

BYLAWS

of

Pennsylvania Al-Anon Assembly
AFG, Inc.

(A Pennsylvania Nonprofit Corporation)

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ABBREVIATIONS

AA	Alcoholics Anonymous
Area	Pennsylvania Area
Assembly	Pennsylvania Al-Anon Assembly AFG, Inc.
AFG	Al-Anon Family Groups
AIS	Al-Anon Information Service
AWSC	Area World Service Committee
CAL	Conference Approved Literature
DR	District Representative
GR	Group Representative
ISS	Interim Service Seminar
NCL	Non-Profit Corporate Law
NOMAAC	Northern Mid-Atlantic Alateen Assembly and Conference, Inc.
PA A Assembly	Pennsylvania Al-Anon Assembly AFG, Inc.
WSC	World Service Conference
WSO	World Service Office

Article I

Name, Office, Purposes, and Functions

Section 1. Name The name of the Corporation shall be Pennsylvania Al-Anon Assembly AFG, Inc. In keeping with Al-Anon's tradition of anonymity (Traditions XI and XII), wherever permitted and convenient the Corporation will do business as PA A Assembly.

Section 2. Office The Corporation will continuously maintain a *registered office* in the Commonwealth of Pennsylvania. The office will be located in the township of Warwick, Lancaster County or other suitable place as may be designated from time to time by the Corporation.

Section 3. Purposes The primary purpose of Al-Anon is to help families and friends of alcoholics. This is achieved by: "offering comfort, hope, and friendship to the families and friends of compulsive drinkers; "providing the opportunity to learn to grow spiritually through the Twelve Steps adapted from Alcoholics Anonymous (AA), and; "sharing experience in coping with the disease of alcoholism and learning how the Al-Anon Program helps us to give understanding and encouragement to the alcoholic."

The entire Al-Anon/Alateen fellowship structure exists for the sole purpose of helping the groups to help people. "The Al-Anon Family Groups (AFG) have no opinion on outside issues." (Tradition X). Therefore, no part of the activities of the PA A Assembly shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. Functions As a service arm of the Al-Anon fellowship, the PA A Assembly is created by the groups it serves, and the groups determine its scope and function. The PA A Assembly has only enough structure to assure effective functioning and free exchange of information and help. The specific functions taken from the current *Al-Anon/Alateen Service Manual* for the Assembly and the Area World Service Committee (AWSC) are:

- (a) Elect a Delegate to represent the Al-Anon/Alateen groups of Pennsylvania Area at Al-Anon's annual World Service Conference (WSC);
- (b) Inform and unify the Al-Anon/Alateen groups in the Pennsylvania Area;
- (c) Receive and distribute reports on Area and World Service affairs and assure adequate interchange of information and ideas about service activities (such as those objectives

outlined in the duties of Area Officers, Coordinators, and Liaisons in Articles III and V to follow);

- (d) Plan the agendas for the Election Assembly meetings and the Interim Assembly meetings and plan for the general improvement of both the Assembly and the Al-Anon/Alateen groups in the Pennsylvania Area;
- (e) Assist any Al-Anon/Alateen group which fails to resolve its disputes or misunderstandings by application of the Twelve Traditions before asking Al-Anon World Service Office (WSO) to suggest solutions; submit questions that cannot be resolved at the District or Assembly level to the WSC Admissions/Handbook Committee at the WSO.

Article II

Definitions and Structure

Section 1. Assembly The full Assembly is comprised of the Delegate, Alternate Delegate, Chairman, Secretary, Treasurer, Coordinators, Liaisons, Convention Chairmen, District Representatives (DRs), and Group Representatives (GRs). At Election Assemblies and Interim Assemblies the GRs have a voice and a vote. Each group has one vote. DRs, Officers, and Coordinators may not vote at an Assembly unless they are attending as GRs. Non-voting members who attend may serve as tellers to assist with balloting.

Section 2. AWSC Voting members of the AWSC are the Delegate, Alternate Delegate, Chairman, Secretary, Treasurer, the DRs, Coordinators, Liaison members from Al-Anon Information Services (AIS), the Pennsylvania Al-Anon Convention Chairman, and the Northern Mid-Atlantic Alateen Assembly and Conference, Inc. (NOMAAC) Chairman. Guests may attend but they do not have a voice or a vote.

Powers and duties conferred upon a board of directors by applicable statute shall be exercised by the AWSC unless otherwise provided herein.

Section 3. GRs and DRs A GR is a member of an Al-Anon/Alateen group, preferably with a basic understanding of the Al-Anon program, elected by the group for a three-year term using any election procedure the group chooses.

A DR is a GR elected by the other GRs in the district. A district is a segment of Pennsylvania; the number of districts and their boundaries are determined by a vote of the Assembly. One DR represents each district within the Pennsylvania Area for a three-year term.

Section 4. Dual Membership Because of the unique nature of both programs, Al-Anon/Alateen members who are also AA members do not hold office beyond the group level as these positions could lead to membership in the WSC. AA members do not serve as GRs, DRs, Area Coordinators, Al-A-Gram editor, Delegate, and/or any of their alternates.

Article III

Officers and Duties

“Our leaders are but trusted servants, they do not govern.” (Al-Anon’s Tradition II)

Section 1. Delegate

The Delegate:

- (a) Represents all the groups in the Area at the annual WSC and participates in discussion and votes on policy matters relating to all Al-Anon;
- (b) Is the channel through which information flows;
- (c) Brings the views and spirit of worldwide Al-Anon back to the Area;
- (d) Reports on proceedings of the Conference so that vital information can be relayed by DRs and GRs to the groups;
- (e) Meets with the AWSC to get the reaction of the groups to the report and to hear ideas on other pertinent matters;
- (f) Polls a cross-section of DRs and GRs between Conferences if requested by the WSO;
- (g) Sends the WSO Conference Administrator items to be considered for the Conference agenda as suggested by his groups;
- (h) Presides at the AWSC meeting or Assembly when the Chairman is not present;
- (i) Sends the names and addresses of the AWSC members to the WSO Conference Administrator.

Section 2. Alternate Delegate

The Alternate Delegate:

- (a) Assists the Delegate;
- (b) Acquaints himself with all the Delegate’s duties so that if the Delegate is unable to finish his three-year term, the Alternate can step in to complete it;
- (c) Makes arrangements for the Assembly and AWSC meeting places, including planning for meals and lodging.

Section 3. Chairman

The Chairman:

- (a) Calls Assemblies and AWSC meetings, plans agendas, conducts the meeting in an orderly manner, and asks the Secretary to send out notices of meetings to voting members;
- (b) Appoints the Area Coordinators of special services (listed in Article V);
- (c) Appoints another DR to fill any officer vacancy other than position of Chairman that occurs if an officer resigns or is unable to serve until an election can be held at the next Interim Assembly;
- (d) Keeps the originals of all official documents in a permanent file to be passed on to his successor;
- (e) Maintains notebooks with all corrected Area minutes to be passed along to his successor;
- (f) Works with the By-Law Committee to review and revise by-laws during his three-year term.

Section 4. The Secretary

The Secretary:

- (a) Attends to all regular secretarial work;
- (b) Takes minutes of all meetings, provides them to the AWSC members, and keeps a permanent minutes book to be passed along to his successor;
- (c) Provides the Chairman and Area Archivist with corrected copies of minutes to be filed in the Chairman's Area Minutes' notebook and Area Archives;
- (d) Maintains a file containing the By-Laws including all amendments and copies of all official documents to be passed along to his successor;
- (e) Calls the roll of all voting members at the Assembly;
- (f) Sends out meeting notices to voting members at least six (6) weeks in advance of the meeting date.

Section 5. Treasurer

The Treasurer:

- (a) Handles all Assembly collections and funds;
- (b) Sends an appeal letter at least once per year to all Al-Anon/Alateen groups in Pennsylvania, asking them to contribute to the Area Treasury;
- (c) Pays all bills for expenditures approved by the AWSC;
- (d) Sends the equalized sum to the WSO for the Delegate's Fund by January 1 each year;
- (e) Makes quarterly written financial reports to the AWSC and an annual financial report to the Assembly;
- (f) Submits financial records from PA A Assembly, Inc. and PA Area Al-Anon Convention to an independent accountant at the close of each fiscal year to facilitate filing of tax returns to the appropriate government agencies;
- (g) Works with the Finance Committee to prepare a budget for the coming fiscal year;
- (h) Files necessary forms to maintain IRS 501.3(c) Non-Profit status;
- (i) Secures insurance as required.

Article IV

Elections, Terms of Office, and Vacancies

Section 1. The Delegate, Alternate Delegate, Chairman, Secretary, and Treasurer are elected in that order from among the DRs at the Election Assembly for three-year terms. The outgoing Delegate may also stand for Chairman. GRs who have a right to vote and are in attendance at the Assembly vote by written ballot.

Section 2. The Delegate and the Alternate Delegate are elected by two-thirds vote. The Chairman, Secretary, and Treasurer are elected by a simple majority vote.

Section 3. The balloting procedures suggested in the *Al-Anon/Alateen Service Manual* will be followed, and where options are presented, the decision of which option to use will be made by vote of the GRs at an Interim Assembly prior to the Election Assembly.

Section 4. Vacancies

- (a) If the Delegate fails to complete his three-year term, the Alternate Delegate automatically becomes the Delegate for the balance of the Delegate's term. The Chairman appoints an interim Alternate from among the DRs to serve until an election is held at the next Interim Assembly.

- (b) If the Chairman resigns or fails to complete his term, the AWSC elects a Chairman pro tem from among the current DRs. An election for a Chairman will be held at the next Interim Assembly.
- (c) If any other officer resigns or for any reason is unable to or fails to serve, a DR is appointed by the Chairman to replace the officer until another can be elected at the next Interim Assembly to complete the term. He may then be elected to a three-year term of his own.
- (d) If a DR misses two consecutive AWSC meetings and does not send an alternate to represent the District, the Chairman will send a letter to the GRs in the District informing them that they are not represented and encouraging them to take action to insure participation, which may include electing a new DR.

Article V

Coordinators, Information Service Liaisons, Convention Chairmen

Section 1. Coordinators

Coordinators of special services are appointed by the Chairman and serve for three years. If a Coordinator resigns, the Chairman will ask for resumes and select an individual to complete the three-year term. From time to time their roles may be expanded or combined, and a person can serve in more than one capacity. The total number of Coordinators can be increased only by a vote of the Assembly. Coordinators are to become familiar with the Al-Anon Conference Approved Literature (CAL) relevant to their service and the Guidelines compiled and distributed by the WSO. They coordinate the activities of their service in Pennsylvania and are a liaison between the AWSC and the groups they serve. They report at the AWSC meetings and the Assemblies on the activities in Pennsylvania and on any new information from the WSO. The special services and the Coordinator's functions are:

- (a) Alateen
 - (1) Serves as a resource for Alateen sponsors and Alateen groups, especially new groups;
 - (2) Administers the PA Alateen Safety Guidelines for all adult members serving Alateen, registers Alateen groups with the WSO that have submitted appropriate sponsor/adult member clearances and/or annual recertification forms, and acquires WSO sponsor identification numbers for appropriately registered/certified sponsors;
 - (3) Serves as a liaison to the NOMAAC board and attends their Convention planning sessions.

(b) Public Outreach

- (1) Serves as a communication link between the WSO Public Outreach Department and the AWSC;
- (2) Works with the AWSC Public Outreach Committee to generate ideas and prepare materials for Area-wide projects. These projects educate professionals about Al-Anon/Alateen as a resource for families and friends of alcoholics;
- (3) Motivates DRs to generate and carry out ideas at the district and group levels;
- (4) Encourages the AWSC to adhere to WSO guidelines, such as the use of CAL and protection of anonymity, when doing outreach projects;
- (5) Coordinates the Public Outreach display at the Assembly.

(c) Archives

- (1) Gathers, organizes, protects, and preserves the factual, documented history of Al-Anon in Pennsylvania past and present (including copies of all official documents) and informs members of their heritage;
- (2) Displays historical documents at the Assembly and the PA Area Al-Anon Convention.

(d) Literature/Forum

- (1) Encourages the display and distribution of CAL at meetings, the Assembly, and Conventions;
- (2) Provides information on new pieces of literature;
- (3) Encourages members to submit personal sharings to the WSO for use in publication of new pieces of CAL and issues of the Forum.

(e) Al-A-Gram Editor

- (1) Prepares the Area newsletter, the *Al-A-Gram*, for publication, using sharings submitted by Officers, Coordinators, and members about Area, District, and group activities. Only Al-Anon events are publicized (Al-Anon's Tradition VI);
- (2) Distributes the *Al-A-Gram* to all Al-Anon/Alateen groups in the Area and to any individuals who subscribe;

- (3) Applies for a bulk mail permit and a P.O. box and keeps them current by notifying the Treasurer when renewals are due;
 - (4) Mails all bulk mailings for the Area and the Convention;
 - (5) Keeps records of all personal subscriptions, ensuring that the money is given to the Treasurer and that subscribers are notified when their subscription will expire.
- (f) Group Records
- (1) Maintains up-to-date listing of all groups, GRs, DRs, Officers, and Coordinators and provides copies of lists as needed;
 - (2) Receives, distributes, and coordinates WSO group records listings;
 - (3) Provides mailing labels for the newsletter and other mailings.
- (g) Website Coordinator
- (1) Establishes, designs, and maintains the PA Al-Anon website to attract family and friends of alcoholics;
 - (2) Informs Al-Anon members of Al-Anon facts, Area meeting locations, and other content as may be discussed by the AWSC.

Section 2. AIS Liaisons

Liaisons from the Al-Anon Information Service of Delaware Valley (AISDV) and Al-Anon Information Service of Pittsburgh, Inc. are selected by their AIS. No AA member may serve. They are the communication link between the AWSC, the Assembly, and their AIS.

Section 3. Convention Chairmen

(a) Pennsylvania Area Al-Anon Convention

The Convention Chairman appoints a Co-Chairman to serve with him. The Co-Chairman succeeds the Chairman the following year. The Chairman with the Co-Chairman appoints the rest of the committee and presents their names to the AWSC. The Convention Committee will adhere to the *Al-Anon/Alateen Service Manual*. The AWSC must approve revisions to the Convention Committee Rules of Procedure. The Convention Chairman provides copies of Convention Duties and Rules of Procedure to the AWSC each time there is a modification made. The Convention Chairman attends and reports to the Assembly and to the AWSC on plans for

the Convention, provides written quarterly financial reports to the AWSC, and presents an annual report and financial statement for the Convention to the Assembly.

(b) Northern Mid-Atlantic Alateen Assembly and Conference, Inc. (NOMAAC)

The Alateen Chairman or other designated member of the NOMAAC Board, selected by that committee, attends the AWSC and Assembly meetings and provides a written report about NOMAAC.

Article VI

Meetings

All meetings will be conducted in the spirit of the Twelve Traditions and the Twelve Concepts of Service following the prepared agenda.

Section 1. Assemblies

(a) An Election Assembly is called by the Chairman every three years before the end of December. Notice is sent to all Al-Anon/Alateen groups. Elected representatives from all Groups desiring to participate meet together. The Chairman prepares for the Assembly by making sure that: non-voting members serve as tellers; every GR signs a register giving his name and group name; a map of Pennsylvania with district boundaries indicated is hung; materials for balloting are provided; and GRs bring or have the opportunity to purchase an *Al-Anon/Alateen Service Manual*.

The Chairman conducts the meeting, reviews election and balloting procedures with the GRs in attendance, and proceeds with the election. Officers' terms begin the following January 1. An Election Assembly also includes all agenda items of an Interim Assembly (Article VI, Section 1 (b)).

(b) Interim Assemblies are called by the Chairman usually at regular intervals, such as once a year. Notice of the Assembly is sent to all Al-Anon/Alateen groups. If a vacancy has occurred due to the resignation of one of the Officers, an election will be held to fill the position for the remainder of the term. The agenda includes:

- approval of previous Assembly minutes
- Treasurer's annual report, including comments from the independent accountant
- reports from the Delegate, Officers, Coordinators, AIS Liaisons, and Convention Chairmen
- approval of the budget for the coming fiscal year
- Question & Answer sessions providing GRs an opportunity to express ideas, opinions, and questions and for discussion of the Twelve Traditions and the Twelve Concepts of Service as resources in the solution of group, district, and Area problems
- speaker (from WSO whenever possible)
- other topics as the need arises or time permits

Section 2. AWSC Meetings

AWSC meetings are called by the Chairman as needed to plan for the Election and Interim Assemblies and for discussion of Area matters. Notice of a meeting is given to all voting members by mail or telephone.

The agenda, prepared by the Chairman includes:

- approval of minutes
- review of the Treasurer’s written quarterly reports
- review and comments on the Finance Committee work on the proposed budget
- reports from Officers, Coordinators, and Liaisons, with time for questions and comments
- reports from DRs, with time for questions and comments
- discussion of the Delegate’s Conference Report and feedback on World Service matters
- discussion and preparation of any recommendations to the Assembly
- other items as may from time to time be of interest to or require the attention of the AWSC

Section 3. Conventions

(a) The Pennsylvania Area Al-Anon Convention is held annually for members to celebrate and share their experiences. Attendance at the Convention is open to all Al-Anon members, and topics are planned to be of interest to all members. The Convention Chairman or another Convention Committee liaison has a voice and a vote at the AWSC. Good communication by the Convention Chairman assures better attendance as well as good will. Detailed information on the income and expenditures of the Convention is included in the year-end reports of the Area Treasurer, with all statements, receipts, and records being turned over to the Area Treasurer. The Convention will purchase bonding insurance for the authorized check signers on the Convention checking account. Each year an amount, not to exceed \$6,500.00, will be held in reserve to seed the next Convention. The remaining funds after all expenses have been paid will be distributed as follows: eighty per cent transferred to the general funds of the PA A Assembly and twenty per cent contributed to the WSO.

(b) Northern Mid-Atlantic Alateen Assembly and Conference, Inc. (NOMAAC)

In order to provide the Alateen members of Pennsylvania the opportunity of participating in a convention, the PA Assembly cooperates with the NOMAAC committee. The Area Alateen Coordinator takes an active role as liaison with the committee, and the committee has a voice and a vote at the AWSC meetings.

Section 4. Interim Service Seminars (ISS)

From time to time the AWSC may encourage the DRs in a convenient sector of the State to work together to plan and hold an ISS. ISSs are open to all Al-Anon and Alateen members. The purpose is to bring Area Officers and members together to present information on Al-Anon’s service structure and share suggestions for improving groups, applying the Twelve Traditions and Twelve Concepts of Service, and informing the public about the Al-Anon program.

Article VII

Finances

Section 1. Fiscal Year The fiscal year will be January 1 through December 31.

Section 2. Authorized signatures A minimum of three Officers will be authorized to sign checks, and two signatures will be required on every check. A separate bank account will be kept by the Convention Treasurer, which will require two authorized signatures of Convention committee members on every check.

Section 3. Independent Accountant Financial records will be submitted to an independent accountant at the close of each fiscal year for compilation, review, or audit as may be required by any government agency.

Section 4. Personal Benefit Excluded No part of any funds received will be for the benefit of any members, Officers, or other private persons personally except as reimbursement for approved expenses actually incurred in the performance of their duties in the furtherance of the purposes and functions of the PA Assembly.

Section 5. Source of Funds “Every group ought to be fully self-supporting, declining outside contributions.” (Al-Anon’s Tradition VII)

The source of funds will be individual members, Al-Anon/Alateen groups, AISs, Districts, or Convention Committees in Pennsylvania. An appeal letter will be sent to each group at least once per year. Individual contributions and bequests shall be limited to the same amount specified as the limit for contributions to the WSO in the *Al-Anon/Alateen Service Manual* in use at the time of the contribution.

Section 6. Support of Outside Enterprises Excluded “Our Al-Anon Family Groups ought never endorse, finance or lend our name to any outside enterprise, lest problems of money, property and prestige divert us from our primary spiritual aim...” (Al-Anon’s Tradition VI)

No funds will be used in support of any non-Al-Anon-related activities or placed at the disposal of non-Al-Anon entities. Contributions may be made to Al-Anon Family Group Headquarters, Inc., a 501(c)(3) entity.

Section 7. Prudent Reserve Funds may accumulate in the checking account of the PA Assembly or be transferred to a special account to ensure the continuation of services in the event of a sudden or severe shortfall of income. The AWSC will not permit funds to become excessive or to exceed one year’s operating expenses.

Section 8. Finance Committee Every three years, after the new Officers begin their terms, the DRs from various sectors of the state will caucus at an AWSC meeting to select one

representative from each sector to serve with the Treasurer and the Alternate Delegate as a Finance Committee to prepare the proposed budget for the coming fiscal year.

Article VIII

Limited Liability and Indemnification

The provisions of this Article extend to the members of the AWSC as described in Article II Section 2.

Section 1. Limited Liability— (a) Except as provided in paragraph (b), no AWSC member, (or former AWSC member) shall be personally liable for monetary damages for any action taken as an AWSC member or any failure to take any action unless the AWSC member has breached or failed to perform the duties of his or her office in accordance with section 5712 of the Nonprofit Corporation Law of 1988 (the NCL) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. (b) This limitation of liability shall not apply to responsibility or liability of an AWSC member pursuant to a criminal statute or the liability of an AWSC member for the payment of taxes pursuant to local, State, or Federal law.

Section 2. Indemnification: The corporation shall indemnify every member of the AWSC, every member of every committee and subcommittee of the AWSC (each a “committee member”), and every officer of the corporation (collectively the “Indemnities”), and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation as action by or in the right of the corporation, by reason of the fact that such person is or was an AWSC member, committee member, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as, an AWSC member, Officer, employee or agent of another entity, partnership, joint venture, trust or other enterprise, against expenses, including without limitation attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3. Rights not exclusive: The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-law, agreement, contract, vote of members or disinterested AWSC members or pursuant to the direction of any court of competent jurisdiction or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the corporation that indemnification of, and advancement of expenses to Indemnities of the corporation shall be made to the fullest extent permitted from time to time by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of Indemnities of the corporation effective immediately upon any modification of the NCL that

expands or enlarges the power or obligation of corporations organized under the NCL to indemnify, or advance expenses to, Indemnities of the corporation.

Section 4. Advancement of expenses: The corporation shall pay expenses incurred by an Indemnitee, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final deposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation.

Section 5. Continuation of rights: (a) The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be, an AWSC member, committee member, Officer, employee or agent of the corporation and shall inure to the benefit of the heirs, executors, administrators, successors and assigns of such person. (b) The indemnification and advancement of expenses provided by this Article shall not depend upon whether such person is a member of the AWSC, a committee member, an officer, employee or agent at the time such claim, action, suit, or proceeding is begun, prosecuted, or threatened, nor on whether the liability to be indemnified was incurred or the act or omission occurred prior to the adoption of this Article.

Section 6. Funding: The corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under the By-Laws or otherwise. This authority shall include, without limitation, the authority to (a) deposit funds in trust or in escrow; (b) establish any form of self-insurance; (c) secure its indemnity obligations by grant of a security interest, mortgage other lien on the assets of the corporation; or (d) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated in this Article. The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 2 of this Article but whom the corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NCL or otherwise. The authority granted by this Section 6 shall be exercised by the AWSC.

Section 7. Notice and Representation: As soon as practicable after receipt of any person specified in Section 2 of this Article of notice of the commencement of any action, suit or proceeding specified in Section 2 of this Article such person shall, if a claim with respect thereto may be made against the corporation under this Article notify the corporation in writing of the commencement or threat thereof, however, the omission so to notify the corporation shall not relieve the corporation from any liability under this article unless the corporation shall have been prejudiced thereby or from any other liability that it may have to such person other than under this Article. With respect to any such action as to which such person notifies the corporation of the commencement or threat thereof, the corporation may participate therein at its own expense and, except as otherwise provided below, to the extent that it desires, the corporation jointly with any other indemnifying party similarly notified shall be entitled to assume the defense thereof,

with counsel selected by the corporation to the reasonable satisfaction of such person. After notice from the corporation to such person of its election to assume the defense thereof, the corporation shall not be liable to such person under this Article for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided below. Such person shall have the right to employ his or her or its own counsel in such action, but the fees and expenses of such counsel incurred after notice from the corporation of this assumption of the defense thereof shall be at the expense of such person unless: (a) the employment of such counsel by such person shall have been authorized by the corporation; (b) such person shall have reasonably concluded that there may be a conflict of interest between the corporation and such person in the conduct of the defense of such proceeding; or (c) the corporation shall not in fact have employed counsel to assume the defense of such action. The corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest.

Section 8. Payment: (a) In each instance in which the right to indemnification hereunder is asserted, determination of the time, manner, and amount of payment thereof, shall be made by the AWSC. Such indemnification shall be deemed to be an expense of the corporation. (b) If indemnification under this Article or advancement of expenses are not paid or made by the corporation, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for an advancement of expenses has been received by the corporation, then such person may, at any time thereafter, bring suit against the corporation to recover the unpaid amount of the claim or the advancement of expenses. The right of indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the corporation.

Section 9. Insurance: The AWSC shall be empowered to carry such insurance as is reasonably required to provide adequate coverage for the persons mentioned in Section 2 of this Article, for the acts or omissions mentioned in Section 2 of this Article. Such insurance shall be deemed to be an expense of the corporation.

Section 10. Limitation: Anything to the contrary notwithstanding, the corporation shall not indemnify AWSC members, officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premiums shall constitute a violation of any of the provisions of the Internal Revenue Code of 1986 applicable to a private foundation described in Section 509 (a) of said Code (or the corresponding provisions of any applicable future United States internal revenue law).

Article IX

Amendments

Section 1. By-Law Committee Every three years, after the new Officers begin their terms, the DRs from various sectors of the state will caucus at an AWSC meeting to select one representative from each sector to serve with the Chairman as a By-Law Committee to review and revise the by-laws for the three year term as needed.

Section 2. In keeping with Al-Anon's principle of substantial unanimity discussed in "Al-Anon's Twelve Concepts of Service", these By-Laws may be amended by a two-thirds vote of the members in attendance at an AWSC meeting after a period of at least ten days notification to each member of the proposed amendment.

Section 3. Any future changes in the Al-Anon policies as published in the *Al-Anon/Alateen Service Manual* which create a conflict with these By-Laws shall require a vote of the AWSC to either: (1) amend these By-Laws according to Article IX Section 1; or (2) continue to operate under the existing By-Laws in light of the policy change with an explanation of the reason for doing so.

Article X

Dissolution

Section 1. If permission is ever granted by the WSC for Pennsylvania to be divided into two or more Areas, each to be represented by a Delegate at the WSC, the PA A Assembly would be dissolved for the formation of two or more new entities. Any remaining funds would be divided equally among the new Areas provided that each formed an entity, which was a qualified distributee.

Section 2. If the PA A Assembly dissolves for any reason other than that specified in Section 1, the remaining funds would be distributed to: first, a successor organization if it were a qualified distributee; second, to Al-Anon Family Group Headquarters, Inc. if still in existence and a qualified distributee which was willing and able to accept the funds; or third, to a fund, foundation or corporation organized and operated exclusively for purposes specified in Section 501(c)(3) of the Internal Revenue Code.