BYLAWS OF PUGET SOUND CENTRAL SERVICE OFFICE
of Alcoholics Anonymous, Pierce County, Washington
a Washington Nonprofit Association

Amended: November 13, 2022
Adopted June 9, 2019
PREAMBLE

- This Corporation is a service center of Alcoholics Anonymous and therefore the Twelve Steps, Twelve Traditions and the Twelve Concepts for World Service of Alcoholics Anonymous ("AA") shall be our guiding principles. These bylaws are useful in guiding the Puget Sound Central Service Office in its conduct of business necessary to serve Alcoholics Anonymous. In all its affairs the office shall:
    - observe the spirit of the AA Traditions
    - take great care it never becomes the seat of perilous wealth or power
    - have sufficient operating funds, plus ample reserves, as its prudent financial principles
    - prevent any member from having a position of unqualified authority over any other person
    - make all important decisions by full discussion, vote and whenever possible, substantial unanimity
    - take no action which is punitive
    - take no action which will incite public controversy
    - never perform any acts of government
    - always remain democratic in thought and action.

ARTICLE 1 Members

The Corporation shall have as members the Districts of AA within the Puget Sound region of Washington who choose to be members of this Corporation and which this Corporation agrees to accept as members. The members at the time of the creation of these bylaws are (all within Alcoholics Anonymous Area 72) Districts 9, 10, 29, 43, 44, 45 and 54.

ARTICLE 2 Board of Directors

SECTION 2.1 - The Board of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors. Unless and until these Bylaws are amended, the Board shall consist of fourteen Directors, two from each district which is a member, plus the Office Administrator (who may vote on all issues except those affecting their employment, including issues of compensation), plus the Chairperson who shall serve as a non-voting but presiding member of the board.

SECTION 2.2 - Powers of the Board of Directors. The ultimate policy decisions and management control of the Corporation is vested in the Board of Directors. The Board of Directors shall have all powers authorized by law within the purposes of the Corporation as specified in the Articles of Incorporation, and not by way of limitation: to set policy for the

Corporation; to hire, fix the terms of employment of any employees; to remove the Chairperson; to elect and remove all other officers, committee chairmen and committee members; to review and approve capital and operating budgets; to authorize borrowing on behalf of the Corporation and to authorize expenditures of corporate funds, or, to delegate the same. Any Director may add a matter to the agenda of a meeting, even though it was not on the agenda prepared by the Chairperson, if a quorum is present, when the meeting addresses new business.

SECTION 2.3 – Executive Committee. An Executive Committee comprised of the Chairperson, the Office Administrator and one other Director, elected for one year by the Board at the annual meeting, shall manage the regular business or decisions affecting the operations of the Corporation. The following positions are responsible for employment reviews: Chair, Alt Chair and Treasurer. The Executive Committee shall have authority to exceed the budget by up to twenty-five percent (25%). Any decision by the Executive Committee may be reviewed or changed by a decision of no less than a majority of the Board. The Executive Committee term shall be for one year. Any vacancy on the Executive Committee may be filled temporarily or for an unexpired term by the Board.

SECTION 2.4 - Qualifications of Directors. All prospective board members shall be selected by election held in the district committee which they represent. Each district shall elect two directors. Each director from each district shall be elected for staggered terms so that one director is named every year to replace a director whose term is expired. Directors should have two years of continuous sobriety. Districts shall promptly elect a replacement for any director who resigns, is removed or found to be incapacitated by the vote of two-thirds of the board. The replacement will fill the unexpired term. In the event of an absence of an Elected Director (or their Alternate, if any) of a district, the District Committee Member, or the Alternate District Committee Member, in that order, may act as a Director during said absence.

SECTION .2.5 - Terms of Office. In order to create staggered terms of districts there shall be staggered terms for the first two districts, second two districts and last three districts beginning with the adoption of these bylaws. After this initial staggering, all Directors shall serve for two calendar years in the staggered order. Therefore, two districts' directors' terms will finish the year during which these bylaws are adopted, two districts' directors' terms will finish at the end of next full calendar year after these bylaws are adopted and three districts' directors' terms will end at the end of the second calendar year after these bylaws are adopted. If the board cannot decide by a two-thirds vote which districts shall serve which initial terms, it shall be decided by lot. Districts shall conduct their elections for terms to begin in January and end at the end of December.

SECTION 2.6 – Duties of Director. A Director is responsible as a liaison between their district and the Corporation. They must inform their district about the activities of corporate business, ask their district for its vote on matters, and bring back issues from their district to the Corporation. Directors are the voice of their district's conscience. When performing this vital service, it is important each Director communicate all information shared in an impartial manner. Directors should try to keep their own views and opinions out of communications with their District, unless otherwise asked. A Director's role is to assist in carrying out the Corporations' mission: "Makes AA literature available to AA groups and members, provides meeting space for

local AA Districts and Standing committees, and provides other services as required to assist local AA groups in carrying the AA message." In carrying out this mission Directors are not just responsible to their district, but to all the groups in all districts. To help guide the committee there are Policies and Procedures that have been passed by a 2/3 majority vote.

SECTION 2.7 - Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of January of each year.

SECTION 2.8 - Regular and Special Meetings.

A. The Board shall meet monthly on the day and month and time of day as determined at the annual meeting.

B. Special meetings of the Board may be called at any time by the Chairperson or by any three Members of the Board. Special meetings will require a notice of not less than three calendar days and shall identify the purpose(s) of the special meeting. Directors and officers shall not be excluded from any board meeting.

C. The Officers, various Committee Chairpersons, committee members, liaisons and any member of AA are encouraged to attend any meeting. The Officers, Editor of the Puget Sound Gazette, a liaison from the Twelve Step Committee, the association's Archivist and the Webmaster are expected to attend and participate at each Board meeting as a duty of their position. All such persons may in fact participate, in an orderly fashion in any discussion pursuant to rules determined by the Board; however, such persons may not make motions, call the question, nor may they vote.

D. The Board, with its officers, may meet in executive session excluding any liaison, member or employee of the association; however, this requires a vote of two-thirds of the members present and shall require a written notice, available to all members and employees, of any decision reached, if any, of the executive session meeting. Executive session should be limited to use for extremely sensitive topics such as those related to, but not necessarily limited to, personnel matters.

E. Motions, on matters other than the procedure of a Board meeting, must be made in writing and the writing shall be corrected if the motion is amended before it is voted upon. The written motion must be available for Board review when the minutes of a meeting are approved. The written motion shall be preserved, at least, until the minutes of the meeting where such motion was determined are approved.

SECTION 2.9 - Place of Meetings. All meetings of the Board shall be held at the offices of the association, 3640 South Cedar Street Suite S, Tacoma, WA 98409, unless another place is designated by the Chair with approval of a majority of the Board Members.

SECTION 2.10- Notices.

(a) Method and Timing of Notice. No notice shall be required for the annual meeting or the regular monthly meeting. Notice of a special meeting may be made by email, text message or personal delivery of a written notice. If sent by United States Postal Service mail one day during which mail is delivered must be added. If a member does not use email or text message they shall designate an email address or text message number for use to receive notices of meetings. Notices are deemed made when sent or mailed.

(e) Recordation of Service; Waiver. An entry of the service of notice, given in the manner above provided, shall be made in the minutes of the proceedings of the Board, and such entry, if read and approved at the subsequent meeting of the Board, shall be conclusive on the question of service. A Director may waive any notice required for any meeting by executing a written waiver of notice either before or after said meeting, and such waiver shall be equivalent to the giving of such notice. A Director shall be deemed to have waived notice of any meeting which the Director attends.

SECTION 2.11 - Quorum A majority of the number of voting Directors then holding office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. A majority of those present at the time and place of any regular or special meeting, although less than a quorum, may adjourn from time to time, without further notice, until a quorum shall attend. When a quorum shall attend, any business may be transacted which might have been transacted at the meeting had the same been held on the date stated in the notice of meeting. Directors at a duly called meeting at which a quorum is present may continue to transact business notwithstanding the withdrawal of enough Directors to leave less than a quorum. Actions may continue to be approved if approved by at least a majority of the members required to constitute a quorum. In the event a meeting is attended with Directors less than a quorum, the Executive Committee has authority to act on any matter before the Board.

SECTION 2.12 - Consent to Action. Any action which may be taken at a meeting of the Board or at a meeting of any committee of the Board, may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be signed by all of the Directors or all the Members of the committee. Such consent shall have the same force and effect as a unanimous vote at a duly convened meeting and shall be inserted in the minute book as if it were the minutes of a meeting of the Board or committee. Such consent may be electronically communicated.

SECTION 2.13 - Resignation of Director or Officer. Any director or officer may resign from the Board at any time. Such resignation shall be made in writing and delivered to the Secretary or the Chair. Resignations so made shall be effective upon acceptance by the Board, unless some other reasonable time is stated in the resignation, and then from the date so fixed.

SECTION 2.14 - Removal. The Board shall remove any director or officer for failure to attend three meetings out of a consecutive five meetings. The Board may remove a director or officer upon the vote of at least two-thirds of the members voting for malfeasance or misfeasance in conducting the affairs of the board or the association. Upon removal of a director the district who they represent shall promptly name a new Alternate Director (the previous Alternate Director becomes the Elected Director). Upon removal of an officer the board shall promptly elect a replacement.

SECTION 2.15 - Vacancies. Any vacancy or vacancies occurring on the Board or among the officers during the year shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. Any Director elected to fill a vacancy shall be

elected for the unexpired term of their predecessor in office.

SECTION 2.16 -Manifestation of Dissent A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before or immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE 3 Officers

SECTION 3.1- Officers. The officers of the association shall consist of the following:

A Chairperson.
An Alternate Chairperson.
A Secretary.
A Treasurer.
An Alternate Treasurer.

Officers will serve a two-year term beginning and ending with the applicable annual meeting. All officers shall be elected by the Board. Vacancies shall be filled by the Board temporarily or to complete a term, as determined by the Board. There shall be such other officers, if any, as shall be determined from time to time by the Board.

SECTION 3.2 - Chairperson. The Chairperson attends and presides at monthly Board meetings and all Executive Committee meetings; prepares an agenda for any meeting (any Director may add any topic to an agenda so long as the Chairperson is given adequate time to add the topic); stays current on day-to-day operations of the Corporation; acts as principal contact person for the Office Administrator; responds to employment questions and concerns; works in cooperation with board members to ensure adequate maintenance of the Service Office; attends quarterlies and the annual AA Area 72 Assembly; performs annual employment reviews (as a function of the Executive Committee); and, performs such other duties as may be prescribed from time to time by the Board. No person may serve more than three consecutive years as Chairperson. The Chairperson shall have served at least two full years on the Board or as an officer or served at least two full years as a DCM, Area elected Officer, or Area Appointed Officer, and should have two years of continuous sobriety as qualifications for office. The term of office is for two years beginning and ending with the applicable annual meeting.

SECTION 3.3 - Alternate Chairperson. The Alternate Chairperson shall serve as Chairperson in the absence of the Elected Chairperson; shall attend monthly board meetings; maintains the Policies and Procedures Handbook in coordination with the Secretary; serves as secondary point of contact with the landlord for lease negotiation, tenancy agreements, or complaints; fills in at quarterlies and the assembly; and performs such other duties as may be prescribed from time to time by the Board. No person may serve more than three consecutive years as Alternate Chairperson. The Alternate Chairperson shall have served at least one full year on the Board or as an officer or served at least one full year as a DCM, Area Elected Officer, or Area Appointed

Officer, and should have two years of continuous sobriety as qualifications for office. The term of office is for two years beginning and ending with the applicable annual meeting.

SECTION 3.4 - Secretary. The Secretary shall attend all board meetings; keep accurate minutes of all Meetings; use the Corporation's digital recorder to record meeting; and provide complete Minutes of each business meeting. The minutes shall contain a record of the reports from the Directors, Officers and Office Manager. All motions must be reproduced exactly as submitted in written form and District that submitted said motion. The Secretary shall keep all written motions until minutes of the meeting wherein said motion was determined are approved. The Secretary shall also email draft minutes to all Directors and Officers before the next meeting and after approval, post approved minutes on the service bulletin board in the office. The Secretary shall ensure a copy of the approved minutes is maintained at the corporate office. The Secretary tabulates and totals votes as required for motions and as needed for group decisions; keeps the corporate handbook updated; maintains an up-to-date listing of Directors with current telephone numbers and e-mail addresses; distributes the updated listing to all Directors; assists the Chairperson and Alternate Chairperson as needed; and performs such other duties as may be prescribed from time to time by the Board. No person may serve more than three consecutive years as Secretary. The Secretary should have one year of continuous sobriety as qualifications for office. The term of office is two years beginning and ending with the applicable annual meeting.

SECTION 3.5 - Treasurer. The Treasurer shall attend all Board meetings; prepare a proposed budget for the current year, to be reviewed, adjusted and/or approved at the annual meeting; provide a monthly financial report showing actual income and expenses as well as comparison to budget; submit said report for publication in the Puget Sound Central Service Office Website; recommend budget changes when actual categories differ significantly from the budget; review the payment of office expenses processed by Office Administrator; reconcile any monthly bank statement; perform or supervise a random quarterly review of all financial information; sign or co-sign checks as required; work with any governmental person when the Administrator desires assistance; file tax returns in a timely manner; process tax payments to the following agencies:

a. Washington State Department of Revenue. (Sales Tax on literature sales and Business and Occupation Tax. Paid quarterly.)
b. City of Tacoma. (Business and Occupation Tax. Paid annually.)
c. Washington State Labor and Industries Insurance. (Paid quarterly.)
d. Washington State Employment Security Department/SUTA. (Paid Quarterly.)
e. Federal 941 Payroll Tax Return. (FIT, SS, & Medicare. Paid Quarterly.)
f. Federal 990 EZ Annual Informational Return. (Annually, due May 15.)

The Treasurer shall become familiar with the office procedures and practices so that assistance can be rendered when necessary; work with an incoming Treasurer to familiarize that person with duties to ensure a smooth transition; and perform such other duties as may be prescribed from time to time by the Board. The Treasurer should have accounting and/or bookkeeping experience, computer experience (especially Excel, and QuickBooks) and have familiarity with Generally Accepted Accounting Principles. The term of office is two years beginning and ending with the applicable annual meeting and the Treasurer should have two years of continuous sobriety.

SECTION 3.6 – Alternate Treasurer. The Alternate Treasurer shall have the qualifications and term of office equal to the Treasurer and shall perform all duties of the Treasurer when the Treasurer is absent or unable to serve.

ARTICLE 4 Fiscal and Finance

SECTION 4.1 -Fiscal Year. The fiscal year of the association shall be the calendar year

SECTION 4.2 - Funds.

(a) General Funds. All funds received by the association for the general operations of the association shall be deposited in one or more bank accounts and recorded in the books of the association as a part of the general fund. Expenditures from the general fund shall be as authorized by the Board of Directors. The Office Administrator and/or the Executive Committee, if it is necessary in their discretion, are authorized to exceed any budget item by twenty-five percent (25%) without prior approval.

(b) Special Projects. Funds received by the association to finance special projects may be deposited in the general bank account but shall, in each case, be recorded on the books of the association in the name of the special project. Disbursements of such funds shall be only for the designated project.

ARTICLE 5 Indemnification of Directors and Officers

SECTION 5.1. Directors, officers and employees of the association shall have such rights to indemnification for all acts in the performance of their duties unless it is determined in a Court of competent jurisdiction that said act constituted willful misconduct or recklessness.

A. Corporation Indemnity. To the maximum extent permitted by law, the Corporation shall indemnify and hold harmless all Directors, Officers, their respective Affiliates, and the employees and agents of the Corporation (each, an "Indemnitee") from and against any and all losses, claims, demands, costs, damages, liabilities, joint and several, expenses of any nature (including attorneys' fees and disbursements), judgments, fines, settlements, penalties and other expenses actually and reasonably incurred by the Indemnitee in connection with any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative of investigative, in which the Indemnitee may be involved, or threatened to be involved, as a party or otherwise, by reason of the fact that the Indemnitee is or was a Director, Officer, Affiliate or is or was an employee or agent of the Corporation, including Affiliates of the foregoing, arising out of or incidental to the business of the Corporation, provided, (i) the Indemnitee's conduct did not constitute, (ii) the action is not based on breach of this Agreement, (iii) the Indemnitee acted in good faith and in a manner he or it reasonably believed to be in, or not opposed to, the best interests of the Corporation and within the scope of such Indemnitee's authority and (iv) with respect to a criminal action or proceeding, the Indemnitee had no reasonable

cause to believe its conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, in and of itself, create a presumption or otherwise constitute evidence that the Indemnitee acted in a manner contrary to that specified above.

B. Advancement of Expenses. Expenses incurred by an Indemnitee in defending any claim, demand, action, suit or proceeding subject to this Section, may, from time to time, be advanced by the Corporation prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by the Corporation of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified as authorized in this Section.

C. Non-Exclusivity. The indemnification provided by this Section shall be in addition to any other rights to which the Indemnitee may be entitled under any agreement, vote of the Directors, as a matter of law or equity, or otherwise, and shall insure to the benefit of the successors, assignees, heirs, personal representatives and administrators of the Indemnitee.

D. Insurance. The Corporation may, in the Board's sole discretion, purchase and maintain insurance, at the Corporation's expense, on behalf of any Indemnities against any liability that may be asserted against or expense that may be incurred by an Indemnitee in connection with the activities of the Corporation, regardless of whether the Corporation would have the power to indemnify such Indemnitee against such liability under the provisions of this Agreement.

ARTICLE 6 Other Provisions

SECTION 6.1 Fiduciary Responsibility. All Directors, officers and employees of the Corporation act in a fiduciary capacity on behalf of and in the best interests of the Corporation and in furtherance of the Corporation's purposes and activities. The Board shall not conduct business with any member of the Board, any Officer or any family, partner or close affiliate of any of them. The Corporation recognizes the Directors are volunteers and therefore their activities in their lives outside of the Corporation shall not be deemed a conflict with the organization so long as there is no pecuniary benefit to any Director flowing from Corporation business. Reimbursement for out of pocket expenses is not a pecuniary benefit.

SECTION 6.2 - Records. The Articles of Association, the Bylaws, and the minutes of all meetings of the Board and of all Committees established by the Board shall be recorded in appropriate minute books provided for that purpose.

SECTION 6.3 - Inspection. The Articles of Incorporation, the Bylaws, with all amendments thereto, and all corporate minute books shall at all times be kept in a convenient place at the principal office of the Corporation and shall be open for inspection by any Director or officer of the Corporation or his or her authorized representative during normal business hours.

SECTION 6.4 - Amendments. These Bylaws may be amended, altered or repealed, at any regular or special meeting of the Board, by a vote of two thirds (2/3rds) of the whole Board, provided that a written statement summarizing the proposed amendments shall have been delivered to all Directors not less than thirty days' prior to the meeting. When an amendment is adopted a new version of these bylaws shall be produced and older version(s) shall be endorsed: "Replaced by Amendment Dated xx/xx/xxxx [inserting date of amendment]"

THIS WILL CONFIRM that the foregoing Bylaws were adopted by a two-thirds (2/3rds) vote of the Board of Directors on the 9th day of June, 2019.

_____

_____Secretary

_____

_____Chairperson