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**BYLAWS OF
MID-SOUTHERN CALIFORNIA
AREA ASSEMBLY OF ALCOHOLICS ANONYMOUS
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1
NAME**

- 1.1 The name of this Corporation shall be MID-SOUTHERN CALIFORNIA AREA ASSEMBLY OF ALCOHOLICS ANONYMOUS, a California nonprofit, public benefit corporation.

**ARTICLE 2
OFFICES**

- 2.1 Principal Office. The principal office of this Corporation for the transaction of its business shall be address of the currently serving Secretary of the Corporation. The Secretary shall note on these Bylaws opposite this Section that street address.
- 2.2 Change of Address. The Board of Directors may change the location of the principal office. Any such change of location of the principal office of the Corporation must be noted by the Secretary on these Bylaws opposite this Section. Alternatively, this Section may be amended to state the new location of the principal office of the Corporation, in accordance with the procedures for amendment of the Corporation's Bylaws as set forth in Section 12.1 of these Bylaws.
- 2.3 Subsidiaries and Other Offices. The Corporation shall have no subsidiaries. No branch or subordinate offices for the conduct of the affairs of the Corporation may be established or maintained.

**ARTICLE 3
PURPOSES AND LIMITATIONS**

- 3.1 Purposes. This Corporation is a nonprofit public benefit corporation and is organized under the Nonprofit Public Benefit Corporation Law of the State of California for public and charitable purposes, and not for the private gain of any person. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law. In the context of these general purposes, the Corporation shall conduct charitable and educational activities with the public at large regarding alcoholism.
- 3.2 Limitations.

- (a) Political Activities. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any specific candidate for public office.
- (b) Furtherance of Purpose. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law, or by a corporation who receives contributions that are deductible under the provisions of Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law.
- (c) Property. The property, assets and net income of the Corporation are irrevocably dedicated to the purposes set forth in the Articles of Incorporation and in Section 3.1 of these Bylaws. No part of the property, assets or net income of the Corporation shall ever inure to the benefit of any of the Corporation's Directors, Officers, members, agents, or to the benefit of any private individual.
- (d) Dissolution. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, all remaining assets of this corporation shall be distributed in accordance with Section 14.2 of these Bylaws.

ARTICLE 4

MEMBERSHIP

4.1 Qualifications and Rights of Members.

- (a) Classes of Members. The Corporation shall have no fewer than ten (10) classes of Members. Membership classes shall include the following designations:
 - (i) The presently elected and serving Officers of the Corporation, including:
 - (1) Delegate
 - (2) Alternate Delegate
 - (3) Chair
 - (4) Secretary
 - (5) Treasurer
 - (6) Registrar

- (ii) Currently serving General Service Representatives (“GSRs”) within the Mid-Southern California Area 9 of Alcoholics Anonymous
- (iii) Currently serving District Committee Member Chairs (“DCMCs”) within each of the of the Districts within the Mid-Southern California Area 9 of Alcoholics Anonymous
- (iv) Currently serving District Committee Members (“DCMs”) within each of the Districts within the Mid-Southern California Area 9 of Alcoholics Anonymous
- (v) Currently serving Alternate DCMCs within each of the Districts within the Mid-Southern California Area 9 of Alcoholics Anonymous
- (vi) Currently serving Alternate DCMs within each of the of the Districts within the Mid-Southern California Area 9 of Alcoholics Anonymous
- (vii) Currently serving District Officers within each of the Districts within the Mid-Southern California Area 9 of Alcoholics Anonymous
- (viii) Chairs and Co-Chairs of Assembly Standing Committees of the Mid-Southern California Area 9 of Alcoholics Anonymous, including:
 - (1) Archives
 - (2) Cooperation with Elder Community (C.E.C.)
 - (3) Cooperation with the Professional Community (C.P.C.)
 - (4) D.C.M. Schools
 - (5) AA Grapevine/La Viña
 - (6) Literature
 - (7) Registration
 - (8) Treatment Facilities
 - (9) Communications
 - (10) Convention Liaison
 - (11) Corrections
 - (12) Finance
 - (13) G.S.R. Schools
 - (14) Public Information (P.I.)
 - (15) Special Needs
- (ix) Chairs and/or Directors currently serving or in office within the past twelve (12) months of those Coordinate Committees which are part of the Mid-Southern California Area 9 of Alcoholic’s Anonymous Area structure, which Coordinate Committees are completely autonomous, including:
 - (1) Intergroups/Central Office Committees

- (2) Young People in A.A. Committees
 - (3) Hospitals & Institutions
- (x) All past Delegates of the Corporation
- (b) Qualifications of Members. All membership classes shall consist of persons dedicated to the purposes of this Corporation, who meet such other qualifications for membership as determined by the then effective preestablished Guidelines for Structure and Procedure of the Corporation, and/or those then effective preestablished guidelines of the District Committees within the Mid-Southern California Area 9 of Alcoholics Anonymous. Only natural persons shall be eligible for membership in any class of members. A person may be a member in more than one class of membership.
- (c) Voting Rights of Members.
 - (i) All members of the Corporation are entitled to vote, as set forth in these Bylaws, on: (1) the election of Directors of the Corporation; (2) the election of Officers of the Corporation; (3) the election of Standing Committee Chairs and Cochairs; (4) the removal of any Director, Officer or member; (5) disposition, including sale, lease, exchange or transfer, of all or substantially all of the assets of the Corporation; (6) the merger of the Corporation, the principal terms of such merger, and any amendment to the terms of such merger; (7) amendment of the Articles of Incorporation; (8) adoption, amendment or repeal of the Corporation's Bylaws; (9) adoption, amendment or repeal of the Mid-Southern California Area Guidelines for Structure and Procedure; (10) any election to dissolve the Corporation; (11) any revocation of an election to dissolve the corporation; (12) all long term policy decisions effecting the Mid-Southern California Area 9 Assembly; (13) approval of the annual budget of the Corporation; (14) approval of all contracts between the Corporation and any third party under which the Corporation's obligations are reasonably expected to exceed \$500.00; and (15) the creation of additional classes of voting members of the Corporation. In addition, all voting members of the Corporation shall have all of the rights afforded to members under the California Nonprofit Corporation laws.
 - (ii) Though voting members may hold a membership in more than one class, each member is entitled to only one vote.
- (d) Non-voting Members. The Corporation may refer to alternate GSR's, or other persons associated with it as "members", even though those persons are not voting members as set forth in Section 4.1(a) of these Bylaws. No such reference shall constitute anyone as a member within the meaning of Corporations Code §5056 unless that person shall have qualified for voting membership under

Section 4.1(a) of these Bylaws. Alternate GSR's would so qualify only should their principal GSR become unable to fulfill his or her obligations as a GSR. References in these Bylaws to "members" shall mean members as defined in Corporations Code §5056; i.e., which are the members of the classes set forth in Section 4.1(a) of these Bylaws.

- 4.2 Dues, Fees and Assessments. No member is required to pay any dues, fees or assessments to the Corporation.
- 4.3 Members in Good Standing. Members who have attended, in their respective capacities, at least one Assembly or Area Service Committee meeting within the 12 month period prior to the most recently established Record Date, pursuant to Section 4.8 of these Bylaws, shall be members in good standing. Only members in good standing shall have the right to vote as provided in Section 4.7(h) of these Bylaws. For the purposes of determining (a) the total voting power of the Corporation at any meeting, and (b) those members entitled to notice of any meeting: only those voting members in good standing as of the relevant Record Date for notice shall be entitled to receive notice of such meeting, and only members in good standing as of the relevant Record Date for any meeting shall be entitled to vote at such meeting.
- 4.4 Termination of Membership. A membership shall terminate on the occurrence of any of the following events:
- (a) Resignation or death of the member;
 - (b) Expiration of the term of membership;
 - (c) Removal of the member pursuant to Section 4.5 of these Bylaws;
 - (d) Conviction of a felony by any court through a final order or judgment;
 - (e) Declaration by a final order or judgment of any court that the member is of unsound mind, and/or the imposition by final order of any court of a conservatorship over the member;
 - (f) Failure to maintain continuous sobriety during the entirety of the term of membership;
 - (g) Dissolution of the Corporation.
- 4.5 Removal of Members. Any member may have his or her membership removed based on a good faith determination, expressed through a vote of the members of the Corporation in accordance with the provisions of Section 4.7(h) of these Bylaws, that the member has failed in a material way and to a serious degree to observe the Corporation's guidelines, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.
- 4.6 Transfer of Membership. A membership, or any right or privilege arising from membership, may not be transferred by a member by any means. Any attempt to transfer any membership, or any right or privilege arising from membership, shall

be null and void.

4.7 Meetings of Members.

- (a) Place for Meetings. Meetings of members may be held at any place within the Mid-Southern California Area 9 of Alcoholics Anonymous that is designated by the Board of Directors.
- (b) General Meetings. There shall be no fewer than three (3) meetings of members per year, which meetings shall be known and referred to as Assembly Meetings. Assembly Meetings shall be held at a time and place determined by the Board of Directors. All proper business may be transacted at an Assembly Meeting, including business requiring a vote of members as set forth in Section 4.7(h) of these Bylaws, subject to the notice requirements of Section 4.7(e) of these Bylaws.
- (c) Election Meeting. An election meeting of members shall be held in October of each odd-numbered year. The date, time and location of the election meeting shall be designated by the Board of Directors. At the election meeting, Directors and Officers of the Corporation shall be elected in accordance with the provisions of these Bylaws. Any other proper business may also be transacted at an election meeting, including business requiring a vote of members as set forth in Section 4.7(h) of these Bylaws, subject to the notice requirements of Section 4.7(e) of these Bylaws.
- (d) Special Meetings. A special meeting of members may be called for any lawful purpose by a majority vote of a quorum of the Board of Directors, by the Chair of the Board of Directors, or by five percent (5%) or more of the voting members of the Corporation in good standing. A special meeting called by any person(s) entitled to call a special meeting (other than the Board of Directors) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair of the Board of Directors, or the Secretary of the Corporation. The Director or Officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 4.7(e) of these Bylaws. The notice shall state that a meeting will be held at a special time, date and place fixed by the Board of Directors. The meeting date so fixed by the Board of Directors shall be at least thirty five (35) days, and not more than ninety (90) days, after the date on which the Director or Officer received the request for the special meeting. If the notice is not given within (20) days after the date on which the Director or Officer received the request for the special meeting, then the person or persons who submitted the request for the special meeting may give the notice of the meeting. The Board of Directors and the Officers of the Corporation shall fully cooperate with any such person or persons in providing all information necessary, including a list of all members in good standing as of the Record Date applicable to the special meeting

pursuant to the provisions of Section 4.8 of these Bylaws, and in complying with all requirements for notice for a meeting of members as set forth in these Bylaws.

- (i) No business other than the business the general nature of which was set forth in the notice of the special meeting may be transacted at a special meeting.
- (ii) Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

(e) Notice Requirements for Members' Meetings.

- (i) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 4.7(e)(iii) of these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date and hour of the meeting. For an Assembly and an Election Meeting, the notice shall state the matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors, Officers, committee chairs or any other position is to be elected shall include the names of all persons who are candidates as of the date that the notice is given, except in those cases where the entirety of the qualified members in good standing of the Corporation will stand as candidates for the positions of Director and Officer at an Election Meeting as set out in Section 4.9(b) of these Bylaws.
- (ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote at the meeting, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - (a) Removal of a member;
 - (b) Removal of a Director;
 - (c) Removal of an Officer;
 - (d) Filling vacancies on the Board of Directors;
 - (e) Filling vacancies of any committee chair;
 - (f) Amending the Articles of Incorporation;
 - (g) Amending the Bylaws;
 - (h) Amending the Mid Southern-California Area Guidelines for Structure and Procedure; or

- (i) Electing to wind up and dissolve the Corporation.

If such notice, or written waiver of notice of meeting did not state the general nature of the above proposal(s), then action may only be taken on such proposal(s) upon the unanimous approval of all members present at the meeting who are entitled to vote.

- (iii) Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by first class mail or by certified mail, by electronic mail, or by any other means of written communication, charges prepaid by the Corporation, and shall be addressed to each member entitled to vote as of the Record Date established pursuant to Section 4.8 of these Bylaws, at the address of that member as it appears on the books of the Corporation, or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books, and no address has been so given by the member, notice shall be deemed to have been given if either (a) notice is sent to that member by first class mail or facsimile or other written communication to the Corporation's principal office; or (b) written notice is delivered to the District Office locations within Mid-Southern California Area 9 of Alcoholics Anonymous. The failure of any member to maintain his or her current address, either street address, facsimile telephone number, or electronic mail address, with the Corporation shall be deemed a waiver by such member of any right to receive personal delivery of any notice required to be delivered to such member.
 - (a) Notice Given By Electronic Transmission. Notice given by electronic transmission by the Corporation shall be valid only if:
 - (1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; (ii) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;
 - (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
 - (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into a clearly legible tangible form, such as a printed facsimile transmission receipt or a

conformed electronic mail receipt, along with a printed copy of the actual notice sent via electronic mail.

- (b) Invalid Electronic Notice. Notwithstanding the foregoing,
 - (1) An electronic transmission by this Corporation to a member is not authorized unless, in addition to satisfying the requirements of the Section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 USC §7001(c)(1)).
 - (2) Notice shall not be given by electronic transmission by the Corporation after either of the following: (i) the Corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the Secretary, the Registrar, or any other person responsible for the giving of the notice.
- (iv) Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by any other means, including posting of notice at District Office facilities, may be executed by the Secretary or Registrar of the Corporation, and, if so executed, shall be filed and maintained in the minute book of the Corporation.

(f) Quorum.

- (i) Ten percent (10%) of the Corporation's members eligible to vote as of the relevant Record Date (as set forth in Section 4.8 of these Bylaws), shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any Assembly or Election meeting is less than one third (1/3) of the total voting power of the membership as of the relevant Record Date, the members may vote only on matters as to which notice of their general nature was given under Section 4.7(e) of these Bylaws.
- (ii) Loss of Quorum. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the eligible voting members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members initially present at the meeting have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of

the members required to constitute a quorum.

- (g) Adjournment and Notice of Adjourned Meetings. A quorum of eligible voting members, as defined in Section 4.7(f) of these Bylaws, is not required to take a valid vote to adjourn any meeting of the members. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of eligible voting members present at the meeting. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment took place. If after adjournment a new Record Date is fixed for notice or voting under the provisions of Section 4.8 of these Bylaws, a notice of the adjourned meeting shall be given to each member who, on the new Record Date fixed for notice of the new time for holding of the adjourned meeting, is entitled to vote at such meeting. At the re-holding of the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting previously adjourned.
- (h) Voting.
- (i) Eligibility to Vote. Subject to the California Nonprofit Public Benefit Corporation Law, members who are in good standing on the relevant Record Date, as determined under Section 4.8 of these Bylaws, shall be entitled to vote at any meeting of members.
- (ii) Manner of Casting Votes. Voting by eligible voting members present at any meeting of members may be by voice or by ballot except as to the following matters:
- (1) The election of the Corporation's Directors and Officers shall be by written ballot in the manner specified in these Bylaws;
 - (2) Where a demand for vote by written ballot is made, before the voting begins, by any five (5) eligible voting member present at a meeting, such vote shall be conducted by written ballot.
- (iii) Number of Votes. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members, even where such member may hold a position in more than one voting class of members. Cumulative voting shall not be permitted.
- (iv) Approval Required In Voting. If a quorum is present, the affirmative vote of a majority of the voting members present at the meeting, and entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law and as to the following matters:

- (1) Matters Determined by Substantial Unanimity. Long term policy decisions effecting the Corporation, entering into contractual obligations on behalf of the Corporation where the Corporation's obligation is reasonably expected to exceed \$500.00, and approval of the annual budget of the Corporation shall require approval of two-thirds of the members present at the meeting at which the vote is taken, provided that there is a quorum present at the meeting. The members may, at any meeting at which a quorum is present, determine by majority vote of the members present at the meeting that any other matter presented for vote of the members, that normally would require only a majority vote for approval, be determined by Substantial Unanimity.

- (2) Third Legacy Procedure. Directors and Officers of the Corporation shall be elected utilizing the Third Legacy Procedure of Alcoholics Anonymous. Each person nominated for a specific Officer position provided for in Section 7.1 of these Bylaws is also nominated to simultaneously serve as a Director. As to each position to be filled, the first candidate to receive, by written ballot, two-thirds of the votes of the members present at the meeting shall be elected. The voting procedure is conducted as follows:
 - (i) If a candidate receives such a two-thirds vote on the first written balloting, that candidate is elected. If no candidate receives such two-thirds vote on the first written balloting, a second written balloting is conducted as to all candidates;
 - (ii) If a candidate receives such a two-thirds vote on the second written balloting, that candidate is elected. If no candidate receives such two-thirds vote on the second written balloting, a third written balloting is conducted;
 - (iii) The third written balloting shall contain only the names of the two candidates who received the most votes on the second balloting. If there is a second place tie, the tied candidates shall remain on the third written ballot. Candidates with less than one-fifth (1/5) of the total votes cast are withdrawn. If a candidate on the third written ballot receives the required two-thirds vote, that candidate is elected. If no candidate receives such two-thirds vote on the third written balloting, a fourth written balloting is conducted;

- (iv) The fourth written balloting shall contain only the names of the two candidates who received the most votes on the third balloting. If there is a second place tie, the tied candidates shall remain on the fourth written ballot. Candidates with less than one-third (1/3) of the total votes cast are withdrawn. If a candidate on the fourth written ballot receives the required two-thirds vote, that candidate is elected. If no candidate receives such two-thirds vote on the fourth written balloting, the Chair will request a motion, and second, to proceed with a fifth written balloting. If, by majority vote of the members present at the meeting, the motion for a fifth ballot fails, the election will “go to the Hat”. If, by majority vote of the members present at the meeting, the motion for a fifth ballot passes, a fifth written balloting is conducted;
 - (v) If there is a fifth written balloting, it shall contain only the names of the two candidates who received the most votes on the fourth balloting. If there is a second place tie, the tied candidates shall remain on the fifth written ballot. If there were more than two candidates on the fourth ballot, the candidate with the smallest total votes received is withdrawn. If a candidate on the fifth written ballot receives the required two-thirds vote, that candidate is elected. If no candidate receives such two-thirds vote on the fifth written balloting, the election will “go to the Hat”;
 - (vi) Going to the Hat. The top two candidates at the time of the determination to “go to the Hat” shall remain eligible for election. In cases of first place ties, all those tied remain eligible. In case of no first place ties, the top candidates and tied second place candidates remain eligible. The names of the eligible candidates are placed in to a “hat”, and the first name drawn from the “hat” by the Chair is elected.
- (i) Waiver of Notice or Consent By Attendance. An eligible voting member’s attendance at a meeting shall constitute a waiver of notice of and presence at the meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.8 Record Date For Notice And Actions.

- (a) Record Date Determined By Board. The Board of Directors may fix a record date in advance for the purpose of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights in any lawful action. The applicable Record Dates so fixed by the Board of Directors shall be:
- (i) for determining the members entitled to receive notice of a meeting of voting members, the Record Date set shall be no more than 90 days and no less than 10 days before the date of the meeting;
 - (ii) for determining the members entitled to vote at a meeting of voting members, the Record Date set shall be no more than 60 days before the date of the meeting, but can be set as of the date of the meeting itself. This Record Date is in addition to, and different from, the Record Date determined for sending notice of a meeting under Section 4.8(a)(i) of these Bylaws above;
 - (iii) for determining the members entitled to exercise any rights with respect to any other lawful action that may be taken by the voting members, the Record Date shall be no more than 60 days before the date that the action is to be taken.
- (b) Record Date Not Set By the Board. If not otherwise fixed by the Board of Directors, the applicable Record Date shall be:
- (i) for determining members entitled to receive notice of a meeting of members, the business day that precedes the day on which the notice is given or, if notice is waived, the business day preceding the day on which the meeting is held;
 - (ii) for determining members entitled to vote at the meeting, the day on which the meeting is held;
 - (iii) for determining members entitled to exercise any rights with respect to any other lawful action, the date on which the Board of Directors adopts the resolution relating to that action, or the 60th day before the date of the action, whichever is later.
- (c) Member of Record Defined. For purposes of all provisions within Section 4.8 of these Bylaws except for Section 4.8(b)(ii), a person in good standing holding a voting membership at the close of business on the applicable Record Date shall be a member of record. For purposes of Section 4.8(b)(ii), a person in good standing holding a voting membership at the commencement of the meeting shall be a member of record.

4.9 Election of Directors and Officers. The six Officers designated in Section 7.1 of these Bylaws shall also serve as Directors of the Corporation.

(a) Qualifications of Candidates. The currently serving Delegate of the Corporation, and all past Delegates are ineligible. Those persons who have previously served a full 2 year term as an Officer are not eligible to be nominated for election to the same Officer position that they previously held. Those candidates eligible for election to the position of Director and Officer are: (1) present and past D.C.M.C.s, Alternate D.C.M.C.s, D.C.M.s and District Officers provided that they have had at least one year of service in one or more of these offices, and have regularly attended Assembly Meetings and/or Area Service Committee Meetings in the twelve months prior to their nomination, as determined by the Board of Directors, if necessary; (2) the currently serving Officers of the Corporation as set out in Section 7.1 of these Bylaws, except for the Delegate, provided that they have had at least one year of service in one or more of these offices, and have regularly attended Assembly Meetings and/or Area Service Committee Meetings in the twelve months prior to their nomination, as determined by the Board of Directors, if necessary; (3) chairs and co-chairs of the Assembly Standing Committees set forth in Section 6.1 of these Bylaws, provided that they have had at least one year of service in one or more of these positions, and have regularly attended Assembly Meetings and/or Area Service Committee Meetings in the twelve months prior to their nomination, as determined by the Board of Directors, if necessary; (4) chairs and/or directors currently serving or in office within the twelve months prior to their nomination of the Coordinate Committees that are part of the structure of the Mid-Southern California Area 9 of Alcoholics Anonymous, but which are completely autonomous of the Corporation, including Intergroups, Central Service Committees, Young People in Alcoholics Anonymous and Hospitals & Institutions, provided that they have had at least one year of service in one or more of these positions, and have regularly attended Assembly Meetings and/or Area Service Committee Meetings in the twelve months prior to their nomination, as determined by the Board of Directors, if necessary.

It is suggested that each qualified candidate for election to the position of Director and Officer have at least the following amount of continuous sobriety as of the time of their nomination:

Delegate:	6 years	Alternate Delegate:	6 years
Chair:	5 years	Secretary:	5 years
Treasurer:	5 years	Registrar:	5 years

(b) Nominations of Qualified Candidates . Directors and Officers shall be elected only at the time of each Election Meeting of members, in October of odd-numbered years. Each eligible candidate shall be nominated to election as Director as well as election to one of the specific Officer positions designated in Section 7.1 of these Bylaws. All persons who meet the eligibility requirements

set

forth in Section 4.9(a) of these Bylaws are deemed nominated for election to the position of Director/Officer. At the Election Meeting, such eligible persons present at the meeting shall state whether they are willing or unwilling to accept such nomination. The names of those expressing willingness to be nominated are listed, and a written ballot is taken in accordance with the procedures set forth in Section 4.7(h)(iv)(2) of these Bylaws.

- (c) Candidate Statements. The Board of Directors shall formulate procedures that allow a reasonable opportunity for a candidate to communicate the candidates' qualifications and interest in candidacy to voting members at an Election Meeting, and a reasonable opportunity for voting members to choose among the candidates. Each candidate shall be afforded ample and equal time to so address the voting members.
- (d) Use of Corporate Funds to Support Candidate. No corporate funds may be expended to support a candidate for election as a Director or Officer.

4.10 Records.

- (a) Maintenance of Records. The Corporation shall keep the following: (1) adequate and correct books and records of account; (2) minutes of the proceedings of its members, Board of Directors and Committees of the Corporation; and (3) a record of each member's name, address and class of membership.
- (b) Members' Inspection Rights.
 - (i) Membership Records. Unless the Corporation provides a reasonable alternative as provided below, any voting member in good standing may do either or both of the following for a purpose reasonably related to the voting member's interest as a voting member:
 - (1) Inspect and copy the records containing the members' names, addresses and voting rights during usual business hours on five days' prior written demand delivered to the Corporation, which demand must state the purpose for which the inspection rights are requested; or
 - (2) Obtain from the Secretary of the Corporation, on a written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote as of the most recent Record Date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after the demand is received or the date

specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Board of Directors reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a voting member, or if it provides a reasonable alternative under this Section that was rejected by the member, it may deny the member access to the membership list.

- (ii) Accounting Records and Minutes. On written demand to the Corporation, any voting member in good standing may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and/or committees of the Corporation at any reasonable time for a purpose reasonably related to the member's interest as a voting member. Any such inspection and copying may be made in person or by the member's agent or attorney. A reasonable charge may be made to the member for the copying of such requested records.
- (iii) Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, of the Corporation which shall be open to inspection and copying by voting members in good standing at all reasonable times during office hours. A reasonable charge may be made to the member for the copying of such requested records.

4.11 Annual Report. The Board of Directors shall cause the annual report specified in Section 10.5 of these Bylaws to be mailed or delivered to a voting member in good standing upon written request of the member.

ARTICLE 5 **DIRECTORS**

5.1 Powers.

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws

regarding actions that require approval of members, the Corporation's activities and affairs shall be managed, and Corporate powers shall be exercised, by or under the direction of the Board of Directors.

- (b) Specific Powers. Without limiting the general powers set forth in Section 5.1(a) of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to do the following:
- (i) Appoint corporate directors and officers when there is a vacancy in an existing director and officer position in the Corporation, subject to confirmation by the members; appoint ad hoc committees; prescribe powers and duties for Officers and Committees of the Corporation as are consistent with the law, the Articles of Incorporation, these Bylaws and the Mid-Southern California Area Guidelines for Structure and Procedure; and require security for faithful performance of the duties of Officers of the Corporation.
 - (ii) Change the Principal Office of the Corporation subject to the limitations specified in Article 2 of these Bylaws, and cause the Corporation to be qualified and licensed to conduct its operations within the State of California and the Counties of Los Angeles, Orange, Riverside and San Bernardino.
 - (iii) Adopt and use a corporate seal and alter the form thereof.
 - (iv) Implement decisions and resolutions concerning the Corporations' affairs and operations made by vote of the members in accordance with the provisions of these Bylaws.

5.2 Number and Election of Directors.

- (a) Authorized Number and Qualifications. The authorized number of Directors shall be not less than six (6) and not more than twenty-one (21). Directors shall at all times be voting members of the Corporation in good standing; shall meet all of the qualifications for the Officer position to which they are elected, as set forth in Section 4.9(a) of these Bylaws; and shall maintain continuous sobriety for the entire term for which he or she has been elected.
- (b) Election of Directors. Directors shall be elected at the Election Meeting of members. However, a Director appointed by the Board to fill a vacancy in a Director position may be confirmed by a vote of the members taken at any duly held meeting of members. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor is elected and qualified.

5.3 Vacancies.

- (a) Events Causing a Vacancy. A vacancy or vacancies on the Board of Directors shall occur in the event of the following: (1) the death, removal, or resignation of any Director; (2) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been convicted of a felony, been declared of unsound mind and/or been declared a conservatee by a court order, or found by a final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (3) the vote of the members for removal at any duly held meeting of members.
- (b) Resignation. Subject to the limitations set forth in this subsection, any Director may resign by giving written notice to the Chair, if any, or to the Alternate Delegate or Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board of Directors may appoint a successor, as permitted by these Bylaws, to take office as of the date when the resignation becomes effective. Except upon notice to the California Attorney General, no Director may resign if the Corporation would be left without a duly elected Director or Directors in charge of its affairs.
- (c) Removal. The qualified voting members of the Corporation may remove any Director, with or without cause, by vote of the eligible voting members taken at a duly authorized meeting of members, provided that notice of such meeting and of the removal questions have been given in accordance with Section 4.7(e) of these Bylaws. A Director shall automatically be removed from the Board, for cause, without the need of a vote of the members, for any of the following reasons:
- (i) the Director has failed to maintain, while serving his or her elected term, any of the qualification requirements established for Directors in these Bylaws; or
 - (ii) the Director has failed to attend three (3) consecutive meetings at which Director attendance is required without good cause, unless: (a) the Director requests a leave of absence for a limited time and the leave of absence is approved by the Board of Directors at a duly authorized meeting; or (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board of Directors, by resolution, waives the automatic removal procedure of this subsection. Director attendance is required at all Assembly Meetings, Election Meetings and Special Meetings of members, all Area Service Committee Meetings, and all meetings of the Board of Directors.

Any vacancy caused by the removal of a Director by vote of the members shall be filled by vote of the qualified voting members in good standing at a duly authorized meeting

conducted in accordance with these Bylaws. Any vacancy caused by the automatic removal of a Director under Subsections (i) or (ii) above shall be filled in accordance with Section 5.3(e) of these Bylaws.

- (d) Reduction in Number of Directors. No reduction in the authorized number of Directors set forth in Section 5.2(a) of these Bylaws shall have the effect of removing any Director before that Director's term of office has expired.
- (e) Filling Vacancies. Except for a vacancy created by the removal of a Director by a vote of the members, vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by: (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211; or (3) a sole remaining Director. All vacancies so filled by the Board of Directors are subject to approval by a vote of the members. The qualified voting members of the Corporation may, at any duly held meeting, elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Board of Directors.

5.4 Restriction on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be "interested persons". An interested person is: (a) any person compensated by the Corporation for services rendered to the Corporation within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; (b) any person who is engaged in a transaction in which the Corporation is a party and in which that person has a material financial interest, or who has, within the previous 12 months, engaged in a transaction in which the Corporation is a party and in which that person has a material financial interest; and (3) any spouse, parent, brother, sister, ancestor, descendent, in-law or co-habitant of such person described in subsections (a) and (b). A Director who is an "interested person" as defined herein may not participate in any vote on any proposed transaction or matter of business relating in any way to matters of compensation and transactions with the Corporation described under subsections (a) and (b). A Director who is an "interested person" may not participate in any vote on any proposed transaction with another organization or entity of which that Director is also an employee, principal, director or "interested person".

5.5 Compensation of Directors. Directors shall not receive any compensation from the Corporation for their service as Directors. However, Directors shall be entitled to be reimbursed by the Corporation for any reasonable costs and expenses incurred by such Directors in conducting the affairs of the Corporation.

- 5.6 Employment Contracts. Notwithstanding any general grant of authority to the Board of Directors in the California Nonprofit Public Benefit Corporations Law, the Articles of Incorporation or these Bylaws, the Board of Directors shall not have the authority to enter into any employment contract or contracts with any person which contract purports to create an employer/employee relationship between the Corporation and such person.
- 5.7 Term of Office of Directors. All Directors elected pursuant to these Bylaws shall hold office for a period of two (2) years and until such time as their successors are elected. Such term of office shall commence on January 1 of the even-numbered year immediately following the October Election Meeting at which said Directors were elected by the members. Any Director that is elected or appointed pursuant to these Bylaws to replace a Director that for any reason does not complete his or her term of office shall serve for the remainder of the term of office of the Director being replaced. There is no restriction on the right of a Director to resign from the Board of Directors prior to the expiration of his or her term of office, as provided in these Bylaws.
- 5.8 Meetings.
- (a) Area Service Committee Meetings. The Board of Directors shall hold no less than two (2) Area Service Committee Meetings between each Assembly Meeting for the purpose of identifying, defining and discussing problems and issues in the Area, Districts and Groups of Mid-Southern California Area 9 of Alcoholics Anonymous. At these meeting, the Board of Directors shall obtain the conscience of the participating Districts and Standing Committee Chairs, and establish an agenda for the next Assembly Meeting. In addition to the members of the Board of Directors, past Delegates, D.C.M.C.s, alternate D.C.M.C.s, D.C.M.s, alternate D.C.M.s, District Officers, Coordinate Committee Chairs and Directors, and the Chairs and Cochairs of the Standing Committees designated in Section 6.1 of these Bylaws shall participate in Area Service Committee Meetings. G.S.R.s are encouraged to attend Area Service Committee Meetings, but they may not vote on any matter presented at said meetings. Alternate D.C.M.s may vote on any matter presented at said meetings only in the absence of their principals. Coordinate Committees may designate a representative to attend said meetings, but said designated representative may vote only in the absence of the Coordinate Committee Chair or Cochair for whom he or she is acting.
- (i) Notice. Notice of the date, time and place of each Area Service Committee Meeting shall be given to each Director, past Delegates, D.C.M.C.s, alternate D.C.M.C.s, D.C.M.s, District Officers, Coordinate Committee Chairs and Directors, and the Chairs and Cochairs of the Standing Committees designated in Section 6.1 of these Bylaws by one or more of the following methods:

- (1) By personal delivery of written notice;
- (2) By first class mail, postage prepaid;
- (3) By telephone, either directly to the meeting attendee or to a person at the attendee's office or home who can reasonably be expected to communicate the notice promptly to the attendee;
- (4) By telegram, charges prepaid by the Corporation;
- (5) By facsimile transmission to a facsimile telephone number that has been provided by the attendee to the Board of Directors for such purposes; or
- (6) By electronic mail to an electronic mail address that has been provided by the attendee to the Board of Directors for such purposes.

All such notices shall be given or sent to the attendee's address and/or telephone number as shown on the Corporation's records.

- (ii) Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least four (4) calendar days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile or electronic mail shall be delivered, telephoned or transmitted at least forty-eight (48) hours before the time set for the meeting.
- (iii) Notice Contents. The notice shall state the date, time and address of the place of the meeting. The notice need not specify the purpose of the meeting.
- (iv) Waiver of Notice. Notice of an Area Service Committee Meeting need not be given to any authorized participant, including any Director, who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any participant who attends the meeting or who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- (v) Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business at an Area Service Committee Meeting, except adjournment. Every action taken or decision made by a majority of the authorized voting participants present at a duly held Area Service Committee Meeting at which a quorum is present shall

be an act of the Board of Directors, except as otherwise expressly stated in these Bylaws, and except where more stringent provisions are imposed by the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some participants from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- (vi) Adjournment. A majority of the participants present, whether or not a quorum is present, may adjourn the meeting to another date and time. Notice of the date and time of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 48 hours. If the original meeting is adjourned for more than 48 hours, notice of any adjournment to another date and time shall be given, before the time for the reconvening of the adjourned meeting, to the authorized voting participants who were not present at the time of the adjournment in the manner set forth in Section 5.8(a)(i) of these Bylaws.
 - (vii) Conduct of Meetings. Area Service Committee Meetings shall be presided over by the Chair of the Corporation, or, in his or her absence, the Alternate Delegate, or in his or her absence, by a chairperson chosen by a majority of the voting participants present at the meeting. The Secretary shall act as the secretary of all Area Service Committee Meetings, provided in his or her absence the presiding chair of the meeting shall appoint another person to act as secretary of the meeting.
- (b) Regular Meetings. Regular meetings of the Board of Directors shall be held at the discretion of the Board of Directors, at such times as the Board deems necessary and appropriate.
- (i) Authority to Call. Regular meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board of Directors, the Delegate, the Secretary of the Board of Directors, or any two Directors.
 - (ii) Notice. Notice of the date, time and place of a regular meeting shall be given to each Director by one of the following methods:
 - (1) By personal delivery of written notice;
 - (2) By first class mail, postage prepaid;
 - (3) By telephone, either directly to the Director or to a person at the Director's office or home who can reasonably be

- expected to communicate the notice promptly to the Director;
- (4) By telegram, charges prepaid;
 - (5) By facsimile transmission to a facsimile telephone number that has been provided by the Director to the Board of Directors for such purposes; or
 - (6) By electronic mail to an electronic mail address that has been provided by the Director to the Board of Directors for such purposes.

All such notices shall be given or sent to the Director's address and/or telephone number as shown on the Corporation's records.

- (iii) Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least four (4) calendar days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile or electronic mail shall be delivered, telephoned or transmitted at least forty-eight (48) hours before the time set for the meeting.
- (iv) Notice Contents. The notice shall state the date, time and place of the meeting. The notice need not specify the purpose of the meeting.
- (v) Waiver of Notice. Notice of a regular meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting or who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
- (vi) Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business at a regular meeting, except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held regular meeting at which a quorum is present shall be an act of the Board of Directors, except as otherwise expressly stated in these Bylaws, and except where more stringent provisions are imposed by the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between corporations having common directorships; and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some

Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

- (vii) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn the meeting to another date and time. Notice of the date and time of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 48 hours. If the original meeting is adjourned for more than 48 hours, notice of any adjournment to another date and time shall be given, before the time for the reconvening of the adjourned meeting, to the Directors who were not present at the time of the adjournment in the manner set forth in Section 5.8(b)(ii) of these Bylaws.
- (viii) Conduct of Meetings. Regular Meetings shall be presided over by the Chair of the Corporation, or, in his or her absence, the Alternate Delegate, or in his or her absence, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary shall act as the secretary of all Regular Meetings, provided in his or her absence the presiding chair of the meeting shall appoint another person to act as secretary of the meeting.

5.9 Telephonic Meetings. Upon the approval of a majority of the Directors then in office, a regular meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another and all such Directors so participating shall be deemed to be present in person at such meeting. Any individual Director may participate by conference telephone or similar communication equipment in any regular meeting of the Board of Directors being held at a specifically noticed location, so long as all Directors participating in such meeting can hear one another. All Directors so participating shall be deemed to be present in person at such meeting.

5.10 Action Without a Meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in California Corporations Code Section 5233 and/or any provision of Section 5.4 of these Bylaws, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors in the corporate records.

5.11 Non-Liability of Directors. The Directors shall not be personally liable for the

debts, liabilities, or other obligations of the Corporation.

- 5.12 Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.
- 5.13 Contracts With Directors. No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless: (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board of Director's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (b) results in a benefit to one or more Directors or their families simply because they are in the class of persons intended to be benefitted by the educational or charitable program of this Corporation.

ARTICLE 6

COMMITTEES

- 6.1 Standing Committees. The Corporation shall have standing committees as established by vote of the members, including:
- (a) Archives
 - (b) Cooperation with Elder Community (C.E.C.)
 - (c) Cooperation with the Professional Community (C.P.C.)

- (d) D.C.M. Schools
- (e) AA Grapevine/La Viña
- (f) Literature
- (g) Registration
- (h) Treatment Facilities
- (i) Communications
- (j) Convention Liaison
- (k) Corrections
- (l) Finance
- (m) G.S.R. Schools
- (n) Public Information (P.I.)
- (o) Special Needs

The members of the Corporation may, from time to time, establish additional or other standing committees of the Corporation. Each standing committee of the Corporation shall have a Chair and may also have a Cochair elected or approved by the members. Each committee Chair and Cochair should have a minimum suggested period of continuous sobriety of 5 years. Any person who is dedicated to the purpose of this Corporation and who desires to participate in furthering the Corporation's interests may be a member of any of the Corporation's standing committees.

All committee decisions are subject to final approval by the Directors and the members. The members may dissolve any committee, or replace any member of any committee, at any time they may deem appropriate. Any standing committee established by the members, to the extent provided in the resolution of the members authorizing such committee or the express provisions of these Bylaws, shall have only such authority as expressly granted it by the resolution of the members regarding that committee. Regardless of any such resolution no committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law and the provisions of these Bylaws requires approval of the voting members of the Corporation;
- (b) Fill vacancies on the Board of Directors or in any Chair or CoChair committee position of a committee established by the Board of Directors, by the members or by these Bylaws;
- (c) Fix compensation for any person serving on any committee established by the Board of Directors, by the members or by these Bylaws;
- (d) Amend or repeal any Bylaws or adopt new Bylaws, however a committee of the Board of Directors may, if so authorized by the Board of Directors, propose an amendment, repeal or adoption of new Bylaws for submission by the Board of Directors to the voting members of the Corporation for approval;

- (e) Amend or repeal any resolution of the Board of Directors or the members;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3); or
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between the corporation and one or more of its Directors or between the corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code Section 5233(d)(3).

Each standing committee shall establish guidelines for the committee subject to the approval of the Board of Directors and the members, and each standing committee shall fulfill its duties contained in its guidelines in a timely manner.

All actions and decisions of standing committees must be reported to the Board of Directors at Area Service Committee Meetings and to the members at Assembly Meetings. If a Chair of a standing committee misses any combination of three (3) Area Service Committee Meetings or Assembly Meetings during a two (2) year period, without making arrangements for attendance by a designate from the committee, the Chair position for that committee shall be deemed vacated, and the Board of Directors may appoint a new Chair of the committee, subject to approval by the members.

6.2 Ad Hoc Committees. The Board of Directors may, from time to time, in its discretion and by resolution of the Board of Directors, appoint ad hoc committees of the Board of Directors. The resolution appointing ad hoc committees shall provide that each ad hoc committee so created shall be chaired by a member of the Board of Directors. Each ad hoc committee shall have only those powers and authorities expressly granted it by resolution of the Board of Directors, except that no such resolution may purport to authorize any ad hoc committee to do any of the following:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law and the provisions of these Bylaws requires approval of the voting members of the Corporation;
- (b) Fill vacancies on the Board of Directors or in any Chair or CoChair committee position of a committee established by the Board of Directors,

by the members or by these Bylaws;

- (c) Fix compensation for any person serving serving on any committee established by the Board of Directors, by the members or by these Bylaws;
- (d) Amend or repeal any Bylaws or adopt new Bylaws, however a committee of the Board of Directors may, if so authorized by the Board of Directors, propose an amendment, repeal or adoption of new Bylaws for submission by the Board of Directors to the voting members of the corporation for approval;
- (e) Amend or repeal any resolution of the Board of Directors or the members;
- (f) Create any other committees of the Board of Directors or appoint the members of committees of the Board of Directors;
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code Section 5233(d)(3); or
- (h) With respect to any assets held in charitable trust, approve any contract or transaction between the corporation and one or more of its Directors or between the corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code Section 5233(d)(3).

All ad hoc committees shall report directly to the Board of Directors and all actions of ad hoc committee are subject to approval by the Board of Directors.

- 6.3 Meetings and Actions of Committees. Meetings and actions of standing committees and ad hoc committees shall be governed by, held, and taken under the provisions of these Bylaws concerning regular meetings and other Board of Director actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be set either by resolution of the Board of Directors or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee so long as the rules are consistent with these Bylaws.

ARTICLE 7

OFFICERS

- 7.1 Number of Officers. The officers of the Corporation shall be a Delegate, an

Alternate Delegate, Chair, Secretary, Treasurer and Registrar. The Corporation may have additional officers whose number and title is determined by the members. The same person may not hold more than one officer position at the same time. Each of these designated officers shall also be elected to serve as Directors of the Corporation.

7.2 Qualification, Election, and Term of Office. The qualifications for officer positions of the Corporation are as set forth in Section 4.9(a) of these Bylaws. The method of election of officers of the Corporation shall be in accordance with Section 4.9(b) and (c) and 4.7(h)(iv)(2) of these Bylaws. Officers shall be elected at the Election Meeting in October of each odd year, and Officers shall serve a two year term, commencing January 1 of the even-numbered year immediately following their election.

7.3 Vacancies.

(a) Events Causing a Vacancy. A vacancy or vacancies in an Officer position shall occur in the event of the following: (1) the death, removal, or resignation of any Officer; (2) the declaration by resolution of the Board of Directors of a vacancy in an Officer position of an Officer who has been convicted of a felony, declared of unsound mind and/or been declared a conservatee by a court order, or found by a final order or judgment of any court to have breached a duty under the California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (3) the vote of the members for removal at any duly held meeting of members.

(b) Resignation. Subject to the limitations set forth in Section 5.3(b) of these Bylaws, any Officer may resign by giving written notice to the Chair, if any, or to the Alternate Delegate or Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If an Officer's resignation is effective at a later time, the Board of Directors may appoint a successor, as permitted by these Bylaws, to take office as of the date when the resignation becomes effective.

(c) Removal. The qualified voting members of the Corporation may remove any Officer, with or without cause, by vote of the eligible voting members taken at a duly authorized meeting of members, provided that notice of such meeting and of the removal questions have been given in accordance with Section 4.7(e) of these Bylaws. An Officer shall automatically be removed from office, for cause, without the need of a vote of the members, for any of the following reasons:

- (i) the Officer has failed to maintain, while serving his or her elected term, any of the qualification requirements established for Officers in these Bylaws; or
- (ii) the Officer has failed to attend three (3) consecutive meetings at which

Officer attendance is required without good cause, unless: (a) the Officer requests a leave of absence for a limited time and the leave of absence is approved by the Board of Directors at a duly authorized meeting; or (b) the Officer suffers from an illness or disability that prevents him or her from attending meetings and the Board of Directors, by resolution, waives the automatic removal procedure of this subsection. Officer attendance is required at all Assembly Meetings, Election Meetings and Special Meetings of members, all Area Service Committee Meetings, and all meetings of the Board of Directors.

Any vacancy caused by the removal of an Officer by vote of the members shall be filled by vote of the qualified voting members in good standing at a duly authorized meeting conducted in accordance with these Bylaws. Any vacancy caused by the automatic removal of an Officer under Subsections (i) or (ii) above shall be filled in accordance with Section 7.3(e) of these Bylaws.

- (d) Reduction in Number of Officers. No reduction in the authorized number of Officers set forth in Section 7.1 of these Bylaws shall have the effect of removing any Officer before that Officer's term of office has expired.
- (e) Filling Vacancies. Except for a vacancy created by the removal of an Officer by a vote of the members, vacancies in Officer positions may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by: (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211; or (3) a sole remaining Director. All vacancies so filed by the Board of Directors are subject to approval by a vote of the members. The qualified voting members of the Corporation may, at any duly held meeting, elect an Officer or Officers at any time to fill any vacancy or vacancies not filled by the Board of Directors.

7.4 Duties of Delegate. The Delegate shall, subject to the control of the Board of Directors:

- (a) Provide the leadership necessary to build a sound service structure in the Area to facilitate communication between the groups, districts and autonomous committees within the Mid-Southern California Area 9 of Alcoholics Anonymous and the General Service Conference of Alcoholics Anonymous;
- (b) Attend the General Service Conference of Alcoholics Anonymous and provide that Conference with the Area Conscience of the Mid-Southern California Area 9 of Alcoholics Anonymous; vote on all questions

presented at the General Service Conference of Alcoholics Anonymous, acting with the interest of Alcoholic Anonymous as a whole; and report back to the Mid-Southern California Area 9 of Alcoholic Anonymous the business conducted and all results from the General Service Conference of Alcoholic Anonymous;

- (c) Maintain contact on behalf of the Corporation with the General Service Office and the General Service Board of Alcoholics Anonymous;
- (d) Serve as a member on a conference committee;
- (e) Attend all member meetings of the Corporation and all Area Service Committee meetings;
- (f) Attend other service functions with the Mid-Southern California Area 9 of Alcoholics Anonymous and visit district meetings within said Area 9 as often as possible;
- (g) Attend the Pacific Region Alcoholics Anonymous Service Assembly and, when appropriate, other regional or state service functions; and
- (h) Perform all other duties incident to that office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the members or the Board of Directors.

7.5 Duties of Alternate Delegate. The Alternate Delegate shall, subject to the control of the Board of Directors:

- (a) Assist and/or substitute for the Delegate whenever necessary and appropriate;
- (b) Exercise responsibility for all special committees and subcommittees, workshops, and special functions of the Area Service Committee;
- (c) Serve as liaison between the Area Service Committee, Intergroup/Central Service, and all other permanent committees of the Corporation, working closely with the Delegate to enhance the effectiveness of the Delegate's functioning;
- (d) Work closely with the Chair in carrying out the Chair's administrative duties, and assume the duties of the Chair in the Chair's absence; and
- (e) Perform all other duties incident to that office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to

time by the members or the Board of Directors.

- 7.6 Chair. The Chair shall, subject to the control of the Board of Directors:
- (a) Conduct all meetings of the members, of the Board of Directors and of the Area Service Committee;
 - (b) Prepare and cause to be published an agenda for all meetings of the members, of the Board of Directors and of the Area Service Committee;
 - (c) Appoint ad hoc committees with the approval of the Board of Directors, and subject to approval by the members;
 - (d) Perform all duties of an administrative officer of the Corporation; and
 - (e) Perform all other duties incident to that office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the members or the Board of Directors.
- 7.7 Duties of Secretary. The Secretary shall, subject to the control of the Board of Directors:
- (a) Certify and keep at the principal office of the corporation the original, or a copy, of the Bylaws as amended or otherwise altered to date;
 - (b) Take the minutes of all meetings of the members, of the Board of Directors and of the Area Service Committee and, after review by the Delegate and/or Chair, distribute the same along with the agenda for the next meeting of the members, of the Board of Directors and of the Area Service Committee in a timely manner. Such minutes and agenda of meetings of members and the Area Service Committee shall be distributed to D.C.M.C.s, Alternate D.C.M.C.s, D.C.M.s, Area Officers, Chairs and Cochairs of Standing and Coordinate Committees, Past Delegates, Pacific Regional Trustee, and the General Service Office of Alcoholics Anonymous. Minutes and agenda of meetings of the Board of Directors shall, after review by the Delegate and/or Chair, shall be distributed to all members of the Board of Directors of the Corporation and D.C.M.C.s;
 - (c) Supervise the correspondence of the Corporation;
 - (d) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the members, of the Directors, and minutes of all meetings of committees of the Corporation, recording therein the time and place of such meeting,

whether election, regular or special meeting, how called and noticed, and the names of those present or represented at the meeting, and the proceedings thereof;

- (e) Act to ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (f) Act as custodian of the records and of the seal of the corporation and ensure that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws;
- (g) Exhibit at all reasonable times to any voting member or Director of the Corporation, or to his or her agent or attorney, on request thereof, these Bylaws, the minutes of the proceedings of the members and/or Board of Directors of the Corporation;
- (h) Prepare and maintain an Area Service Committee roster, and ensure that the roster is distributed semi-annually to members of the Corporation and advise the General Service Office of Alcoholics Anonymous of changes in the Area Service Committee;
- (i) Maintain a current mailing list and telephone numbers of members;
- (j) Circulate and maintain District sign-up rosters to be used in determining eligibility of members to vote; and
- (k) Perform all duties incident to that office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

7.8 Duties of Treasurer. Subject to the control of the Board of Directors and subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds", as set forth in Article 9, the Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation, and deposit, or cause to be deposited, all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors or members;
- (b) Supervise all collection, banking and disbursement activities of the Corporation;
- (c) Receive, and give receipt for, monies due and payable to the Corporation

from any source whatsoever;

- (d) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors or members, taking proper vouchers for such disbursements;
- (e) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses;
- (f) Exhibit at all reasonable times to any voting member or Director of the Corporation, or his or her agent or attorney, on request therefore, the books of account and financial records of the Corporation;
- (g) Render to the Directors and members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- (h) Prepare, or cause to be prepared, an annual budget for the Corporation;
- (i) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- (j) Ensure the timely and accurate filing of all necessary tax forms for the Corporation as required by law;
- (k) Serve as a voting member of the Finance Committee; and
- (l) Perform all other duties incident to that office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

7.9 Registrar. The Registrar shall, subject to the control of the Board of Directors:

- (a) Assume responsibility for updating records of Groups within the Mid-Southern California Area 9 of Alcoholics Anonymous and printouts from the General Service Office of Alcoholics Anonymous, keeping all such records up to date as much as possible in cooperation with the Treasurer and D.C.M.C.s and D.C.M.s of each district with said Area 9;
- (b) Assist the Delegate in locating Groups when requested by the General Service Office;
- (c) Coordinate visitation schedules of the Directors of the Corporation to Intergroup and Hospitals & Institutions meetings within the Mid-Southern

California Area 9 of Alcoholics Anonymous; and

- (d) Perform all other duties incident to that office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- 7.10 Compensation. Officers of the Corporation shall not receive any compensation from the Corporation for their service as Officers. However, Officers shall be entitled to be reimbursed by the Corporation for any reasonable costs and expenses incurred by such Officers in conducting the affairs of the Corporation.
- 7.11 Bond. If required by the Board of Directors or members, the Corporation shall procure a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of any officer, including the Treasurer, and for restoration to the Corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of any officer, upon the death, resignation, retirement or removal from office of said officer.

ARTICLE 8
INDEMNIFICATION AND INSURANCE

- 8.1 Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in Corporations Code Section 5238(a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this Bylaw, shall have the same meaning as that contained in Corporations Code Section 5238(a).
- 8.2 Request For and Approval of Indemnity. On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board of Directors shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification, subject to approval by the members. If the Board of Directors cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation

of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of the voting members. At that meeting, the eligible voting members shall determine under Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the eligible voting members present at that meeting shall authorize indemnification. In all cases where the applicable standard of conduct under Corporations Code Section 5238(e) has been met, indemnification by the Corporation shall be authorized.

- 8.3 Advancement of Expenses. To the fullest extent permitted by law, and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections 8.1 and 8.2 of these Bylaws, in defending any proceeding covered by those Sections, shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.
- 8.4 Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, and other agents, to cover any liability asserted against or incurred by any Officer, Director, or agent in such capacity or arising from the Officer's, Director's, or agent's status as such.

ARTICLE 9

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

- 9.1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer of this Corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of this Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer or agent shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- 9.2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, any and all checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Secretary, or in the absence of the Secretary by the Alternate Delegate, of the Corporation.
- 9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

- 9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 10
CORPORATE RECORDS, REPORTS AND SEAL

- 10.1 Maintenance of Corporate Records. The Corporation shall keep at its principal office in the State of California:
- (a) Minutes of meetings of members, Directors and committees of the Board of Directors, indicating the time and place of holding such meetings, whether Election, regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - (b) Adequate and correct books and records of account, including amounts of its properties and business transactions and account of its assets, liabilities, receipts, disbursements, gains and losses;
 - (c) A record of its Directors, indicating the names, addresses, telephone numbers, and facsimile numbers where applicable, and the termination date of their respective directorships;
 - (d) A record of its voting members, together with their names and addresses; and
 - (e) A copy of the Corporation's Articles of Incorporation, Bylaws and Guidelines for Structure and Procedure as amended to date, which shall be open to inspection by the voting members and Directors of the Corporation at all reasonable times during office hours.
- 10.2 Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. Such seal shall be kept at the principle office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
- 10.3 Director's Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.
- 10.4 Right to Copy and Make Extracts. Any inspection made pursuant to the provisions of this Article may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

- 10.5 Annual Report. The Board of Directors shall cause an annual report to be furnished, not later than sixty (60) days after the close of the Corporation's fiscal year, to all Directors of the Corporation and to all voting members of the Corporation who make a written request for that report. The annual report shall contain the following information in appropriate detail:
- (a) The Corporation's assets and liabilities, including the trust funds, as of the end of the fiscal year;
 - (b) Principal changes in assets and liabilities, including the trust funds, during the fiscal year;
 - (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
 - (e) Any information required by Section 10.6 of these Bylaws.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

- 10.6 Annual Statement of Specific Transactions. The corporation shall prepare and furnish to all Directors, and to all voting members of the Corporation who have made a written request therefore, within sixty (60) days after the close of its fiscal year, a statement which describes any transaction and/or indemnification of the following kind:
- (a) Any transaction in which the Corporation was party and in which any Director, Officer, or voting member of the Corporation (or any spouse, child, parent or in-law of such person or any entity wholly or partially owned by any one of them, directly or indirectly) had a direct or indirect material financial interest. The statement need only be provided with respect to a transaction during the previous fiscal year involving more than **ONE HUNDRED DOLLARS (\$100.00)** or which was one of a number of transactions with the same person involving, in the aggregate, more than **ONE HUNDRED (\$100.00)**.
 - (b) Any indemnification or advances, regardless of the amount, paid during the fiscal year to any person pursuant to Article 8 of these Bylaws.

Any statement required by this Section shall briefly describe the names of the

interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated. If the Corporation is required to provide a statement in accordance with Corporations Code Section 6322 to all voting members of the Corporation, the Board of Directors shall cause the above statement to be duly delivered to all members in the same manner as required for delivery of notices to members set forth in Section 4.6(d) of these Bylaws.

ARTICLE 11 **FISCAL YEAR**

- 11.1 Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on January 1st and end on December 31st.

ARTICLE 12 **BYLAWS AND ARTICLES OF INCORPORATION**

- 12.1 Amendment of Bylaws. Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit public benefit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the voting members in good standing of the Corporation, at a meeting of the members, in accordance with the provisions of Section 4.7 of these Bylaws. No amendment to the Bylaws may extend the term of a Director beyond that for which such Director was elected.
- 12.2 Amendment of Articles of Incorporation. Subject to any provisions of law applicable to the amendment of Articles of Incorporation of nonprofit public benefit corporations, any amendment of the Articles of Incorporation may be adopted by approval of the voting members in good standing of the Corporation, at a meeting of the members, in accordance with the provisions of Section 4.7 of these Bylaws.

ARTICLE 13 **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

- 13.1 Prohibition Against Sharing Corporate Profits and Assets. No member, Director, Officer, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of this Corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in affecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors or the members,

pursuant to these Bylaws. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

ARTICLE 14

DISSOLUTION OF CORPORATION AND DISTRIBUTION OF ASSETS

- 14.1 Dissolution of Corporation. Any dissolution of the Corporation shall be conducted pursuant to and in accordance with the provisions of the Nonprofit Public Benefit Corporation Law of the State of California and the provisions of these Bylaws. Dissolution of the Corporation may be approved only by the voting members of the Corporation in good standing, at a meeting, in accordance with Section 4.7 of these Bylaws.
- 14.2 Distribution of Assets Upon Dissolution. To the very fullest extent permitted under applicable law, upon the occurrence of any dissolution, liquidation, or other termination or cessation of the Corporation, any and all assets of the Corporation shall be distributed, transferred, conveyed, and assigned as follows:
- (a) First, to a California nonprofit, public benefit corporation or other nonprofit foundation, charitable trust or charitable organization having as its express primary purpose and actual function the acting as an area assembly in the State of California under the Service Structure of Alcoholics Anonymous;
 - (b) Second, but only to the extent such assets cannot be distributed pursuant to Section 14.2(a) above, to a California nonprofit, public benefit corporation or other nonprofit foundation, charitable trust or charitable organization as shall be determined in good faith by the voting members in good standing of the Corporation, which complies most closely with the manifest intentions and purposes of the original incorporators of this Corporation.