area and AFG Convention, SCAC Convention and Southern California AA Convention with Al-Anon participation only. Selected by individual convention autonomy.

ARTICLE X

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The members, except as provided in these Bylaws, may by resolution or group consciences authorize any Officer or agent of SCWS Assembly to enter into any contract or execute and deliver any instrument in the name of and on behalf of SCWS, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind SCWS Assembly by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution or by group conscience of members, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other signs of indebtedness of SCWS Assembly shall be signed by the Treasurer or one other Officer.

Section 3. Deposits

All funds of SCWS shall be deposited from time to time to the credit of SCWS in such banks, trust companies, or other depositories as the Officers may select. SCWS shall not act as a trustee of any trust, nor shall funds be used specifically for investment purposes with exception of savings and CD accounts.

Section 4. Gifts

Officers may accept on behalf of SCWS any contribution, gift, bequest, or device for the charitable or public purposes of SCWS Assembly. Contributions are accepted only from Al-Anon Family Groups and Alateen Groups, from recognized Al-Anon and Alateen activities, and from individual Al-Anon/Alateen members, or in a bequest from the family of an individual Al-Anon or Alateen member, shall be in accordance with the recommendation of AFG, Inc.

ARTICLE XI

SCWS ASSEMBLY RECORDS AND REPORTS

Section 1. Maintenance of SCWS Records

SCWS shall keep:

- A.** Minutes of all meetings of Officers and/or members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of Assembly Committee members present and the proceedings thereof.
- B.** Adequate and correct books and records of account, including accounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains and losses.
- C.** A record of the registered Al-Anon/Alateen Family Groups indicating their names and addresses.
- D.** A copy of SCWS's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of SCWS at all reasonable times during office hours.

Section 2. Annual Report

The Officers shall cause an annual report to be published not later than one hundred and twenty (120) days after the close of the fiscal year. The annual report will be made available to the Officers, members of the SCWS Assembly, and to each registered Al-Anon/Alateen Family Group or to those groups which made a monetary contribution in the immediately preceding year, where practical. This report shall contain the following information in appropriate detail:

- A.** Assets and liabilities of SCWS as of the end of the fiscal year.
- B.** The principal changes in assets and liabilities during the fiscal year.
- C.** The revenue or receipts of SCWS for the fiscal year.
- D.** The expenses of disbursements of SCWS during the fiscal year.

Section 3. Accounting Review Procedure

A. Treasurer

1. Make "Group Contribution" deposits at least twice per month including all checks received by month end.
2. Prepare and print checking account "Bank Reconciliation" monthly.
3. Print "Cash Balance Report" monthly.
4. Print "Checking Account Register" monthly.
5. Mail copies of monthly "Checking Account Register", "Cash Balance Report" bank statement(s) and checking account "Bank Reconciliation" to SCWS Chairperson.
6. Prepare a receipt, in duplicate, for "7th Tradition" and "Special Meeting" contributions, and have a second Board Member verify the count and co-sign the receipt. Give one copy of the signed receipt to the Chairperson

B. Chairperson

1. Obtain a receipt signed by two Board Members for "7th Tradition" and "Special Meeting" contributions.
2. Review monthly reports as follows:
 - a) "Group Contributions" deposits are made at least twice monthly.
 - b) Identify "7th Tradition" and "Special Meeting" deposits.
 - c) Review "changes" in bank account balances for reasonableness.
 - d) Review propriety of "payees" in the "Checking Account Register."
3. Insure the Annual Audit Report appears in the "Bulletin."

C. Annual Audit by Committee

1. Audit Committee to consist of two past Area Members.
2. Treasurer to provide annual records to the Audit Committee on or before January 31st.
3. Audit Committee to complete their review for the February Committee Meeting and file a report with the Minutes Secretary with a copy to the Treasurer. Report to be printed in the "Bulletin" in conjunction with the Treasurer's report for that meeting.
4. Responsible for assuring that the Treasurer and Chairperson are following monthly procedures.

ARTICLE XII

AMENDMENT OF BYLAWS

These Bylaws and Articles of Incorporation may be amended at any time by a two-thirds vote of the SCWS members present at any regular or special meeting, provided a copy of the proposed amendment has been submitted to each registered group representative at least forty five (45) days before the meeting at which a vote is scheduled on the amendment.

ARTICLE XIII

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, officer, employee, or other person connected with SCWS, or any private individual, shall receive at any time, any of the net earnings or pecuniary profit from the operations of SCWS, provided however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for SCWS in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Members; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of SCWS's assets on dissolution of SCWS. All members shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of SCWS, whether voluntary or involuntarily, the assets of SCWS, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation and not otherwise.

Revised: May 1995, May 2002, November 2005, November 2008