

**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 Al-Anon Family Groups, 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
59 West California Blvd.
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, 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
59 West California Blvd., Pasadena CA 91105 dated: November 2017

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 SCWS serves the counties of: Imperial, Kern, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara and Ventura.

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 Al-Anon Family Groups, Inc. (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 procedural manuals, guidelines, memoranda and literature 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 (AIS/Intergroup), and Al-Anon Family Group Headquarters, Inc. SCWS serves all Al-Anon/Alateen Family Groups, AISs 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 elected and registered as a Group Representative (GR), as designated in Article III, Section 4, of any Al-Anon/Alateen Family Group registered with the Group Records Coordinator 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 (DRs), Past Delegates of SCWS, Al-Anon Information Service Liaisons, AIS and Convention Chairs from Southern California Al-Anon Family Groups (AFG) Convention, Southern California AA Convention with Al-Anon Participation (SCAAC) and Southern California Alateen Conference (SCAC) only.

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 members shall have the same rights, privileges, restrictions and conditions. All members have voice; however, only registered Group Representatives or their alternate, shall 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.

Section 4. Duties of the Group Representative or Alternate

The Group Representative duties include:

- A. Shall attend Assembly, District and other meetings as detailed in the *Al-Anon/Alateen Service Manual* and be 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 current *Al-Anon/Alateen Service Manual* and 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 5. Eligibility of Members

- A. A Group Representative (GR) is a person representing a registered Al-Anon Family Group or Alateen Group, and is not a member of Alcoholics Anonymous.
- 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 6. 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 7. 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 8. Non-liability of Members

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

Section 9. 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.

ARTICLE 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/Chairperson, Secretary and Treasurer. 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 has been given if it is announced at a regular meeting of SCWS, or any manner of communication deemed effective in contacting groups 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

The notice of any regular or 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.

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. Eligibility requires that all GRs and/or their alternate are registered with the SCWS Area Records Coordinator the first Saturday of the month in which the Assembly occurs or at least 14 days in advance.

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 would preside. The 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 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

MEETINGS OF THE AREA WORLD SERVICE COMMITTEE (AWSC)

Section 1. Definition of Members

- A. Members of the Southern California Area World Service Committee AWSC are the SCWS Officers, SCWS Coordinators, District Representatives, Past Delegates of SCWS, AIS Liaisons, Convention Chairmen for Southern California AA Convention with Al-Anon participation (SCAAC), Southern California AFG Convention, Southern California Alateen Conference (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 AIS Liaison: shall be up to three (3) years. The method of selection of the Liaison is up to the group conscience of the particular AIS.
 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 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. Shall serve without pay but with reimbursement for approved expenses.
 2. Shall attend two Assembly and two AWSC meetings annually plus any additional meetings called by the Chairperson. Officers and Coordinators shall attend a minimum of four Board meetings annually.
 3. Shall prepare written reports for each Bulletin issued.
 4. Board members (Officers and Coordinators) must be residents of Southern California (counties referenced in Article 1, Section 4). Any Board Member who moves his/her residence out of Southern California during his/her term will resign his/her position.
 5. 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 one member 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 any of the following conditions:
 - i. Failure to attend two meetings as listed in the service position description, without advance notice or reasons according to the group conscience of SCWS and/or
 - ii. Failure to carry out the responsibilities, as listed in the service position description.
 - iii. Inappropriate conduct.
 - e. In the event of removal or resignation of an Officer or Coordinator, all materials belonging to SCWS must be returned within 30 days. This would

include, but not be limited to, files, equipment, software and any other digital, physical or intellectual property.

Section 2. Functions of the AWSC

To develop agenda items for the Assembly meetings.

Section 3. Meetings

Meetings are called and chaired by the SCWS Chairperson.

Section 4. Duties of AWSC Members

A. Duties of the Delegate

The Delegate: Shall perform all duties incident to the office of Delegate as described in the current *Al-Anon/Alateen 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 current *Al-Anon/Alateen 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 current *Al-Anon/Alateen 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 current *Al-Anon/Alateen 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 Secretary

Secretary: Shall perform all duties incident to the office of Secretary as described in the current *Al-Anon/Alateen 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 Secretary shall record minutes of each Assembly, AWSC, Board, and specially called meetings; submit them for publication in each successive issue of the Bulletin, keep an archived 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 the SCWS Assembly, encouraging the exchange of information.
2. Performing all duties incident to the office of District Representative as described in the current *Al-Anon/Alateen 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.

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:

- A. To change the name of the corporation to Southern California World Service of AFG, Inc.
- B. Appoint as officers of the corporation such persons as are currently officers of Southern California World Service Assembly
- C. Change the registered agent for service of process
- D. Adopt these bylaws
- E. Resolve that the corporation be governed by the current non-profit corporation law,
- F. File amended and restated articles of incorporation, and
- G. Appoint as new directors of the corporation those persons duly appointed by the interim board as officers, and
- H. 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 if registered by the first Saturday of the month in which the Assembly occurs or at least 14 days in advance. This vote shall be cast in person by the registered Group Representative, or, in his/her absence, the registered Alternate Group Representative.

Section 2. Area World Service Committee Meetings (AWSC)

Each member of this committee is entitled to a voice at committee meetings. The committee consists of Elected Officers, the Immediate Past Delegate, Coordinators, AIS and Convention Chairmen, District Representatives, or their Alternate. Also, all Past Delegates of SCWS have voice.

Article VIII

ELECTIONS

Section 1. Number of Officers/Directors

The Officers/Directors of SCWS Assembly shall be the Chairperson, Delegate, Alternate Delegate, Treasurer, and 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

Voting members of the SCWS Area Assembly are the elected and registered Group Representative (GR). Or the registered 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 beyond the group level as defined in the Al-Anon /Alateen Service Manual. No member of AA may serve as GR or DR to the SCWS Assembly Area. Regular elections are held every three (3) years beginning with the November Assembly in 1993.

Each voting member shall cast only one vote, with voting done by electronic means or if not available by written ballot. In the event that there is only one candidate for a position, there will be a yes or no vote.

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 current election procedures approved by the Area Assembly.

Those who are or have been District Representatives are asked to express their willingness to serve by submitting a resume in accordance with the current Area Election Procedures. Beginning with the position of Delegate, the first to receive 2/3 of the total 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 available Assembly to elect someone to complete the remainder of the term. See the *Al-Anon/Alateen Service Manual* and our Area Election Procedures 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 Coordinators:

1. Shall be appointed to a concurrent three (3) year term of service by the newly elected Officers together with the present and Immediate Past Delegate.
2. Shall serve without pay but with reimbursement for authorized expenses.
3. Shall attend two Assembly and two AWSC 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 Districts and the AIS's Alateen Coordinators. Responsible for assuring that SCWS Alateen Meetings, events and conventions are in compliance with the SCWS Area and WSO requirements. Coordinator must be a certified AMIAS.
2. **Area Alateen Process Person (AAPP):** Shall be the link between the WSO, SCWS Area and Districts regarding AMIAS certification and registration of Alateen meetings. Responsible for maintaining an accurate record of all Alateen meetings and certified AMIASs in the SCWS Area. Submits SCWS approval of AMIASs application to WSO. Complies with WSO's procedure for annual recertification. Coordinator must be a certified AMIAS.

3. **Alateen Member Coordinator:** Shall be an Alateen member and assist the Alateen Sponsor Coordinator.
4. **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.
5. **Cooperating with the Professional Community (CPC) Coordinator:** Shall be the link between WSO, SCWS, the District and AIS Coordinators working to carry the Al-Anon/Alateen message to the professional.
6. **Institutions Coordinator:** Shall be the link between WSO, SCWS the District and AIS Coordinators working to carry the Al-Anon/Alateen message to institutions. Shall be the Al-Anon Chair of the AA H&I Conference with Al-Anon participation. Provides information, flyers and registration forms at AWSC and Assembly meetings.
7. **Literature Coordinator:** Shall be the link between WSO and SCWS relaying information to and from our Area regarding Conference Approved Literature (CAL).
8. **Website Coordinator:** Shall maintain the SCWS website to help facilitate communication within the various levels of service to the Al-Anon membership of SCWS.
9. **Group Records Coordinator:** Shall keep a record of the registered Al-Anon Family Groups indicating their names, addresses or any manner of communicating deemed effective for notification of meetings. Provides a listing at each Assembly of those voting members registered in advance to attend. Takes roll call at Assemblies and AWSC Meetings.
10. **Newsletter Editor:** Shall publish the Bulletin and see that it is issued on a timely basis including a version with personal contact information redacted for the SCWS website as authorized by the SCWS Assembly.
11. **Public Information (PI) Coordinator:** Shall be the link between the WSO, SCWS, the District and AIS Coordinators-working to carry the Al-Anon/Alateen message to the public.
12. **Al-Anon Information Service Liaisons (AIS):** Shall be the link between the SCWS and their individual AISs within our Area.
13. **Hospitality Coordinator:** Shall coordinate with the Districts hosting hospitality at all SCWS events, Assemblies and AWSC Meetings.
14. **Convention Liaisons:** Shall be the link between SCWS, AFG Convention, Southern California Alateen Conference (SCAC) and Southern California AA Convention with Al-Anon participation (SCAAC) only and shall be selected by each individual convention's 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 in a timely manner 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

SCWS may accept any contribution, gift, bequest, or device for the charitable or public purposes of SCWS. 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 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 contact 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. Forward copies of monthly “Checking Account Register,” “Cash Balance Report,” bank statement(s) and checking account “Bank Reconciliation” to SCWS Officers.
6. Prepare a receipt, in duplicate, for the “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 or presiding Officer.

B. Officers

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 Area members who are not currently on the SCWS Board.
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 AWSC Meeting and file a report with the Secretary with a copy to the Treasurer. Report to be included in the “Bulletin” in conjunction with the Treasurer’s report for that meeting.
4. Responsible for assuring that the Treasurer, Chairperson and all Officers are following monthly appropriate accounting 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, November 2017