



BYLAWS

OF

WORKAHOLICS ANONYMOUS WORLD SERVICE ORGANIZATION, INC.

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of Workaholics Anonymous World Service Organization, Inc. (hereinafter referred to as the Corporation or the W.S.O.) for the transaction of its business is located in the County of San Francisco, CA.

SECTION 2. CHANGE OF ADDRESS

The Board of Trustees of the W.S.O. (hereinafter also referred to as the board) may change the principal office of the corporation to any location within or without the State of California, by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____,	19__
_____	Dated: _____,	19__
_____	Dated: _____,	_____

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of trustees may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. PURPOSES

The primary purposes of this corporation shall be: To provide recovery support services to workaholics who are seeking to recover from work and activity addiction through the Workaholics Anonymous twelve step program; through public outreach, to carry this message of recovery to workaholics who still suffer.

SECTION 2. OBJECTIVES

In furtherance of the purposes set forth in Section 1, the W.S.O. shall:

- (a) Act as a custodian of the Twelve Steps and Twelve Traditions;
- (b) Coordinate guidelines among the Workaholics Anonymous Groups (hereinafter referred to as W.A. groups) throughout the world;
- (c) Furnish counsel and guidance to W.A. groups;
- (d) Provide work and activity addicts with information about the principles and traditions of W.A. and the location of W.A. recovery meetings;
- (e) Assist in the formation of new W.A. groups;
- (f) Create, publish and distribute W.A. program literature;
- (g) Establish and supervise a national and international public outreach and education program guided by the principle of attraction rather than promotion;
- (h) Supply literature, information and other assistance to persons for whom regular attendance at meetings of W.A. groups is not possible;
- (i) Facilitate the interchange of ideas between W.A. groups;
- (j) Supervise the organizing of the annual World Service Conference (hereinafter also referred to as the Conference) and/or annual voting by Conference delegates;
- (k) Establish and maintain policies for the work of the W.S.O.
- (l) Carry out other objectives as may be directed by the Conference delegates.

ARTICLE 3. THE TWELVE STEPS

These twelve steps are the foundation of the Workaholics Anonymous Recovery Program (hereinafter also referred to as W.A.). In W.A., individuals achieve sobriety from compulsive work and activity through applying these steps to their own lives, often under the guidance of a sponsor or co-sponsor. The W.A. Twelve Steps are adapted from the Twelve Steps of Alcoholics Anonymous and are reprinted with permission of Alcoholics Anonymous World Services, Inc. Steps and Traditions. Copyright 1939 by Alcoholics Anonymous World Services, Inc.

1. We admitted we were powerless over work - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God as we understood God.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.

6. Became entirely ready to have God remove all these defects of character.
7. Humbly asked God to remove our shortcomings.
8. Made a list of all persons we had harmed and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God as we understood God, praying only for the knowledge of God's will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to workaholics, and to practice these principles in all our affairs.

ARTICLE 4. THE TWELVE TRADITIONS

The activities and decisions of the W.S.O. and its Board of Trustees shall be guided by the Twelve Traditions of Workaholics Anonymous (hereinafter referred to as the Traditions). These Traditions shall guide all W.A. groups, Intergroups and other W.A. service organizations, as well. The Traditions are adapted from the Twelve Traditions of Alcoholics Anonymous and are reprinted by permission of Alcoholics Anonymous World Services, Inc. Steps and Traditions.

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1. Our common welfare should come first; personal recovery depends upon Workaholics Anonymous unity.
2. For our group purpose there is but one ultimate authority a loving God as expressed in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for W.A. membership is a desire to stop working compulsively.
4. Each group should be autonomous except in matters affecting other groups or W.A. as a whole.
5. Each group has but one primary purpose - to carry its message to the workaholic who still suffers.
6. A Workaholics Anonymous group ought never endorse, finance or lend the W.A. name to any related facility or outside enterprise lest problems of money, property and prestige divert us from our primary purpose.
7. Every W.A. group ought to be fully self-supporting, declining outside contributions.
8. Workaholics Anonymous should remain forever nonprofessional, but our service centers may employ special workers.

9. W.A., as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Workaholics Anonymous has no opinion on outside issues; hence the W.A. name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of the press, radio, television and films.
12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

ARTICLE 5. THE TWELVE CONCEPTS

The W.S.O. and its Board also shall be guided by the spirit of the Twelve Concepts of Workaholics Anonymous (hereinafter referred to as the Concepts). These Concepts are adapted from the Twelve Concepts of Alcoholics Anonymous. In their short form, these are:

1. Final responsibility and ultimate authority for W.A. world services should always reside in the collective conscience of our whole recovery program.
2. The World Service Conference shall become, for nearly every practical purpose, the active voice and the effective conscience of our whole recovery program in its world affairs.
3. To insure effective leadership, we should endow each element of W.A. - the Conference, the W.S.O. and its Board, service corporations, staffs, committees, and executives - with a traditional 'Right of Decision'.
4. At all responsible levels, we ought to maintain a traditional 'Right of Participation', allowing a voting representation in reasonable proportion to the responsibility that each must discharge.
5. Throughout our structure, a traditional 'Right of Appeal' ought to prevail, so that minority opinion will be heard and personal grievances receive careful consideration.
6. The Conference recognizes that the chief initiative and active responsibility in most world service matters should be exercised by the trustee members of the Conference acting as the Board of the W.S.O.
7. The bylaws of the W.S.O. are a legal instrument, empowering the trustees to manage and conduct world service affairs. The Conference Charter (once it is written) is not a legal document; it relies upon tradition and the W.A. purse (the giving or withholding of donations to the W.S.O. by W.A. groups and Intergroups) for final effectiveness.
8. The trustees are the principal planners and administrators of overall policy and finance. They have custodial oversight of the various W.S.O. service committees and of any separately incorporated W.A. world service entities which may be extant.

9. Good service leadership at all levels is indispensable for our future functioning and safety. Primary world service leadership, once exercised by the founders, must necessarily be assumed by the trustees.
10. Every service responsibility should be matched by an equal service authority, with the scope of such authority well defined.
11. The trustees should always have the best possible committees, corporate service directors, executives, staffs and consultants. Composition, qualifications, induction procedures, and rights and duties will always be matters of serious concern.
12. The Conference shall observe the spirit of W.A. tradition, taking care -that it never becomes the seat of perilous wealth or power; that sufficient operating funds and reserve be its prudent financial principle; that it places none of its members in a position of unqualified authority over others; that it reach all important decisions by discussion, vote and, whenever possible, by substantial unanimity; that its actions never be personally punitive nor an incitement to public controversy; that it never perform acts of government, and that, like the recovery program it serves, it will always remain democratic in thought and action.

ARTICLE 6. LEGAL MEMBERS

This corporation shall have no members, within the legal definition of ‘member’ specified in Section 5056 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 7. INTERESTED PERSONS

SECTION 1. STATUS

This corporation shall have associated with it persons who are not members of this corporation within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, but who may be referred to as members of Workaholics Anonymous or members in these Bylaws. Reference in these Bylaws to members shall refer to such persons. The W.S.O. shall provide appropriate recovery support services to such individuals as specified in Article 2, Section 2 above.

SECTION 2. QUALIFICATIONS

The only requirement for membership in Workaholics Anonymous is a desire to stop working compulsively.

SECTION 3. DUES

Members shall not be required to pay dues or any other compensation to the corporation, or to anyone else, as a condition of membership.

ARTICLE 8. WORKAHOLICS ANONYMOUS RECOVERY GROUPS

In W.A., a group may be formed by two (2) or more persons meeting together who practice the Twelve Steps and maintain the Twelve Traditions of Workaholics Anonymous. Each group shall be duly registered with the W.S.O. by completing and submitting the standard registration form. W.S.O. shall provide recovery support services to such groups, as specified above in Article 2, Section 2.

ARTICLE 9. WORKAHOLICS ANONYMOUS INTERGROUPS

In W.A., two (2) or more groups may form an Intergroup for the purpose of serving and representing the groups of which they are composed and acting as custodian of the Twelve Steps and Twelve Traditions. Each Intergroup should be composed of the groups within its region when feasible. At the meeting of which members have been given notice, each group shall select its representative to the Intergroup, to be called 'Intergroup Representative'. Each state, province or country may have at least one Intergroup. In a state, province or country having only one group, that group may function as an Intergroup. Each Intergroup shall be duly registered with the W.S.O. in the same manner as described in Article 8 above.

ARTICLE 10. BOARD OF DIRECTORS

SECTION 1. TERMINOLOGY

The directors of the W.S.O. shall be the persons who are the trustees of the corporation. Each trustee shall become a director upon becoming a trustee and shall cease to be a director upon ceasing to be a trustee. For the purpose of these By-Laws, the terms 'director' and 'trustee' shall be deemed synonymous and interchangeable so far as necessary to conform to the Articles of Incorporation of the Corporation which contemplates, and refers to, directors.

SECTION 2. NUMBER

There shall be no fewer than three (3) and no greater than fourteen (14) authorized trustees of this corporation and collectively they shall be known as the Board of Trustees. The 'Board of Trustees' is the same body referred to as the 'Board of Directors' in the California Nonprofit Public Benefit Corporation law.

There shall be two different categories of Trustees. Category One Trustees shall be workaholics who in their own lives have achieved a measure of recovery from workaholism through embracing the Steps, Tools and Principles of the W.A. Recovery Program. All Trustees except one shall be Category One

Trustees. A Category Two Trustee shall be a person who is not and has not been afflicted by the disease of workaholism and who expresses a profound faith in the 12 Step recovery program, including The Twelve Steps, The Twelve Traditions, and The Twelve Concepts, upon which the Fellowship of Workaholics Anonymous is founded.

The Board of Trustees shall include all officers of this corporation. Any given officer position may be filled by any Category One Trustee, or by a dyad or by a group. If a dyad or group fills a given position, that position will count as one trusteeship and that dyad or group will have only one vote in Board decision-making.

The number of trustees may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 3. QUALIFICATIONS

All Category One trustees shall be workaholics who in their own lives have achieved a measure of recovery from workaholism through embracing the steps, tools and principles of the W.A. Recovery Program. Whenever possible, a candidate should have a minimum of one (1) year's recovery time from compulsive working, prior to standing for election to become a trustee.

The Category Two trustee shall be a person who in his or her own professional life has demonstrated an interest in Workaholics Anonymous, has some experience working with W.A. members and who is not and has not been afflicted by the disease of workaholism.

SECTION 4. POWERS

This corporation shall have powers to the full extent allowed by law. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and to any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the delegates at the Conference, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees. The trustees, subject to the laws of the State of California, are expected to exercise the powers vested in them in a manner consonant with the faith that permeates and guides the Workaholics Anonymous Recovery Program, inspired by the Twelve Steps of W.A. and in accordance with the Twelve Traditions of W.A.

SECTION 5. DUTIES

It shall be the duty of the trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

- (b) Except as otherwise provided in these Bylaws, elect/appoint and remove, employ and discharge, and prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Registrar of the corporation and notices of meetings mailed, sent by electronic mail, or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 6. ELECTION PROCEDURE

Section 6.1 CATEGORY ONE TRUSTEES

Category One Trustees shall be elected or re-elected at an annual meeting of the Board of Trustees of the W.S.O. Proposed new Category One trustees to the Board may be either self nominated or nominated by a nominating committee designated by the Facilitator. The Board shall send out an announcement to all Conference delegates inviting W.A. members to self nominate for positions as Category One trustees. No person shall become a Category One trustee of the World Service Board until all Conference delegates have been polled by mail or at an annual meeting of the Conference, as the Board of Trustees may determine.

Section 6.2 CATEGORY TWO TRUSTEE

A Category Two Trustee shall be elected or re-elected at an annual meeting of the Board of Trustees of the W.S.O. Category Two trustee candidates shall be nominated by a nominating committee designated by the Facilitator. The Board shall cause periodic announcements to be published to the membership inviting the submission to the Board of the names and background information of persons having the qualifications of a Category Two trustee, and the nominating committee shall examine and interview any candidate(s) it views appropriate, in the interests of the Fellowship as a whole. In the event the nominating committee shall be satisfied with the qualifications of any Category Two trustee candidate(s), then the nominating committee shall introduce such candidate(s) to the Board of Trustees prior to its annual meeting where elections occur. When a Category Two trustee has been nominated and elected to fill the vacancy by the Board, that candidate shall be included on the ballot to be presented to the Conference in accordance with the Election Procedure of this Section. No person shall become a Category two trustee of the World Service Board until all Conference delegates have been polled by mail or at an annual meeting of the Conference, as the Board of Trustees may determine.

Section 6.3 PROCEDURES FOR ALL TRUSTEES

If a majority of the Conference delegates disapprove the election of such proposed trustee, he or she shall not be eligible as a trustee, and the Board of Trustees shall have no power to elect such person as a trustee. If, however, a majority of the Conference delegates do not disapprove the election of such proposed member trustee, he or she may be elected as a board trustee upon a vote of a majority of the Board of Trustees at a meeting of the Board.

The Board shall allow adequate time for each step of the election process in order to promote widespread participation by the general W.A. membership. The suggested timelines are: that the Board mail the call for Category One candidate trustees by self-nomination and submission of names for Category Two candidate trustees approximately 75 days before the deadline for receipt of nominations; that the annual Board meeting and trustee elections be held in the 30 days after the nomination receipt deadline; that promptly after the annual Board meeting all Conference delegates be contacted asking for their approval/disapproval of the new (provisional) trustees; and that if this contact is done by mail instead of at the Conference, that the Board allow the Conference delegates approximately 45 days to postmark their responses for return to the Board. Any trustee election for which adequate time was not allowed shall be declared invalid and its results null and void.

SECTION 7. TERMS OF OFFICE

Each trustee shall be elected by the Board for a term of two (2) years, with the exception of the Facilitator, whose term shall be thirty (30) months. When a Category One trustee is elected Facilitator, he or she shall agree to a six-month extension of his or her term, to total thirty (30) months. Each trustee shall hold office until the expiration of his or her term and until a successor has been chosen. In the case of the Facilitator, the end of the incumbent's term and the beginning of the successor's term shall overlap by six months to allow for a period of training and a smooth transition in leadership. No trustee shall serve more than five (5) consecutive terms.

SECTION 8. COMPENSATION

Trustees shall serve without compensation except that each trustee shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of his or her duties as specified in these bylaws. Trustees may be allowed and paid for their actual and necessary expenses incurred in attending Board of Trustee meetings and the annual Conference, provided that sufficient funds exist in the treasury to cover such expenses and provided that in covering such expenses that the Board's ability to carry out the W.S.O. Objectives (specified in Article 2, Section 2) would not be seriously compromised. A trustee may be compensated for rendering services to the corporation in a capacity other than as trustee, i.e. as an employee or independent contractor, only if such compensation is reasonable and allowable under the provisions of Sections 9 and 14 of this Article.

SECTION 9. RESTRICTION REGARDING INTERESTED TRUSTEES

Not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means any person being compensated by the corporation for services rendered as an employee or independent contractor, and anyone related to such a person by blood or marriage.

SECTION 10. VACANCIES

A vacancy on the Board of Trustees shall exist when the actual number of trustees is less than the authorized number for any reason. A trustee's resignation shall be effective upon receipt of written notice by the Board, the Facilitator or the Secretary. A trustee may be removed with or without cause by a majority vote of the trustees then in office. Vacancies may be filled by the Board for the unexpired portion of the term, by a vote of a majority of a quorum present at a meeting of the Board. When a vacancy is filled in mid-term, the board shall inform the Conference delegates by mail. Unless a majority of the Conference delegates disapprove of the new trustee, said trustee shall be allowed to finish out the term of his or her predecessor.

When insufficient nominations are received to fill vacancies for Officers of the Board, the Board shall appoint persons to fill those vacant Officer positions and shall inform the Conference delegates, as described in the preceding paragraph.

SECTION 11. NON-LIABILITY OF TRUSTEES

A trustee shall perform the duties of a trustee, including duties as a member of any committee of the board, in good faith, in a manner such trustee believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a trustee, a trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by:

- (1) One or more officers or employees of the corporation who the trustee believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants, or other persons as to matters which the trustee believes to be within such person's professional competence; or
- (3) A committee of the board upon which the trustee does not serve, as to matters within its designated authority, which committee the trustee believes to merit confidence, so long as in any such case, the trustee acts in good faith, after reasonable inquiry when the need therefore is

indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a trustee in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a trustee, including without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation or assets held by it are dedicated.

The trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 12. INDEMNIFICATION

This corporation may provide indemnification to the full extent allowed by law. The board may adopt a resolution authorizing the purchase of insurance on behalf of any agent of this corporation against any liability asserted (other than for violating provisions of law relating to self-dealing) against or incurred by the agent in such a capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under law.

SECTION 13. LOANS

This corporation shall not loan money or property to or guarantee the obligation of any trustee or officer. The corporation may advance money to a trustee or an officer for expenses reasonably anticipated to be incurred in performance of his or her duties.

SECTION 14. SELF-DEALING TRANSACTIONS

Except as provided in this section, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the trustees has a material financial interest.

The Board of Trustees may approve a self-dealing transaction if the board determines that the transaction is in the best interests of and is fair and reasonable to this corporation, and after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the trustee's interest in the transaction, and by a vote of a majority of the trustees then in office, without counting the vote of the interested trustee(s).

SECTION 15. INSPECTION

Every trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

SECTION 16. BOARD OF TRUSTEES MEETINGS

- A. Meetings, Frequency. A meeting of the Board of Trustees shall be held at least once each calendar quarter. An annual meeting of the Board shall be held each year, on a date to be determined by the Board. At the annual meeting, trustees shall be elected by the Board of Trustees in accordance with Section 6 of this Article.
- B. Meetings, Required Notice, Place. Each meeting shall be called by the facilitator or by any two trustees, by written notice delivered personally or by telephone or by electronic mail or telegraph or mailed first-class at least ten (10) days or more, prior to any such meeting. The notice shall state the time and place of the meeting. Any meeting may be held using conference telephone or similar communications equipment, so long as all trustees participating in such a meeting can communicate simultaneously with each other.
- C. Waiver of Notice and Consent to Holding Meetings. The transactions of any meetings of the board are as valid as though the meeting had been held after proper call and notice, provided a quorum of trustees is present and that each trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- D. Quorum for Meetings. Fifty-one percent (51%) of the trustees then in office shall constitute a quorum. The trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of trustees provided that any action taken must be approved by at least a majority of the required quorum for such a meeting.
- E. Majority Action as Board Action. Every act or decision done or made by a majority of the trustees present at a meeting duly held at which a quorum is present is the act of the board of trustees, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law prohibits the act or decision or requires a greater vote than a majority.
- F. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board consent in writing to such action. For the purposes of this Paragraph of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Written consent or consents shall be

filed with the minutes of the proceedings of the board and shall have the same force and effect as the unanimous vote of the trustees.

- G. Actions involving basic principles. Whenever in the judgment of one-third of the trustees present at a meeting a decision to take any action involves a matter of principle or basic policy and in the judgment of at least one-third of the trustees a delay in arriving at a decision will not adversely affect the W.A. recovery program, the matter shall be submitted to a mail vote of Conference delegates, and if a majority of the Conference delegates votes against the taking of such action, then the Board of Trustees will be expected to refrain from deciding to take such action.

ARTICLE 11. OFFICERS AND AGENTS

SECTION 1. NUMBER OF OFFICERS

The Officers of the Corporation shall consist of a Facilitator, the Secretary and the Treasurer, and such other Officers as may be deemed necessary from time to time by the Board. In order to render unto the law that which the law requires, the Facilitator shall be President and Chairperson, and the Secretary shall be Secretary, but they shall at no time employ such titles, except as may be required for the execution of legal documents or by reason of other provisions of the law. Any number of offices may be held by the same Category One trustee except that neither the Secretary nor the Treasurer may also serve as the Facilitator of the Board.

SECTION 2. DUTIES OF OFFICERS

- A. The Facilitator shall perform the usual duties of the office of President and position of Chairperson. The facilitator shall be responsible to the board for the management, direction, and administration of the corporation. The facilitator shall coordinate communication between the trustees and officers of the board and those individuals working on committees. The facilitator shall preside at all meetings of the board of trustees and shall exercise and perform such other powers and duties as may be from time to time assigned by the board or prescribed by the bylaws.
- B. The Secretary shall perform the usual duties of the Secretary. He or she shall generally, with the Communications Coordinator review and reply to inquiries from individuals and organizations. He or she shall be custodian of the records of the corporation. He or she shall certify and keep at a place determined by the board, a copy of these Bylaws as amended or otherwise altered to date, and a book of minutes of all meetings of the trustees. He or she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

C. The Treasurer shall receive, deposit and disburse all funds of the corporation. He or she shall maintain full and accurate accounts of the corporation's properties and business transactions. He or she shall prepare, certify and present financial statements whenever requested by the board.

SECTION 3. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Category One trustee may serve as an officer of this corporation. Officers shall be elected from and by the Board of Trustees, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or reaches the end of his or her term without being re-elected, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. SUBORDINATE OFFICERS

The Board of Trustees may appoint such other Category One Trustee officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

SECTION 5. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Trustees, at any time. Any officer may resign at any time by giving written notice to the Board, the Facilitator, or the Secretary.

SECTION 6. VACANCIES

A vacancy in any office for any reason shall be filled in the manner described in these bylaws for regular appointments to that office. If filling the vacancy involves electing a new trustee, the provisions in Article 10, Sections 6 and 10 shall be followed.

ARTICLE 12. COMMITTEES

SECTION 1. COMMITTEES OF TRUSTEES

The Board of Trustees may, by resolution, designate one or more Executive Committees, each consisting of two or more directors to serve at the pleasure of the board. Appointments to such committees shall be by majority vote of the trustees then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee may:

- (a) Fill vacancies on the board of trustees or on any committee;

- (b) Fix compensation of trustees for serving on the board or on any committee; (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board of trustees which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the board of trustees or the members of these committees;
- (f) Spend corporate funds to support a nominee for trustee after there are more people nominated for trustee than can be elected;
- (g) Approve any transaction to which this corporation is a party and in which one or more of the trustees has a material financial interest, except as expressly provided by these bylaws.

SECTION 2. OTHER COMMITTEES

The corporation shall have such committees as may from time to time be designated by resolution of the board of trustees. Such committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these bylaws concerning meetings of trustees, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of trustees and its members.

ARTICLE 13. WORLD SERVICE CONFERENCE

SECTION 1. ANNUAL MEETING

Immediately following the annual meeting of the Board of Trustees, the corporation shall sponsor an annual meeting of the members, which may be known as the World Service Conference. The Conference shall be held during March or April of each year, or on such date as the Board of Trustees may fix, at such place as the Board may designate.

SECTION 2. CONFERENCE DELEGATES

- (A) Until such time as the formation of Intergroups has become widespread in the W.A. recovery program, each W.A. Group shall be entitled to elect and send one delegate to the Conference; each Intergroup which has its own recovery meeting shall also be entitled to one delegate. Intergroups which have business meetings but not recovery meetings shall not be entitled to send delegates. Each delegate shall have one vote. Such groups and intergroups must be formally registered with the W.S.O. and must provide the W.S.O. with the name of its delegate at least thirty (30) days prior to the Conference opening.
- (B) At such time as the Board decides that the number of intergroups is sufficient to adequately represent the group conscience of the W.A. membership, the Board shall rescind the entitlement of W.A. groups to elect delegates (except for those W.A. groups which also function as intergroups, per Article 9 of these Bylaws) and reserve that entitlement for registered intergroups only. At that time, each intergroup shall be entitled to have one (1) delegate for up to the first ten (10) groups it represents and one (1) for each additional ten (10) groups or fraction thereof.
- (C) Each delegate may be elected for a term of two (2) years and, in addition to attending the annual Conference, should serve the Conference for such term. (D) A delegate should not serve more than four (4) consecutive years, except for reasons to be decided by the local intergroup (or group, if applicable) with respect to its own delegate.
- (E) Whenever possible, a delegate should have a minimum of one (1) year's recovery time from compulsive working, prior to the date of the Conference, but this is not a requirement.
- (F) Delegates may be instructed as to the desires of the intergroups (or groups, where applicable) they represent.
- (G) As participants, delegates should not be bound by the wishes of their intergroups (or groups, where applicable), but they should not vote against these wishes unless situations arise at the Conference that make it necessary for the best interests of W.A. as a whole.

(H) The officers and other trustees of the corporation shall each serve as delegates at the Conference.

(I) Responsibilities of Conference delegates include, but are not limited to: confirming elections of new members to the Board of Trustees (Article 10, Section 6); reviewing Board amendments to the Bylaws and Articles of Incorporation (Article 14, Section 9); voting on actions involving basic principles (Article 5, Concepts #1 and #2; Article 10, Section 16, Paragraph G); prioritizing the service efforts of the Board; and identifying and considering any other items of business which affect the recovery program as a whole and for which they feel Conference and/or Board action is needed.

SECTION 3. SPECIAL MEETINGS

Special meetings of the delegates for any purpose or purposes may be called at any time by the Facilitator of the Board or by a majority of its officers.

SECTION 4. NOTICE

Notice of the regular annual Conference and all special meetings of delegates shall be given to each intergroup (or group, where applicable) entitled to vote thereat by prepaid mail or telegram. Such notices shall be sent no less than one hundred twenty (120) days before such meeting and state the general nature of the `Business to be considered at such meeting. The notice of the annual Conference shall designate it as such.

SECTION 5. VOTING

No delegate may have more than one vote. Votes may be taken by voice, by show of hands or by ballot or as called for by the presiding officer of the meeting, provided that the delegates may prescribe the method of voting desired on any question without regard to the method called for by the presiding officer.

SECTION 6. PRESIDING OFFICIAL

All meetings of delegates shall be presided over by the Facilitator of the Board of Trustees of the W.S.O. In the absence of the Facilitator, the Treasurer of the Board shall preside over meetings of the delegates.

SECTION 7. CONDUCT OF MEETINGS

All meetings of Delegates shall be conducted in accordance with a procedure to be set by the Board in accordance with the 12 Traditions and 12 Concepts. Whenever possible, decisions should be made by consensus.

SECTION 8. MAIL VOTING OF DELEGATES

- (A) Whenever, in the opinion of the Board, there is insufficient attendance at a World Service Conference to be adequately representative of the group conscience of W.A. as a whole, the Board may submit some or all matters of basic principles and policies decided at the Conference, and the confirmation of newly elected trustees, to a mail vote of all Conference delegates registered with the W.S.O.
- (B) When the holding of the annual Conference is deemed impractical in the opinion of the Board, in lieu of the Conference the Board may poll by mail all registered Conference delegates in order to decide matters of basic principles and policies and to confirm newly elected trustees.
- (C) Whenever a mail vote is taken of Conference delegates, at least six weeks' notice shall be given, and the vote shall be determined in keeping with an analysis of such vote by the Facilitator and the Secretary, after the end of such period for all responses postmarked during such six - week period. An announcement of the result of such vote shall be mailed by the Secretary to Conference delegates and to the trustees.

ARTICLE 14. MISCELLANEOUS PROVISIONS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically provided by resolution of the Board, or as otherwise required by law, 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 Facilitator, or by such individuals as are authorized by the Facilitator.

SECTION 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 Trustees may select.

SECTION 4. GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation, except if accepting such a gift would violate the Twelve Traditions or other provisions of these Bylaws.

SECTION 5. MAINTENANCE OF RECORDS; RIGHTS OF INSPECTION

- (A) The corporation shall keep adequate and correct records of minutes of the proceedings of its board and committees of the board. The minutes shall be kept in written form or in any other form capable of being converted to written form. This is the responsibility of the Secretary;
- (B) The corporation shall keep adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (C) The corporation shall keep a record of the members of the board of trustees, indicating their names and addresses and the termination date of their board terms;
- (D) The corporation shall keep a record of the names and addresses of all Conference delegates;
- (E) The corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date;
- (F) Every trustee 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;
- (G) Upon five (5) days' prior written demand on the corporation, every Conference delegate shall have the right to inspect and copy the corporate records referred to in (A) through (E), provided that the demand states the purpose for which the inspection rights are requested and provided that the purpose is reasonably related to such person's interests as a Conference delegate.

SECTION 6. CONTRACTS

All contracts entered into on behalf of this corporation must be authorized by the board.

SECTION 7. FISCAL YEAR

The fiscal year of this corporation shall end each year on December 31st.

SECTION 8. ANNUAL FINANCIAL REPORT

The board shall cause a written report to be furnished annually to each trustee of the corporation and to any Conference delegate who requests it in writing, which report shall contain the following information in appropriate detail:

- (A) The assets and liabilities, including the trust funds, of the corporation at the end of the fiscal year;
- (B) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (C) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during the fiscal year;
- (D) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

SECTION 9. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

Subject to any provision of law applicable to the amendment of articles of incorporation and bylaws of public benefit nonprofit corporations, proposed amendments to these Articles of Incorporation and Bylaws must be submitted in writing to the trustees at least three weeks in advance of the board meeting at which they will be considered for adoption.

The Articles of Incorporation of the W.S.O. and these Bylaws may be amended by the affirmative vote of 75% of all the members of the Board of Trustees. However, in keeping with the spirit and principles of the W.A. Recovery Program, the Board is expected, though not legally required, to submit any amendment or amendments of the Articles of Incorporation and of these Bylaws to Conference delegates, either by mail or at the annual Conference as the Board of Trustees may determine, and if a majority of such delegates disapproves of such amendment or amendments, the trustees are expected to refrain from proceeding therewith.

Where, however, an amendment or amendments are submitted to Conference delegates and are not disapproved as aforesaid, the amendment or amendments shall require the affirmative vote of only a majority of the members of the Board of Trustees present at a meeting of the Board of the W.S.O.

Certificate

I certify that the foregoing is a true and correct copy of the Bylaws of Workaholics Anonymous World Service Organization, Inc. and that such Bylaws were duly adopted by the Board of Trustees [in 2006].

Date: 25 March 2024

By: Lia F. Secretary