

OPPM

OPERATING POLICY AND PROCEDURES MANUAL

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ADULT CHILDREN OF ALCOHOLICS WORLD SERVICE ORGANIZATION, INC. BOARD OF TRUSTEES

July 2018

Note: All revisions after the October 2012 update of this document are footnoted.

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I. STATED PURPOSE¹

The sole purpose of the Adult Children of Alcoholics World Service Organization (ACA WSO) is to serve the Fellowship of Adult Children of Alcoholics (ACA). It is an agency created and now designated by the fellowship of ACA to maintain service for those who might be seeking, through ACA, the means for recovering from being raised in an alcoholic or otherwise dysfunctional home, through sharing information and experiences with one another and by applying to their own lives, in whole or in part, the Twelve Steps, which constitute the recovery program upon which ACA is founded. (See Bylaw II)

The ACA WSO shall do this by using the 12 Traditions and the 12 Concepts of Service in its deliberations and decision-making process and use its best efforts to ensure that the traditions are maintained throughout the fellowship.

The ACA WSO shall consist of a Board of Trustees (hereafter referred to as the Board) for the purpose of complying with the laws of the State of California, which require a membership corporation to be composed of members. The Board will have all the powers provided for in its bylaws, including selection of Board members recommended by the Nominating Committee, the selection of officers of the Board as well as responsibilities for disposition of corporate assets. This is all done in the service of the purposes to which the ACA WSO is dedicated.

A member of the Board is subject to the laws of the State of California and is expected to exercise the powers vested in them by law in a manner consonant with the faith that permeates and guides the fellowship of ACA, inspired by the 12 Steps and in accordance with the 12 Traditions and the 12 Concepts of Service.

The ACA WSO may set up new corporate bodies to serve the purposes of ACA, provided that the ACA WSO shall own all of the capital stock of such corporate bodies, and if such corporate body is a membership corporation, its structure shall be in keeping with that of the ACA/WSO. The ACA WSO is expected to refrain from forming any new corporate body if a majority of the fellowship shall disapprove of its formation.

So that the ACA WSO Board may more effectively serve the purposes for which it is formed, an Executive Committee shall automatically be formed, solely consisting of all Officers of the Board, and furthermore that the Board of Trustees shall form any other committees as necessary to carry out its purposes, maintain an office, or storage space, for the archives and ACA WSO equipment, and conduct an Annual Business Conference (ABC).

II. BRIEF HISTORY

In 1983 the Adult Children of Alcoholics groups voted to establish a permanent Central Service Board (CSB) to act as trusted servant to the fellowship of the emerging ACA, responsible for implementation of service activities, and required to report their activities on a regular basis to all affiliated ACA meetings. They found and established immediately a phone and office staffed by ACA to serve as a center for communications and service work.

¹ This Section last updated 12-9-17

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In 1984, at a Business Conference, groups voted to establish ACA as an autonomous Twelve-Step, Twelve-Tradition organization. It was voted to request the CSB to act as the World Service office on an interim basis (IWSO). It was agreed that any and all materials to be distributed to the general fellowship on a regular basis, must be submitted to the CSB/IWSO for review and acceptance prior to any such distribution.

It was determined that the CSB/IWSO would not create an 'Emeritus Status' for CSB/IWSO Trustees.

In 1989, by Ballot, the fellowship voted for the CSB/IWSO to be discontinued and the Trustees continue to serve as the ACA Interim World Service Organization (ACA/IWSO).

In 1990 the fellowship determined that "Interim" be dropped and the ACA/IWSO, by Ballot, became the World Service Organization (WSO) for ACA in 1991.

The principal office of the corporation, for the transaction of its business, is located in Los Angeles County, California. 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 members of the ACA WSO may designate. The Corporate Seal is kept within the ACA WSO office locked files along with its tax-exempt number.

The ACA WSO Board, in its deliberations and decisions, shall be guided by the Twelve Traditions and the Twelve Concepts of ACA and group conscience. The ACA WSO Board shall use its best efforts to ensure that these Traditions and Concepts are maintained, for it is regarded by the fellowship of ACA as the custodian of these Traditions and, accordingly, it shall not itself, nor, so far as it is within its power to do so, permit others to modify, alter or amplify these Traditions, except in keeping with the provisions of the ACA ABC.

ACA WSO Board members function as trustees of the ACA fellowship. In accordance with Tradition Two, the Board may act for the service of ACA; it shall never perform any acts of government.

III. WSO BOARD OF TRUSTEES²

A. Responsibilities

The number of individuals seated on the ACA WSO Board shall not exceed 20 at any one time.

Board members, also known as Trustees, shall be persons who are members of the ACA fellowship and who express a profound faith in the ACA recovery program.

Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation. (Bylaw IV.4)

² Sub-Sections A through H last updated 12-9-17; Sub-Sections G through the end last updated 4-14-18

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Trustees shall have all the powers provided for in the bylaws and which are normally vested in the "Board of Directors" under the laws of the State of California. They may, by general resolution, delegate to committees or to officers of the ACA WSO such powers as they deem appropriate in the service of the purposes to which the Board is dedicated.

B. Responsibilities

The general responsibilities of the Trustees are to:

1. Exercise the powers vested in them by the laws of the State of California, in a manner consonant with the faith that permeates and guides the fellowship of ACA, inspired by the Twelve Steps of ACA, in accordance with the Twelve Traditions and Twelve Concepts of ACA, and in keeping with the directives of the ACA Annual Business Conference (ABC).
2. Contribute substantial time in order to perform the service required. This is further explained in the "Qualifications for Board Membership" section below.
3. Perform any and all responsibilities and duties imposed on them collectively or individually by law, the Articles of Incorporation, and/or the Bylaws.
4. Appoint and remove, employ and discharge, and except as otherwise provided in the bylaws, prescribe the duties and fix the compensation, if any, for agents and employees of the corporation.
5. Oversee all agents and senior level employees of the corporation to ensure that their duties are performed according to their assigned responsibilities.
6. Be responsible for advising the ACA fellowship with respect to the areas they represent, especially as it pertains to matters of policy.
7. Serve actively on at least one committee of the Board.
8. Read and be familiar with the content of this document (OPPM) and, until they become incorporated into the whole, be aware of any policy motions that are passed by the Board that impact this document.

C. Compensation

Per the ACA WSO Conflict of Interest Policy that all Trustees are required to sign, (see Appendix VIII) Trustees may not be compensated for rendering services to the corporation as a trustee,

Trustees shall, however, be paid reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties.

D. ACA WSO Property

Trustees entrusted with any property of WSO, whether tangible or intangible, including but not limited to addresses, books, funds, keys, literature, meeting information, names, telephone lists, computer and other equipment and other information or property of the ACA WSO fellowship, shall provide exemplary care and utilization of such items during their period of service and shall protect these things from loss, mutilation, or use outside the service of ACA Twelve Step Groups or their individual members.

No person shall interpret ACA WSO material or property entrusted to his or her care as their personal or private property.

At or prior to the end of their Board tenure, Trustees shall return all such property to the Board Secretary.

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Additionally, upon notification by the Board at any other time and for cause, a Trustee may be asked to return WSO property. This may be done by registered or certified mail, or during an in-person or teleconferenced meeting of the Board at which a quorum is present. Such property shall be promptly returned (within 10 business days) to ACA WSO by turning it over to a designated member of the Board or if requested, ensuring delivery to the ACA WSO office.

E. Correspondence

To ensure that necessary records and documents, paper or electronic, are adequately protected and maintained as determined by the Board and in keeping with the laws of the State of California, the issue of correspondence will follow the guidelines of the ACA WSO Document Retention Policy (See Section (to be added)).

Trustees, when answering mail for the Board, may not speak for ACA, ACA WSO, or the Board unless directed to do so by the Board, unless it is designated to be their responsibility by virtue of their office. Trustees may, however, share their personal knowledge and recovery as long as it is made clear that it is their personal experience. This is appropriate whether the communication is by email or another online forum that may be set up for both Board and Fellowship participation, such as www.acawso.Slack.com, which is in use as of this writing.

Board members who receive and answer correspondence from the fellowship should do so using a WSO email account or an email account that can be surrendered to WSO when requested. For paper correspondence, the original correspondence and a copy of the reply should be forwarded to the office for filing.

Any correspondence generated or intended for distribution beyond the workings of the Board must be reviewed by the Board for purpose of policy, procedure and Tradition consistency.

F. Term of Service

A single term of service of a Trustee shall be two (2) years. Trustees are eligible to serve a maximum of three (3) terms of service.

A term of service officially commences at the ABC of ratification. An individual may be voted onto the Board in mid-year, but in such cases, their official term will not begin until the ABC after they come on to the Board

Regional Trustees are required to commit to a minimum of one two-year term of service, in the interest of continuity.

G. Leave of Absence

At the discretion of the Board, a Leave of Absence (LOA) will be given to a Trustee who has been sitting on the board for a minimum of one year at the time of the request. During a LOA said Trustee will not be involved in Board business or have voting rights.

LOAs may be taken for a maximum of six months. If the Trustee is not ready to resume their service, they will be deemed to have resigned from the Board.

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H. Commitment to Service

All members of the board shall agree to comply with, and be bound by, all terms and provisions of the ACA WSO bylaws as well as the policies and procedures as set forth in this document. As a condition of service, and prior to their election to the Board, potential Trustees shall sign the ACA WSO Suggested Commitment to Service. A copy of this document may either be obtained from the Board Secretary or downloaded from the WSO website. It is also shown on pages 601 and 602 in our fellowship text (BRB).

If a Board candidate is unwilling to sign this document, they must send a statement to the Board explaining their objection. If the Board determines that the reason does not violate the Traditions and is not otherwise objectionable, said statement will be published on the website Repository. This will allow the Fellowship to view such statement and ask questions prior to their election to the Board.

I. Categories of Trustees

There are two categories of Trustees:

1. At Large – from the general fellowship, with not more than two from a single geographic region
2. Regional (see Section III-L below)

Note: It is suggested that when possible there be at least two Trustees who reside outside of North America, whether they are At Large or Regional Trustees.

J. Board Nominating Committee

The Nominating Committee was established in December 2017 (see Appendix IV; note that the language in this section of the OPPM supersedes said Appendix if there are any discrepancies.)

This Committee is accountable to the ABC and the Board. When the ABC is not in session, the Committee communicates and works with the Board. It strives to promote and support a cooperative working relationship with both the ABC and the Board.

1. Purpose - the purpose of this committee is to identify and vet (review the credentials of) ACA members who are interested in serving as Board members.
2. Goals - committee goals are:
 - a. To represent the fellowship's broad values by making the nomination and vetting process fair and transparent.
 - b. To present candidates to the Board who can capably carry out the WSO's business and service needs.
 - c. Be aware of the benefits of having a board from diverse backgrounds.
3. Committee Membership – this committee is limited to five members, although it can be empowered by the Board to carry out its responsibilities temporarily (up to six months) with a minimum of two members. All efforts should be made to include one committee member from outside of North America.

One Board member will serve as a non-voting liaison to the committee.

Qualifications for committee membership are as follows:

- a. Ability to protect confidential information.
- b. Positive service work history, both within groups and on independent projects.

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- c. Familiarity with the ACA service structure.
- d. Strong organizational and communication skills.
- e. Willingness to contribute substantial time in order to fulfill responsibilities.
- f. Continuous attendance at ACA meetings for at least the previous six years. Exception: one member may have 2-3 years to help ensure the needs of newcomers are considered.
- g. One or more years of combined ACA service, including at least six months at the WSO level.
- h. Attendance on at least six of the 12 previous Board TCs, or demonstrated familiarity with the full process. This requirement may be waived for past Board members who served a minimum of two years.

The term of service is two years (from ABC to ABC) with an option to serve one additional two year term.

Committee members are not eligible to be nominated to the Board themselves until they have been off of the Nominating Committee for at least one year.

At least one committee member will attend each ABC.

4. Responsibilities:

- a. Work with the Board to identify specialized needs the WSO has, e.g., financial, website, etc.
- b. Announce Board openings to the Fellowship through the WSO website and other standard WSO communication tools.
- c. Review and evaluate applications. Only signed applications will be accepted.
- d. Interview candidates who meet eligibility criteria.
- e. Submit qualified nominees to the Board.

If the Board has any objection to a submitted nominee, they will note their objections in writing to the committee. The committee will evaluate further and either withdraw the nominee or re-submit that nomination to the Board. If the Committee and Board do not reach an agreement, the matter will be decided by the delegates at the following ABC.

WSO-certified Regions are entitled to a seat on the Board of Trustees. Candidates from such Regions will be forwarded to the Committee for presentation to the Board if they meet Board eligibility criteria. See sub-section K below for more information.

As the WSO committee structure grows, the Nominating Committee may be asked to vet individuals for key committee positions.

K. Qualifications for Board Membership

The following are the desired qualifications that Board candidates should meet before being considered for the position of Trustee. This applies to both At Large and Regional candidates:

1. Continuous attendance at ACA meetings for at least the previous five years.
2. One year or more of combined service to an ACA intergroup, region or WSO committee, with at least six months of active participation on a WSO Committee.

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3. Attendance on at least six WSO monthly Board teleconference calls within the previous 12 months.
4. Working knowledge of ACA's Steps, Traditions and Concepts of Service.
5. WSO Trustees may not hold a similar position in another 12-Step Fellowship.
6. Demonstrated skill at working in a group setting and completing projects.
7. Ability to donate substantial time that minimally includes the following:
 - 7.1. Attend at least 3 Board meetings per month.
 - 7.2. Become a working member of at least one standing committee.
 - 7.3. Attend the yearly ABC and AWC.
 - 7.4. Attend the Board's annual Strategic Planning meeting/training retreats.
 - 7.5. Maintain communication with other Trustees as necessary to complete commitments (via email, telephone, and other web-based communication platforms)
 - 7.6. Fulfill any additional commitments of Board membership as deemed necessary.
8. Willingness to sign both the Commitment to Service and the Board's Conflict of Interest Statement.

Note: The Nominating Committee can ask the Board to consider exceptions to these desired qualifications. Such a request, and the reason for the exception, will be submitted in writing to the Board.

L. Regional Trustees

The Service Structure Committee is tasked with creating a new Regional Map. Until such a new map is determined, the map that was created in 1995 can loosely serve as a guide for regional boundaries. Groups interested in forming a Region should contact this committee to help ensure that there is some type of cohesive effort and lack of overlap of new Regions.

A Regional Trustee can be elected to the board when a vacancy is available and the candidate has been properly presented to the Nominating Committee for consideration.

It is recognized that a Regional Trustee is essentially serving two groups simultaneously, i.e., ACA WSO and their Region. While it should be self-evident about the differences in these roles, the following general guidance is offered to help avoid confusion.

1. When doing general Board work and committee work, which includes attending WSO Board meetings, the Regional Trustee is serving the entire ACA Fellowship rather than one geographical region. This Trustee is, therefore, directly responsible to the entire ACA Fellowship.
2. The Regional Trustee will represent both the minority and majority concerns of those in their Region to the Board. When they become a Board member, it is understood that their Region accepts on faith that they may have information available to them that perhaps the Region does not have nor will be given, and therefore the Regional Trustee is expected to act in service to ACA WSO to the best of their ability.

M. Impeachment/Removal, Resignation, Vacancy

1. Impeachment/Removal

In keeping with the Commitment to Service, any Trustee, whether At Large or Regional, may be removed by request or cause. Tradition violations, working outside the boundaries of the

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Policies and Procedures as set forth in this document or that have become common practice before being added to this document, abuse of fiscal responsibility, or other action seen as adverse to the operation of the Board or in service to the Fellowship, as determined by the majority of the members of the body (the Board or ABC) will serve as just cause.

A Trustee who shall be absent from three (3) consecutive regular monthly meetings of the Board, without notice to the Board, shall automatically be removed from the Board unless such absences are due to emergency situations for which the Board declares exceptions

Absence by a Trustee from four (4) out of 12 monthly meetings is cause for concern and the Trustee will be put on notice.

The Board may declare a Trustee's office vacant who has been declared of unsound mind by a final order of a court, conviction of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following the California Nonprofit Public Benefit Corporation Law.

Action for removal may be taken up at any Board meeting in keeping with meeting requirements.

If a Regional Trustee is removed from or wishes to leave the Board, the Region they represent will be notified as soon as possible. In such cases, only a non-confidential reason for termination will be included in any documentation and thus stated in the notification to the Region. Upon request, the Board will have a confidential call with the Region's officers to communicate anything that should not be released as public information.

The Region may then present a suitable replacement to the Nominating Committee.

2. Resignations

Any Trustee may resign, either effective immediately or effective at a later specified time, upon giving written notice to either the Executive Committee, or the full Board. However, no Trustee may resign if the corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Attorney General of the State of California.

3. Vacancy

If this Corporation has vacancies on the Board created by the removal or resignation of a Trustee, such a Vacancy may be filled through the nomination process.

IV. ACA WSO BOARD OFFICERS³

A. General

Board members shall select from amongst themselves the persons to perform the duties of the officers to meet the lawful requirements of the State of California and comply with customary corporation terminology. The officers of this corporation shall be: Chairperson, Vice Chairperson, Secretary, and Treasurer. Any number of offices may be held by the same person except that the

³ Last updated 12-28-17

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Chairperson may not also serve as the Secretary or Treasurer (Bylaw IV.7).

Officer titles shall not be used by such officers except in the conduct of ACA WSO business.

Officers shall hold office until the end of the stated term, when he or she resigns, is removed, or is otherwise disqualified to serve.

B. Elections

Nominations for officers are put forward in November and December. Elections are held in January and newly elected officers will be officially seated at the ABC in April.

Incumbent officers will use the time from such election until the ABC to transition their responsibilities to their successor.

C. Term of Service

The term of office for an officer shall be two (2) years (Bylaw IV.9); an officer may be reelected at the completion of the term, but may not serve more than two (2) terms in the same office.

D. Impeachment and/or Removal

Any officer may be removed with cause by the Board at any time. Cause may be any fraudulent activity affecting ACA WSO or lack of fulfillment of duties of a Trustee.

E. Resignation of Officers

An officer may resign from their office at any time by giving written notice to the Board or to the Chairperson or Secretary of the corporation. This does not mean a resignation from the Board.

F. Replacement of Officers

In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the Board shall fill the vacancy. The Board has the discretion to not fill an officer vacancy if circumstances dictate, such as the proximity of the vacancy to the next election of officers.

If a Board member is elected to fill a vacant Officer position, they will only be responsible to serve in that role until the following ABC, at which point a new term will start. Said replacement Officer may then be re-elected to fill that same role for up to two full terms if they are eligible per the guidelines listed in this Section.

V. DUTIES OF OFFICERS⁴

A. Chairperson

The Chairperson (Chair) shall be the chief executive officer of the corporation and shall, subject to the guiding principles of this organization, supervise and guide the affairs of the corporation and the activities of the officers.

⁴ Last updated 12-28-17

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Other specific duties are as follows:

1. Perform all duties generally attributable by law and custom to such office as may be required by the laws of the State of California, by the Articles of Incorporation and ByLaws of this corporation, or duties which may also be prescribed by the Board.
2. Preside at all meetings of the Board. If the Chair is unable to attend, the Vice-Chair shall preside. If the Chair and Vice-Chair are unable to preside, the remaining Trustees will select which Trustee in attendance will chair the meeting.
3. Execute all legal documents in the name of the corporation, including contracts and other instruments that may be authorized by the Board, except as otherwise expressly provided by law, the Articles of Incorporation, or the Bylaws.

B. Vice Chairperson

In the absence of the Chair or in the event the Chair is unable to act or refuses to act, the Vice Chairperson (Vice Chair) shall perform all duties of the Chair and, when doing so, shall have all the powers of and be subject to, all the restrictions placed on the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, the Bylaws or which may be authorized by the Board.

C. Secretary

The Secretary shall perform all duties incident to the Office of Secretary and such other duties as may be required by law, the Articles of Incorporation, the Bylaws, or the Board.

These duties shall include the following:

1. Certify and keep at the principal office and/or on the website, the original, or a copy of the Bylaws, including official amendments to same.
2. Maintain a historical book of minutes of all meetings of the Trustees that comprises all prior action and policies of the Board annually. All minutes are to be completed prior to the ABC. Each meeting's minutes should record the time and place of the meeting, type of meeting, how notice was given, the names of those present or represented, and the proceedings thereof. The minutes must include the ACA logo and the full name of the corporation.
3. Maintain a complete historical record of all approved Motions, to be kept at the principal office and/or on the website.
4. Ensure that all notices are duly given in accordance with the Bylaws or as required by law; be the custodian of the records and of the Seal of the Corporation and see that the Seal is affixed to all duly executed documents, the execution of which, on behalf of the corporation under its Seal, is authorized by law or by the bylaws. If the Secretary is not located at the principal office, the Secretary can direct the custodial actions be handled by the designated Special Worker.
5. Maintain a historical record of Board members at the principal office and/or on the private area of the website Repository. This record should contain the names and addresses of Board members, their terms of service, offices held, and in the case where any Board member resigns mid-term or is asked to leave the Board, record such fact together with the date on which such membership ceased. For all current Board members, this record should also include emergency contact information.
6. Upon request, exhibit at all reasonable times to any Trustee of the Corporation, or to his or her agent or attorney, the Bylaws, the list of Board members, and the minutes of the proceedings of the Trustees.

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7. Present the minutes from Board meetings for approval at the following meeting, whether it is a monthly TC or another meeting of the Board. Board members should present amendments to the minutes to the Secretary prior to the meeting.
8. Maintain an updated Book of Motions and ensure that policy motions are incorporated into this document (OPPM) on a regular basis.

D. Treasurer

The Treasurer shall perform such duties as may be required by law, the Articles of Incorporation, the Bylaws or the Board, and have custody of and be primarily responsible for the management of all funds and securities of the corporation, depositing all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

Specific responsibilities shall include the following:

1. Ensure that receipts are given for all monies due and payable to the corporation from any source.
2. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board, ensuring that there is a proper protocol in place for such disbursements.
3. Cause to be prepared and published monthly and annual financial statements that account for the corporation's properties and business transactions, including assets, liabilities, receipts, disbursements, gains and losses.
4. The Treasurer shall exhibit at all reasonable times the books of account and financial records to any Trustee of the corporation, or to his or her agent or attorney, on request.
5. Render to the Board or individual Trustees, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation.
6. Prepare, or cause to be prepared, and certify or cause to be certified, monthly and annual financial statements to be otherwise provided in the bylaws.
7. Present, or cause to be presented, all financial information for audit upon official request of the Board.
8. Provide a listing of the contributions to ACAWSO from the ACA fellowship, whether by group or individuals, for publication monthly in the Treasurer's section of the WSO Repository on the website and annually for inclusion in the ABC Delegate Binder.
9. Keep all Board members informed, at least monthly, of the financial position of the corporation, including providing an annual copy of Form 990 as well as an explanation of same.

VI. ACA WSO FISCAL POLICIES⁵

A. General

The Fiscal Year for ACA WSO is January 1 to December 31 as set by Article Seven (VII) of the Bylaws.

Note: All money references in this document refer to U.S. Dollars. Also, groups are defined as meetings, Intergroups and Regions.

A. 7th Tradition Contributions

ACA WSO shall request contributions from ACA groups and members for the purpose of helping to maintain WSO operations and service activities. Guidelines for such are as follows:

⁵ Last updated 2-22-18

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1. WSO may only accept contributions from ACA groups and members.
2. The maximum annual contribution by an ACA member cannot exceed \$7,500.
3. The maximum bequest in a will or other instrument that WSO can accept is \$7,500.
4. There is no maximum annual contribution limit from ACA groups.

As noted in Section V of this document, the Treasurer is responsible for ensuring that contributions are listed monthly on the website and annually in a report to the ABC Delegates.

B. Signatory

The Treasurer is the official signatory on all WSO accounts. An additional Board member shall be authorized by the Board to be listed on WSO accounts as a back-up signatory. When possible, this should be a Board Officer.

C. Expenditure Approvals

The Board establishes guidelines for the expenditure of funds, and management of such expenditures to ensure the appropriateness of expenses. The Treasurer ensures that the appropriate level of approval is attained before expenditures are made.

All potential expenditures must be approved via motion of the Full Board, except as noted below:

1. Reorders of inventory for resale only require Executive Committee approval when the quantity does not exceed 10% of any previous order. The Board Vice Chairperson is responsible for reporting such purchases during the monthly Teleconference.
2. The Executive Committee is authorized to approve non-recurring expenditures of up to \$1,000 that are in addition to anything already specifically budgeted for.
3. Committees with annual budgets are authorized to spend those funds as needed within the bounds of the committee's work. For other than routine, recurring expenses, sub-committees must get sign-off from the Primary Committee Chair, e.g., the MPS Chair signs off on H&I non-routine expenditures. Appropriate paperwork must be completed and submitted to the Treasurer or designate as soon as possible.
4. The General Manager is authorized to approve routine operating expenditures for the Distribution Center of up to \$750 per month. In the GMs absence, the Treasurer is authorized to approve same."
5. The Distribution Center Oversight Committee (DCOC) is authorized to approve non-routine expenditures of up to \$500 as well as inventory movement costs for up to \$1,000. An account of such expenditures over \$250 must be made at the Board's monthly teleconference.

D. Reimbursement

Expenses incurred by Trustees, Special Workers, and authorized volunteers are reimbursable if they are deemed to be directly related to carrying out the business of the WSO. (See Appendix IX - Travel Reimbursement Policy.)

To receive reimbursement for an appropriate expense, the currently authorized expense form must be submitted to the Treasurer, or designate, with an original or copy of verification of the expense. The Treasurer, or designate, will review the documentation for completeness and direct the disbursement of funds. The Board Chair approves reimbursements for the Treasurer.

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Reimbursement requests should be submitted within 30 days of the expenditure. If the expense report is not received within 30 days, then minimally estimated expenses must be submitted with the full expense report turned in within the following 30 days. Any expense reports not received within 60 days of the expense will be forwarded to the Executive Board for approval.

Reimbursement should be received by the submitting person within a maximum of 30 days.

E. Records/Reports

The Treasurer shall:

1. Keep records in accordance with Federal and State requirements and guidelines for Nonprofit Public Benefit corporations, and will report monthly to the Board.
2. Ensure that all tax returns are prepared by a qualified professional, and shall properly review, sign and ensure filing in a timely manner.
3. Ensure that the Board annually receives a copy of Form 990, and conduct a session with the Board to help ensure understanding of this document.
4. Publish monthly financial reports in the Repository on the website.

F. Committee Budgets and Reimbursement

Each committee and sub-committee of the Board of WSO will be asked to present annual budgetary requirements to the Finance Committee to cover the following fiscal year. Standing and Ad Hoc Committees are entitled to at least a \$600 annual budget. If a larger budget is required, it must be documented and approved by the Board, either separately or as part of the overall approval of the Annual Budget.

Any proposed expenses over budget must be approved according to the Expenditure Approvals Section above.

Unused funds are not carried over to the next fiscal year.

G. Accounting Policies

All purchases of Fixed Assets or Intangible Assets made by the WSO under \$1,000 will be expensed rather than capitalized and depreciated or amortized. This is effective as of 1-1-17.

VII. PLACING ISSUES BEFORE THE BOARD⁶

Issues can be brought before the Board in various ways.

1. By contacting a member of the Board.
2. Through a Committee of the Board.
3. During the Guest commentary portion of the Board's monthly Teleconference.
4. By submission of a proposal for the Annual Business Conference.
5. By exercising the Right to Petition, which Groups may use to request that the Board reconsider any issue(s) previously considered. (See Appendix I)

⁶ Last revised 4-14-18

OPPM (Operating Policy and Procedures Manual)

VIII. BOARD MEETINGS⁷

A. Notice

All Trustees must ensure that the Secretary of the corporation has current contact information at all times, i.e. address, phone, email and an emergency contact.

All Trustees are made aware of the schedule of Board meetings when they join the Board, and are personally responsible for following that schedule. The Board Secretary is responsible for informing Trustees of changes to the schedule.

In the case of any Special Meetings of the Board, Trustees will agree upon a specified time and date. All efforts will be made to ensure that as many Trustees as possible are able to attend.

B. Types of Board Meetings and Schedule

The Board holds the following types of meetings:

1. **Monthly Public Teleconferences:** held on a teleconference line on the second Saturday of each month at 2 P.M. Eastern Time (North America), unless special circumstances dictate otherwise. In that event, the teleconference shall be held at the day and hour designated by the Board. The Board Secretary will be responsible for having a prominent notice placed on the website.

Teleconference dial-in information is posted on the website. This type of meeting is intentionally public and is held for the purpose of helping to maintain transparency of operations. Because they are Board meetings, during the formal agenda portion, the only participants are Board members and those invited by the Board to contribute, such as committee members. At the conclusion of the formal agenda, guests are invited to make comments and ask questions.

2. **Non-Public Teleconferences:** The Board may hold other, less formal Board meetings at any time for the purpose of conducting corporate business. All Board members must be informed of such meetings in a timely manner. They may only be held if a quorum of Board members is available. Minutes are to be taken, and any motions made and passed during such meetings are to be read into the record during the Monthly Teleconference. Such motions must indicate the date of the meeting, those present, and the voting results.
3. **Emergency Executive Committee Meetings:** In such case as may be necessary for the purpose of conducting corporate business, the officers may call an emergency meeting to handle a critical item of business and inform the rest of the Board immediately of any action taken.
4. **Strategic Planning Meetings:** At least once per year the Board will meet for a face-to-face Strategic Planning Meeting. It is recommended that an additional such meeting be held after the ABC if logistically possible. All efforts should be made to ensure that such meetings are held at a time when every Board member is able to attend.
5. **Confidential Board Meetings:** When a matter is considered extremely sensitive in nature, the Board may elect to have confidential meetings which will not be recorded nor will minutes be required to be published. These meetings are only held with at least a quorum of the Board

⁷ Last revised 4-14-18

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present, and are sometimes referred to as Executive Sessions. Examples of such are sensitive personnel matters or discussions about items that may have legal ramifications

C. Monthly Teleconference Agenda

When possible, motions to be considered during the Monthly Teleconference should be sent to the Secretary seven (7) days prior to the meeting for inclusion on the published agenda. If the issue is determined by the Executive Committee or the Board to need clarification, Committee review, or submission to a Committee for comment before action can be taken, the item may be deferred until a later time.

The agenda is to be posted on the website at least three days before the meeting.

New items of business, including motions, may be added to the Agenda by Board members and with Board agreement during the Teleconference.

D. Board Meeting Protocol

Decisions are made by the group conscience of those Board members present at any meeting where a quorum is present.

A consensus must be reached in order for a motion to be passed. If a Board member expresses a concern and wishes to block a motion, also known as a blocking concern, the motion must be discussed. If the Board member who raised the blocking concern does not agree to the motion after discussion or if the motion is not rescinded by the proposer of the motion after discussion, a roll call vote will be taken.

Robert's Rules of Order will be used as a guide whenever a procedural issue occurs that is not covered by the Bylaws, the Traditions or this document.

A parliamentarian may be appointed by the Board to assist the Chairperson.

E. Quorum

A quorum of the Board is necessary for any regular motions to be considered and voted on by the Board.

A quorum is defined as follows:

1. For a regular Board meeting, quorum is a simple majority - fifty percent (50%) plus one, e.g., with ten Board members, a quorum is six (6), i.e., one-half (5) plus one.
2. For a change in any ByLaw, quorum is 75%. (See sub-section I regarding ByLaws changes.)
3. For an emergency Executive Committee meeting, quorum is at least three of the currently serving officers of the Board.

Any meeting held at which a quorum is not present may still be held for the purpose of providing Committee updates, and in the case of the Monthly Teleconference, providing time for guest questions and comments. However, the only motion that the Chair may entertain at such a meeting is a motion to adjourn.

Once a quorum is established, if one or more Board members will have to leave the call, thereby losing quorum, motions should be entertained first in the agenda.

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Once quorum no longer exists, motions may not be discussed.

If no more than one-third of the Board members are present, the meeting may be adjourned and an official notice/record shall be placed on the website citing the reason for the adjournment.

F. Board Motions

The Board may pass motions at any time for the sake of efficiently conducting the business of ACA WSO.

To maintain transparency for the fellowship, all motions passed by the Board must become part of the official record of a public meeting, whether that is a Monthly Board Teleconference or the Board meeting that immediately follows an ABC.

Motions passed by the Board can emanate from a Board member or a Committee.

When Committees recommend motions, the Board decides if it will entertain the motion. If so, the official motion will be considered as sponsored by that committee.

1. Urgent motions passed outside of a Board meeting:
 - a. The Presenter of the motion must ensure that all Board members vote on the motion.
 - b. No matter what online media is used to consider the motion, the Presenter must email the motion, final vote, and significant discussion to the full Board.
 - c. The Board Secretary will ensure the motion is on the agenda to be read into the record at the next Monthly Teleconference
 - d. The first person who concurs with such a motion is considered to be the one who seconded the motion.
2. Motions passed during a non-public Board Meeting:
 - a. These are new motions that have not previously been voted on and enacted.
 - b. The results of such motions are read into the record at the next Monthly Teleconference.
 - c. Any discussion cited with the motion should be brief and include only motion-specific language.
3. Recalling or amending previously passed motions:
 - a. If a motion has been passed but has not been acted upon, a new motion must be created to recall the original motion. Both motions will then reference each other in the Book of Motions.
 - b. If a previously passed motion is to be amended, a new motion must be made and both motions notated.

G. Voting

When the proper quorum or majority is present, every act or decision made by a majority of the trustees present at a meeting duly held is the act of the Board.

The minority voice is important and ought to be recognized at all times. Yet once an issue has been decided, it is expected that all Board members will accept the decision and go forward in compliance with it.

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1. Absentee Voting

A Board member who will be absent from a Board meeting due to mitigating circumstances or compelling limitations acknowledged and approved by a majority of the full Board, will be allowed to vote by absentee ballot. Such Board members will inform the Board Secretary by email of their vote on agenda motions.

However, if such motion is substantially modified during the meeting, the absentee vote will be noted for the original motion but will not be viable for a substantially modified motion. If there is a difference of opinion among Board members about what constitutes a substantial modification on a motion and a quorum vote cannot be reached, the motion will be held over.

2. Substantial Unanimity

When substantial unanimity is required, agreement of 75% of the members of the full Board is needed.

H. Board Agreements – Group Consensus

The Board sometimes addresses issues that only require agreement rather than a formal motion. In such cases, a group consensus is sufficient, e.g., asking the Board for permission to get bids on a project.

IX. EXECUTIVE COMMITTEE⁸

A. Members

The Executive Committee shall consist of the four Corporate Officers: Chairperson, Vice Chairperson, Secretary, and Treasurer.

B. Powers and Authority

The Board shall delegate to the Executive Committee any of the powers and authority of the Board in the management of business and affairs of the corporation, except said committee may not:

1. Approve of any action, which, under law or WSO Corporate ByLaws, requires the approval of the proper majority of the full Board.
2. Fill vacancies on the Board.
3. Amend or repeal existing ByLaws or adopt new ByLaws.
4. Amend or repeal a resolution of the Board.
5. Create committees of the Board.
6. Approve a transaction to which this Corporation is a party and in which one or more of the Trustees has a material financial interest.

By majority vote of its members, the Board may at any time revoke or modify any or all of the authority so delegated to this Committee.

This Committee shall keep minutes of its proceedings and actions that must be posted in the website Repository, and report the same at the next regular Board teleconference meeting.

⁸ Last updated 2-22-18

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This Committee shall be responsible for ensuring that all other committees of the Board are complying with their responsibilities.

X. COMMITTEES⁹

A. General

ACA WSO utilizes a committee system that includes both Standing and Ad Hoc committees. Such committees are composed of Trustees (whether as committee members or liaisons), ACA members, and an occasional nonmember. All committees are referred to as Committees of the Board.

1. Standing Committees: permanent committees that meet regularly throughout the year.
2. Ad Hoc Committees: temporary committees that meet regularly until their defined purpose is accomplished.

The purpose of WSO committees is to respond to the needs of the fellowship within specific areas of service and help carry the message. Committees may make recommendations for policies and other items to the Board for possible action.

Committees are created or disbanded by appropriate motions of the Board and/or the ABC.

Committees shall attempt to have a varied membership, including geographically, where possible, in order that all members of the fellowship have the opportunity to grow through giving service.

Meetings and actions of committees shall be governed by the same policies and procedures that apply to meetings of the Board. (See Section VIII of this document.) Committees should establish regular meeting schedules and publish them for the benefit of committee members, the Board and the fellowship.

A Mission Statement must be written and submitted to the Board for approval at the committee's inception, or as soon thereafter as possible. Changes to Mission Statements must be approved by the Board.

B. Committee Membership

There should be a Board member associated with each committee, whether they are acting as an actual committee member or a liaison between the committee and the Board.

Any Board member thus associated with a committee is charged with ensuring that all committee members understand the purpose of the committee, its powers, its responsibility to the fellowship, and its reporting responsibility to the Board.

The Board is responsible for appointing Board committee Chairs and co-Chairs in between ABCs, taking into consideration input from the committee members. All such appointments are then subject to ratification by the ABC delegates. If there are vacancies in any such Board committee positions and an ABC attendee is interested in serving, they may also be nominated and ratified at that time.

⁹ Last updated 2-22-18

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Committees are encouraged to have Co-Chairs when possible.

In the event of the resignation of a committee Chairperson, the Co-Chair, if there is one, may assume the role of Chairperson if they are willing, with the agreement of the Board., If there is no co-chair, the committee and the Board will work together to find a new chair.

C. Responsibility/Accountability

Committees are accountable to the fellowship, through the governance of the Board. Any actions they wish to take that propose to establish new policy or impact the fellowship as a whole must be approved by the Board.

Committees are held fiscally responsible and are funded by ACA WSO according to their needs.

The committee Chair is responsible for ensuring that the committee fulfills its reporting obligations per the section below.

D. Reports

The business and progress of each committee shall be explained within its reports. Committees are responsible for submitting two types of reports: Monthly and Annual.

1. Monthly: a written report of the committee's activities is posted to the website within 3 days prior to the Board's monthly teleconference.
2. Annual: a report of each committee's activities is required for the ABC and must be submitted to the ABC Committee Chairperson, or designated alternate, within the timeframe requested.

Reports should cover the past fiscal year (January 1 through December 31) with an addendum to cover significant actions of the committee after the first of the year and prior to the writing of the report.

E. Proposals/Motions

Any Board member on a committee or who serves as the liaison is responsible for presenting recommendations/motions that require Board approval. When possible, motions should be presented to the Board Secretary at least five days prior to the teleconference in order to be placed on the agenda.

F. Correspondence

Committee Chairs and/or members who have received and answered paper correspondence from the fellowship will forward a copy of all such correspondence to the office for filing.

Committee members should use WSO provided email accounts in order to document all correspondence, including communication with the fellowship at large.

Any correspondence intended for distribution to the fellowship by a committee must be consistent with ACA WSO policies, procedures, and Traditions. Board members associated with committees are directly responsible for this consistency.

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G. Professional Advisory Committee

ACA WSO may have Professional Advisory Committees composed of persons who have a particular expertise that the Board and/or Fellowship require from time to time.

The function of such a committee would be to furnish professional counsel and guidance to the ACA WSO in the development of sound policies and the conduct of activities on the highest possible level. Such committee members will be evaluated based on their qualifications and ability to serve.

Advisory committees shall act only in advisory capacities to the Board and shall be clearly titled as "advisory" committees.

XI. ACA WSO OFFICE¹⁰

A. General

A priority of the ACA WSO Board is to provide an accessible office that offers recovery information of the ACA Twelve Step Program to everyone.

WSO employs special workers (Staff) who provide a number of services, including, but not limited to the following:

1. Answering phone and mail inquiries.
2. Providing information for those seeking recovery through attendance at ACA meetings.
3. Facilitating the sale and distribution of merchandise and WSO conference-approved literature.
4. Distributing information to the therapeutic community and the public.
5. Maintaining the list of ACA meetings, Intergroups and other service levels.
6. Maintaining files for financial records, contracts and other legal documentation, original copies of WSO literature files, archival information about the fellowship and other important correspondence.
7. Ensuring that the proper flow of information happens among appropriate Board members, committees, Staff and vendors.

The office will be in charge of assuring that all computer records are properly backed up in case of data failure.

B. Group Registrations

All ACA Twelve-Step, Twelve-Tradition affiliated Meetings, Intergroups, and Regions (Groups) are eligible to register as a group with ACA WSO. (Bylaw III 2.) Additional layers of the ACA WSO Service Structure are included as they are created.

Groups shall register online and must include the following information:

1. Group name
2. Location
3. Time and day of meeting
4. Public contact information to be published with the meeting listing
5. Primary contact information, including an email address; this information will be kept confidential by WSO and used solely for the purpose of communicating with the group

¹⁰ Last updated 3-8-18

OPPM (Operating Policy and Procedures Manual)

Providing this information and a group's subsequent listing on the WSO website indicates their agreement to abide by the ACA 12 Traditions.

All groups are encouraged to update their information at least annually on the WSO website to ensure receipt of information sent from WSO, including the ABC Ballot and ABC Registration, as well as other announcements that may be sent out from time to time.

The use of the ACA trademark, as shown on the cover of this document, shall be limited to only those groups registered with ACA WSO for the purpose of identification for meeting listings, names, notifications, locations, etc.¹¹

C. Correspondence

Board members and Committees may send form letters or similar communication to the Staff to be mailed to the Fellowship. After the Staff has formatted the material, it should be returned to the Board member or Committee for review before being sent out.

All such material will carry the ACA WSO logo.

D. Document Retention

(To be added)

E. Oversight Committee

The purpose of the Oversight Committee is to maintain contact with the office management to ensure that all operations are running smoothly, that policies are being followed, and that the Staff has the resources they need to do their jobs.

This committee shall be made up of Board members and volunteers with specific business and technology expertise. This committee should include at least one member of the Board's Executive Committee.

F. Office and/or Distribution Center Closure

Should funds not be available to maintain a physical office and/or Distribution Center, the Oversight Committee shall

1. Present to the Board a structure for continuing the outreach efforts of ACA.
2. Present a plan of how to close down the Office and/or Distribution Center.

Once these items are approved, under the direction of the Executive Committee, the Oversight Committee shall do one or all of the following things, depending on the situation:

1. Lay off any paid staff with a letter of recommendation.
2. Place all records in storage at a place determined by the Board.
3. Set up systems for answering phones, handling mail, maintaining the website and meeting database updates.
4. Dispose of all excess equipment with an accounting of items and monies received.

¹¹ Clarification of Trademark and Logo guidelines is under revision for legal conformity.

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5. Create any procedures necessary to maintain whatever services that will continue to be offered.

Should the above plan be unworkable due to lack of funds, or trustees, the remaining Officers and Trustees shall dissolve the corporation in keeping with Bylaw Article XII for dissolution of ACA WSO.

Any actions taken should meet the criteria set by the IRS in keeping with WSO's not for profit status.

A letter describing the above actions will be mailed to all affiliated Groups.

XII. ACA WSO LITERATURE¹²

A. ACA WSO Literature Policy

ACA WSO has an open literature policy. This means that ACA groups have the right to use non-conference approved literature, conditional upon their group conscience and that various other considerations are taken into account, e.g., that the ACA 12 Traditions are used as their guideline, etc.

WSO conference-approved literature should be easily understood and give individuals practical help in grasping and working the ACA program. ACA literature should support emotional sobriety, self-love, and gentle reparenting.

All ACA conference-approved literature carries the ACA logo and copyright. ACA literature may not be copied, reproduced, or redistributed, except as permitted in sub-section I below.

B. Literature Development

Additional explanation of the WSO literature development process, including a submission address, is available on the WSO website.

Generally, ACA literature is any book, trifold, booklet, or other format (including ebooks and audio books) that communicates information relevant to ACA recovery and can be individually purchased or downloaded.

Any ACA member or group is invited to submit proposals at any time to create or revise ACA literature. Proposals also may come from the WSO Board and Literature Committee itself. Development, evaluation, design and publication of new literature can take years to complete. Evaluation also involves a wide range of ACA members and viewpoints. In proposing new ACA literature, an author should be motivated by service, and surrender any notion of personal ownership.

C. Submitting Literature Proposals

Except for trifolds, which can be submitted in their entirety, initial proposals for new literature should be brief and should not include a full manuscript. For textbooks or workbooks, an outline and a maximum of 1-2 chapters is encouraged. A cover note, with contact information, should answer these questions:

¹² Last Revision 4-14-18

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1. How is the proposal different from existing ACA literature?
2. What fellowship recovery need does the proposal address? And is there any specific audience that the literature is intended to reach?
3. Is it best described as a tri-fold, a small booklet, a textbook/workbook, a workshop guide, or something else?
4. Who is the author or team of authors?

When an individual or group submits a piece of literature to WSO, they must sign a release form that gives WSO the right to make changes and/or include it in a larger publication. Where space permits, the originating group or individual will be given credit in an acknowledgement section.

D. Evaluating Literature Proposals

Proposals are placed in a queue, which is periodically updated, and evaluation priorities are determined based on perceived benefit to ACA's broad global fellowship. This includes budget considerations and whether the needs of non-English-speaking ACAs are being met.

- 1. Fellowship Submissions:** The Literature Committee, aided by the Literature Evaluation subcommittee, will evaluate submissions and determine their viability for Board consideration. Evaluators may communicate directly with the authors to ask questions and propose suggested revisions and publication strategies. An item also may be placed in the Best Practices section of the ACA website so that the fellowship may have an opportunity to experiment with proposed literature and give feedback.
- 2. Internal Development:** The Literature Committee may add a literature piece to the queue based on feedback from the fellowship. The Literature Committee will assign an author, and consult with the evaluation subcommittee during development.

E. Literature Approval

Each piece of literature that is deemed appropriate for potential production, whether it is developed internally or submitted by a group, goes through several stages of final approval.

1. Testing: Knowledgeable writers are asked to review the piece and do any necessary editing/rewriting.
2. Board approval: When the final draft is ready, it is presented to the Board for final input and agreement to be presented to the ABC Delegates.
3. Delegate approval and Fellowship input: If approved by the delegates, the item is placed on the WSO website for review and input from the fellowship for a minimum of 90 days.
4. Revision: After the review period, constructive revisions are incorporated.
5. Proofreading/Editing: Proofreaders and editors do a final review.

F. Digital Literature

Digital literature may be considered in addition to, or in place of, hard copy publication. This decision will be made as part of the overall publication, pricing and distribution plan.

Where a digital format is approved, Literature Committee special workers will make all needed

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preparations for selling e-publications online. The Literature Chair reports the sales and royalties to the Treasurer and accountant, as well as report the sales volume in the Literature Committee Monthly Report.

G. Policy for reproduction and/or distribution of WSO Books and Literature

This policy provides general guidance regarding this topic.

All ACA WSO books and literature have been copyrighted and the initial point of supply/sale must be through WSO. The resale of purchased books and literature is authorized without further restrictions.

NOTE: Sections of WSO-sanctioned translations in development may be reproduced for use within a meeting. Such copies must have a watermark that says property of ACA WSO and may not be sold to anyone or distributed outside of meetings.

1. **ACA WSO Copyrighted Books:** Any reproduction of these books in whole or in part is not authorized except as described below for use within ACA meetings.

Registered ACA groups may only reproduce limited extracts of up to 5 pages for use within their meeting. ACA members and visitors should be encouraged to purchase their own copy of these books for their personal use.

2. **Tri-folds:** WSO tri-folds are available for free download from the adultchildren.org website. Reproduction is authorized for use in ACA groups as well as for general outreach purposes. Counseling and related facilities are also authorized to reproduce our tri-folds for free distribution to their patients and their extended practice.
3. **ACA Booklets:** Reproduction of these items in whole or in part is not authorized except as described below for use within ACA meetings.

Registered ACA meetings and InterGroups are authorized to make copies for use within their meeting on a limited basis. Such copies may not be distributed outside of a meeting.

ACA Group Websites: Except in the case of resale of books and materials, WSO requests that group websites direct users to www.adultchildren.org for purchase and/or download of ACA copyright materials. In no case should any website provide any WSO copyrighted material for download that is not otherwise available for free download.

H. Translations of WSO Books and Literature

The WSO encourages ACA members to translate our literature into their native languages as an outreach to their community and local ACA meetings. However, such translations must be in accordance with policies established by the WSO. Those involved in such translations must sign a translation agreement acknowledging that the copyright and ownership of the translations are to be the property of WSO. In no case will such translations attempt to blend the ACA message with any non-WSO approved books or materials. Procedures and guidance will be provided by the WSO to ensure such translations are accurately translated and retain the message of the source copyright materials.

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Additional guidance on translation is available on the Literature Committee section of the website Repository, and from the Literature Committee staff.

XIII. ARTICLES OF INCORPORATION

The Articles of Incorporation and Bylaws are separate publications.

The ACA WSO is registered in the State of California and established as a nonprofit, tax-exempt corporation. These documents and any corporate Seal shall be kept in a locked file within the ACA WSO office or a Safety Deposit Box.

XIV. BYLAWS

Rev. Motion No. 06139803

Appendix VI

XV. ACA WSO OPERATING POLICY & PROCEDURE MANUAL¹³

The Operating Policy and Procedure Manual (OPPM) will determine the everyday working policies of the ACA WSO. Policies and procedures must be in keeping with the current Bylaws.

Rev. Motion No. 06139802

Each Board member shall be responsible for knowing the current policy or procedure, and updating the manual as required, either by downloading the current version from the forum where it is posted, or by keeping a paper copy and adding footnotes to it where necessary to keep it current.

All proposed revisions of the Bylaws, OPPM or other legal documentation be presented in completed form with the suggested deletions be indicated by reduced pitch, italics, and additions be indicated by bold italic characters. The approved motion number as the update code. **Rev. Motion No. 04259704**

XVI. ACA WSO COMLINE¹⁴

A. Purpose

The focus and intent statement of the ComLine is: 'The primary purpose for the ComLine is to act as an open forum for the fellowship on sharing recovery experiences, where articles and stories are submitted by the fellowship', and that its slogan is 'experience, strength, and hope.'

The ACA Trademark and the ACA WSO copyright statement are to be printed on the first page of each issue.

The frequency of publication of the ComLine is determined (and announced) by the Literature Committee.

The ComLine is available for free download on the website.

¹³ This section is currently being revised. Some of the information contained herein may not be in line with current practices. If you have any questions, please send an email to oppm@adultchildren.org

¹⁴ Last updated 4-14-18

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B. Submissions

All items for publication shall be submitted at least one month in advance of publication.

An extra edition of the ComLine devoted to the proceedings of the ABC will be published.

The ComLine Editor may create one article per issue in keeping with the purpose statement.

The Editor may include ACA WSO activities as deemed appropriate.

C. Budget

The ComLine Sub-Committee Chair will be responsible for seeing that the committee's budget is used appropriately and that all documentation is submitted and in order.

D. Approval/Oversight

The ComLine Sub-Committee is part of the overall Literature Committee and as such, reports to the Literature Committee Chairperson. As content is ready for publication, it is to be sent to this Chairperson for review and signoff.

E. Committee

If there is no Board member on the Literature Committee, the Board will appoint a Trustee to act as liaison with the ComLine sub-committee to insure that the guidelines, intent, and fiscal policies are understood.

NOTE: When this Section is revised, consideration will be given to including other methods of direct communication with the Fellowship.

XVII. LOGO¹⁵

The logo and the ACA initials are trademarked for use of the Adult Children of Alcoholics World Service Organization, Inc. The Master Filing of this Trademark is maintained within the locked files of the ACA WSO. *Rev. Motion No. 04259705*

The Trademark shall not be approved for use by outside commercial entities, and may not be altered or added to in any manner.

The ACA WSO Trademarks may be used by registered meetings, Intergroups, and Regions affiliated with the ACA WSO. The use of these symbols indicates current registration only, and they are not to be used to imply endorsement of the content of letters, statements, policies, or the actions of bodies other than the ACA WSO. *Rev. Motion No. 04259705*

XVIII. LEGAL¹⁶

History: In the interest of representing the fellowship, the Board contracted with counsel, as

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discussed previously, and allocated \$1,500 for an initial retainer to take decisive legal action to send out "cease and desist" letters to all parties associated with The Adult Children Anonymous General Service Network (ACA/GSN) as named in their own documents. As a result of this confrontation it was determined that the Board, when necessary, may retain legal counsel on issues deemed necessary by the Board.

Prior to retaining legal counsel, verbal and written contact will be made by a designee of the Board, to attempt to bring about a satisfactory agreement (settlement) to any issue in which the ACA WSO fellowship is being violated.

The Board will attempt to obtain volunteer council on every occasion prior to designating funds for such expense.

XIX. ANNUAL BUSINESS CONFERENCE¹⁷

A. Brief History and Purpose

In 1983, the Adult Children of Alcoholics (ACA) Business Conference (BC) was organized by the Central Service Board. This was later changed to the Annual Business Conference (ABC).

The Conference was established for the purpose of bringing unity and consistency to the ACA fellowship. This was to be done by establishing guidelines for both service and communication links within ACA.

In 1987 the ABC Committee was authorized to print and mail ABC communication intended for the individual meetings and Intergroups.

The minutes from the ABC, in addition to being sent to all Intergroups, were sent to all registered delegates present at the ABC where addresses were known.

In 2013, for the first time the ABC was held outside of the United States in Birkerod, Denmark.

A motion was passed in 2015 to host an annual recovery event to be held, when possible, in conjunction with the ABC. This was subsequently named the ACA World Convention (AWC)

The first annual AWC was held in Delray Beach, Florida. The AWC started on Saturday night, after the closing of the ABC, and continued through Sunday afternoon.

In early 2017, the WSO Board passed a motion to hold the ABC on Thursday and Friday so that the AWC could be extended an extra day – from Friday night through Sunday afternoon.

The Delegate Training Subcommittee was created at the 2016 ABC. Its goal was to better prepare the Delegates for their role.

B. Date and Location

The ABC meets on the fourth (4th) weekend of April, at a location approved by the ACA WSO

¹⁷ Last revision 4-14-18

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Board. If the fourth (4th) weekend coincides with the celebration of Easter, the ABC will meet on the fifth (5th) weekend, unless April of that year has only four (4) weekends, in which case, it will meet on the third (3rd) weekend. **(Bylaw IX.1)**

The ABC Committee conducts a search for a potential host for the event, after which it offers a recommendation to the Board.

The ABC is generally hosted in North America, except for every fifth year when it is hosted outside of North America.

Note: This revision generally combines the responsibilities for the ABC and the AWC. They should be separated in a later version.

C. Required Roles and Committees

The ABC and AWC require that the following roles are filled to have successful events:

1. ABC Committee Chair
 2. ABC Committee Vice-Chair (required in the 2nd year if the Chair is serving two terms.)
 3. Board Liaison
 4. Host Committee
 5. Conference Chair
 6. Conference Secretary
-
1. ABC Committee Chairperson
 - a. Candidates for the ABC Committee Chair shall be selected from those who either volunteer or are identified for their abilities. They are ratified by the ABC delegates. An ABC Committee should then be formed.
 - b. The term of service shall be 13 months, from the end of an ABC through May 31st of the following year. During the overlap in service, the new Chair will serve as Co-Chair. A member may serve for two consecutive years.
 - c. The ABC Committee Chair works with the Host Committee to ensure the ABC format and protocol are followed. One or more WSO Special Worker may be used as they are available.
 - d. The Completion of the duties of the ABC Chair shall be upon completion of the final ABC report after the ABC. (see sub-section D)
 - e. The ABC Chair and the Board Liaison will be responsible for choosing the Delegate Training Sub-Committee (DTSC) Chair for the following year if one is not already chosen at the ABC. They will work with the DTSC to administer the training program.
 - f. The ABC Committee Chair and the Board Liaison will ensure that the ABC is held in accordance with the ACA WSO ByLaws and this document.
 2. ABC Vice-Chair: Should be in constant contact with the ABC Chair and included in all meetings and electronic communication. Be well enough informed to be able to step into the Chair role if it should be required.

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3. Board Liaison: A member of the WSO Board will be appointed to be the ABC Liaison and will act as the conduit for information to and from the Board. The Liaison will also work with the Host Committee to arrange for a Parliamentarian.
4. Host Committee: The group whose city wins the bid to host the next ABC and/or AWC will be called the Host Committee. The ABC Chair shall guide the work with a Host Committee and oversee their work to produce the ABC.

The ABC Chair and Host Committee may also request the help of one or more WSO Special Workers, as they are needed and made available by the WSO Office.

5. Conference Chair – the individual who presides over the proceedings of the ABC meeting.
 - a. From the list of registered delegates, nominations can be taken for the ABC Chair up through the end of February.
 - b. An email will be sent to delegates asking if they are interested in serving as the ABC Chair.
 - c. Requirements for this position TBD.
 - d. The Board may also nominate a candidate.
 - e. The Chair will then be chosen by the WSO Nominating Committee by mid-March to allow that person enough time to communicate with the Parliamentarian.
 - f. The Conference Chair will not have a vote as a delegate.
6. Conference Secretary: The Board Secretary will work with the Host Committee to determine the best way for the minutes to be taken.

The draft minutes of the ABC will be due within three months after the completion of the ABC. They will then be posted on the WSO website and also sent to the delegates for review. Final minutes must be sent to the ABC Chair by February 28th for inclusion in the Delegate binder.

D. Reporting to the Board and Fellowship

The ABC Chair is responsible for ensuring the following reports are submitted:

1. A monthly written report for the Board Teleconference to be filed with the Board Secretary at least three days prior to the meeting.
2. The final report of the ABC - due within one month after the close of the ABC, which shall include, but not be limited to, the following:
 - a. A written summary of all results of Ballot Proposals included on the ABC agenda, including a synopsis of the discussions, resultant motions, amendments and outcomes of same.
 - b. A written summary of anything from the ABC proceedings that requires action by the Board.
 - c. A written summary of additional items brought before the ABC body for discussion and potential action.

A written summary of recommendations to the Board to be prepared after hosting a meeting that includes the ABC Committee, ABC Vice-Chair, current and future Host Committee members, Technology, Board Treasurer, Delegate Training Chair, Ballot Prep Chair, Board Liaison, and any WSO Special Workers involved in planning and executing the event(s).

E. Notifications

Notifications of the upcoming ABC will be posted on the WSO website and emailed to each

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registered group's Point of Contact.

Notifications will include, but not be limited to the following:

1. A request for a Host Location specific to geographic area where it is to be held
2. ABC Registrations
3. AWC Presenters
4. Venue information and available accommodations

Information can be sent by regular mail upon request.

F. Delegates

Delegates are elected by their groups.

To vote at the ABC, the delegate must be from a group (meeting, Intergroup or Region) registered with WSO.

Registered groups are encouraged to have as many representatives as possible attend the ABC. However, an individual group may have only one voting delegate.

G. Delegate Binders

The Delegate Binder will contain the following information as well as any other materials deemed relevant: NOTE: This information to be added.

Delegate binders will be given to all registered delegates.

Two copies of the Delegate binder should be produced for the WSO archives.

XX. BALLOT PREPARATION COMMITTEE (BPC)¹⁸

A. Purpose and Practices

The BPC is tasked with asking groups for Proposals of specific ideas that may be of value to the global fellowship. These Proposals will be submitted through a systematic process and are meant to be the product of a group conscience, not the suggestion of an individual ACA member.

This annual process begins with a formal Call for Proposals. Prior to the Call for Proposals, the BPC will send one or more emails to all registered groups to help educate them about the full process, including reminders about deadlines.

Note: the term 'delegation' in this section of the OPPM refers to all registered ABC delegates; the word 'group' refers to any meeting, Intergroup or Region that is registered with ACA WSO.

B. Call for Proposals

The official Call for Proposals, along with current guidelines, will be sent to all registered ACA Groups by August 1st. Guidelines for submitting proposals will also be available on the WSO website and announced through other WSO publications.

¹⁸ Last revision 7-24-18

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The Proposal guidelines shall include the following paragraph: "We recognize that our program operates within the Spirit of the Twelve Steps and Twelve Traditions and that we must exercise judicious behavior in being of service to our fellowship. We encourage all groups to embrace the needs of our global fellowship as a whole. Proposals that are better handled at the meeting, Intergroup or Region level may be directed away from the Ballot, based on discussion with the submitting group."

C. Proposal Submissions

Proposals may be submitted by any ACA group that is registered with WSO if it is the result of a group conscience of its meeting and submitted by anyone delegated by that group.

Proposals should contain the group's registration number and contact information. A group's contact information should match either the Primary or Secondary contact information on file with the WSO meeting list information file.

The maximum length for a Proposal will be 200 words, including the proposal itself, the history of the issue involved, and an argument in favor of the proposal.

Ballot Proposals must be received by the WSO no later than November 30th.

The group submitting the Proposal may be contacted if the submission needs clarification, would benefit from editing or may best be redirected to a committee or another level of our service structure (meeting/intergroup/region).

Proposals may also be placed on the Ballot by a majority vote of the Trustees of the Board. These may either be created by the Board itself, or submitted to the Board.

D. Proposal Analysis and Translations

With the help of Board and appropriate Committees, the BPC shall prepare the WSO Analysis of each proposal and submit them to the Full Board for approval before being made available for translation. All such work (analysis, Board approval and translations) must be completed by January 10th to allow the BPC time to prepare the Ballot for distribution.

E. ABC Ballot

Ballots containing the Proposals will be sent to the Points of Contact for all registered ACA groups by January 15th.

Groups will be asked to vote Yes or No for each Proposal. They may also choose NOT to indicate a response to any Proposal. A field will be provided for an Optional Comment for each Proposal.

For a Ballot to be valid, it must contain a group's contact information that matches either the Primary or Secondary contact information on file with the WSO meeting list information file.

The deadline for groups to complete and submit the Ballot is March 31st. The results of the Ballots will be published on the WSO website by April 10th.

When counting the Ballot results, an affirmative vote of two-thirds of those groups

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responding to a Proposal will place that Proposal on the ABC agenda for considerations by the ABC delegation.

F. The ABC and Delegate Voting

Any Proposal on the ABC agenda does not automatically become a motion.

The process is that a Proposal is read, delegates then briefly discuss its merits and if any delegate chooses to create a motion from the proposal, another delegate must second it. If so done, it proceeds like any motion using parliamentary procedures. A simple majority vote of the delegation is required for a motion to be passed and forwarded to the WSO Board for possible action. (See Concepts VI, VII, and VIII for detail on the relationship and responsibilities of the ABC and WSO Board.)

XXI. ACA WSO WEBSITE¹⁹

A. The official website of ACA WSO was established with the purpose of providing information to members and prospective members about ACA meetings, literature, events and other ACA related resources. The website shall include lists of all ACA meetings and Intergroups registered with the WSO.

B. In accordance with our Traditions, the website shall not contain advertising or links to outside enterprises.

C. Additionally, in accordance with our Traditions, the ACA WSO Website and Forum pages do not contain links to outside entities due to the nature of affiliation by such links. Outside entities include, but are not limited to, other 12-Step programs, personal recovery pages, public/private agencies, or similar organizations.

D. The webmaster is authorized to include links to ACA sponsored events upon notification of such events by persons leading the events.

E) Web page administrators, forum moderators and others involved with the functioning or maintenance of WSO Web pages and similar pages shall be approved by a vote of the Trustees. **(Rev. Motion – 2007).**

¹⁹ This section is currently being revised. Some of the information contained herein may not be in line with current practices. If you have any questions, please send an email to oppm@adultchildren.org

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APPENDICES

APPENDIX I — RIGHT TO PETITION

In the event ACA WSO has declined to take action on an issue, or there is dissent with some action, or other dissatisfaction on a matter considered by ACA WSO, the fellowship may formally petition for reconsideration or some other specific action to be taken by ACA WSO.

ACA WSO may refer such petitions to any of their committees for initial consideration, but will be obligated to place same on the ACA WSO agenda at the next board meeting held within one month after receipt of the petition.

A petition may be submitted, in writing, by five (5) registered meetings, at least three (3) of which are from different geographical areas, or by the petition of three (3) registered Intergroups from different geographical areas. The above shall have no affect on the present right of any group to submit to ACA WSO any matter for consideration.

APPENDIX II –

APPENDIX III -- OPPM DEVELOPMENT²⁰

This Policy Guide has been put together combining the appropriate bylaws and past motions of the Board of Trustees and the ABCs. It was accepted into use at the 1992 Annual Business Conference and in 1995. The OPPM was revised in 2010 by the ACA WSO Board of Trustees and contains the day to day operating guidelines by which the Board and Annual Business Conference shall function. It was partially revised again in 2012. The most recent revisions were completed immediately prior to the 2018 ABC.

APPENDIX IV – NOMINATING COMMITTEE

Accountability and Cooperation Statement

The ACA Nominating Committee (the “Committee”) is accountable to the Annual Business Conference (the “ABC”) and the ACA WSO Board of Trustees (the “Board”). When the ABC is not in session, the Committee communicates and works with the Board. The Committee strives to promote and support a cooperative working relationship with both the ABC and the Board.

Purpose of the Committee

The purpose of the Committee is to vet and identify ACA members, from throughout the full range of ACA’s world fellowship, whose skills, experience, wisdom and program knowledge support their ability to be Trustees. The Committee is responsible for forwarding qualified candidates (nominees) to the Board for consideration and selection as Trustees. Once it becomes fully established, the Nominating Committee will also vet, identify and orient potential candidates for other ACA trusted servant positions, such as WSO committee members. The Committee’s twin goals are to represent the fellowship’s broad values, by involving multiple stakeholders in a fair, transparent process for identifying trusted ACA servants, while also nominating candidates who can capably carry out WSO’s business and service needs.

²⁰ This section is currently being revised. Some of the information contained herein may not be in line with current practices. If you have any questions, please send an email to oppm@adultchildren.org

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In support of this, the Committee will maintain current online descriptions of the skills, talents, and experience necessary to successfully fulfill the tasks of ACA trusted service positions. Opportunities and selection criteria for all trusted service positions will be broadly disseminated and posted on the ACA WSO website so that all ACA members can have the opportunity to serve the fellowship.

General Duties

The Committee's evaluations of candidates will be based on criteria made available on the ACA WSO website.

The Committee will utilize various WSO publications in an effort to keep the Fellowship informed of its activity and any pending nominations process deadlines. The Committee will welcome input from the Fellowship on any aspect of its work and will provide communication links for this purpose.

In conducting its vetting process, the Committee will:

- Review written applications of Board candidates.
- Conduct additional evaluations, such as examining committee attendance and considering feedback from those who have served with Board candidates.
- Interview those candidates who appear to meet eligibility criteria.
- Work with the Board to identify any specialized needs WSO has, such as financial or website oversight, and use that awareness in vetting candidates.
- Submit eligible and qualified nominees to the Board, which will either agree with each nomination, or state its objections in writing to the Committee.
- In the event of a written Board objection, the Committee will further evaluate the candidate to determine whether to withdraw the nomination or resubmit it to the Board, in which case it will affirm in writing that it finds the candidate to be qualified for Board service.

As already mentioned, over time the Committee will expand its role to vet and nominate qualified candidates for other key WSO volunteer positions, such as committee chairs and vice chairs. In its work, the Committee will collaborate with all other WSO efforts to recruit and orient volunteers.

Committee Membership and Participation

The Committee will consist of five members, including one member from outside the U.S. and Canada. Initially, two members of the Committee will be selected by the Board, and three selected by non-Board members of WSO committees. Terms will be two years, but in order to ensure an appropriate rotation of Committee members, two members of the first Committee will be chosen by lot to serve one-year terms, with the opportunity to be selected for an additional two-year term.

Trustees are not eligible to be on the Committee. However, one Trustee will be appointed to serve as a non-voting liaison. This individual's responsibility will be to keep the Board informed of ongoing Committee work by participating in all Committee meetings and discussions.

At the end of two years, after there is a chance to assess the Committee's needs and effectiveness, structural changes may be considered by the Board and ABC, including how Committee members are selected.

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Membership Qualifications for the Committee

In addition to such spiritual qualities as humility, integrity, trustworthiness, and strong commitment to open communication, to help ensure that Committee members have a full awareness and understanding of Board requirements, the following are qualifications for nomination and election to the Committee:

- 1) Ability to protect confidential information revealed during the Committee evaluation process. (Confidentiality)
- 2) History of both completing work independently and working well within a group.
- 3) Familiarity with the ACA service structure.
- 4) Strong organizational and communication skills.
- 5) Ability to donate substantial time to attend meetings and to fulfill the additional commitments of Nominating Committee membership.
- 6) A working knowledge of the Twelve Steps, Traditions, and Concepts of Service.
- 7) Continuous attendance at ACA meetings for at least the previous six years, except that one member may have 2-3 years of attendance. Having one newer member will ensure that the needs of relative newcomers to ACA will be considered by the Committee.
- 8) One year or more of combined service for an ACA intergroup, region or WSO committee, with at least six months of active participation on a WSO Committee.
- 9) Attendance on at least six WSO teleconference calls in the previous nine months.
- 10) May not hold a high-level volunteer position in another 12-Step fellowship.

Qualifications for WSO Trustees

The Committee will review Board candidates according to the following criteria:

- 1) Continuous attendance at ACA meetings for at least the previous five years.
- 2) One year or more of combined service for an ACA intergroup, region or WSO committee, with at least six months of active participation on a WSO Committee.
- 3) Attendance on at least six WSO teleconference calls in the previous nine months.
- 4) Working knowledge of ACA's Steps, Traditions and Concepts of Service.
- 5) WSO Trustees may not hold a similar position in another 12-Step fellowship.
- 6) Demonstrated skill at working in a group setting and completing projects.
- 7) Ability to donate substantial time that minimally includes the following:
 - Attend at least three Board meetings per month
 - Become a working member of at least one standing committee
 - Attend the yearly ABC and AWC
 - Attend the Board's annual Strategic Planning Meeting/training retreat
 - Maintain communication with the other Trustees as necessary to complete commitments (via email, telephone, and other web-based communication platforms)
 - Fulfill any additional commitments of Board membership as deemed necessary.

Exceptions to the above criteria may be granted, but the Committee must submit its reasons in writing to the Board.

Other Notes on the Committee and Board Selection Process

- The Committee may not nominate a current or outgoing Committee member to the Board. Once off of the Committee for a year, former Committee members are eligible for Board membership.
- The Committee will consider all Board candidates, including those from members of the

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Fellowship and ACA groups, as long as the candidate submits a written and signed application before the posted submission deadline.

- Board candidates must be vetted by the Committee and demonstrate that they meet eligibility criteria before they are affirmed for Board membership. Therefore, new Trustees may not be elected directly from the floor by ABC delegates.
- The Board may not directly select new Trustees. They may, however, submit candidates to the Committee for vetting.
- WSO-certified Regions are entitled to a seat on the Board of Trustees. Candidates from Regions will be forwarded to the Board if the Committee finds that they meet Board eligibility criteria.
- All nominees who are accepted by the Board will be seated immediately, and delegates at the next ABC will vote whether to ratify them as Trustees.
- Board objections to any Trustee nomination must be submitted in writing to the Committee within 30 days of receipt, or else a candidate will be presumed to be seated on the Board. The Board's written objections must cite specific eligibility criteria that a candidate allegedly fails to meet. All candidates will also receive the board's written objections, and be given a chance to respond.
- In the event of a stalemate between the Board and the Committee, in which the Committee continues to find that a candidate is eligible and the Board continues to object, the candidacy will be submitted to the delegates at the next ABC for a final vote.
- Committee members will be chosen after the Board passes a motion that establishes this new nomination process. Committee members and the Nominating Committee system will be submitted to the next ABC for ratification.

It is expected that one Nominating Committee representative will attend each ABC

APPENDIX V – HISTORICAL DATES AND EVENTS²¹

This appendix contains historical dates and events.

Handbook for Adult Children. ACA WSO brought this LA/SFV IG project under the auspices of the Literature Committee Sept. 12, 1992 and provided as much support as was possible. *Rev. Motion No. 06109513* (Renamed the ACA Fellowship Text (Steps & Traditions Book), the Handbook was published in November 2006).

APPENDIX VI – BYLAWS

Adult Children of Alcoholics World Service Organization Bylaws

ARTICLE ONE (I) NAME

1. The name of this organization shall be ADULT CHILDREN OF ALCOHOLICS WORLD SERVICE ORGANIZATION, INC. (hereafter referred to as ACA WSO).
2. The principal office of this Organization shall be in the County of Los Angeles, in the State of California, at such place as designated by the ACA WSO Board of Trustees (hereafter referred to as the Board).

²¹ This section is currently being revised. Some of the information contained herein may not be in line with current practices. If you have any questions, please send an email to oppm@adultchildren.org

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3. The Board shall designate the name and address of its agents in keeping with the Articles of Incorporation.

ARTICLE TWO (II) PURPOSE

1. ACA WSO shall be incorporated under the laws of the State of California as a public benefit corporation. The organization shall maintain a nonprofit and tax exempt status under the laws of the United States and the State of California. This organization shall be organized for purposes as defined under Internal Revenue Service Code Title 26 U.S.C., Section 501 (c) 3. and shall be incorporated in accordance with California Corporation Revenue and Taxation Code, Section 23701 (d).

2. The sole purpose is to serve the fellowship of Adult Children of Alcoholics (ACA) by maintaining service for those who might be seeking, through ACA, the means for recovering from being raised in an alcoholic or otherwise dysfunctional home.

2.1 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3. To achieve its purpose, ACA WSO shall:

3.1 Provide public information, meeting locations, educational material and such other services as may be deemed necessary.

3.2 To organize and provide support service to those Meetings, Intergroups, and Regions that are registered with ACA WSO and are guided by the Twelve Steps and follow the Twelve Traditions of ACA.

3.3 Convene an annual conference where consideration regarding the business of ACA WSO occurs and priorities for the coming year are discussed and implemented when/where feasible.

ARTICLE THREE (III) MEMBERS

1. ACA WSO, as a nonprofit corporation, shall consist of a Board of Trustees who, by law, are ultimately responsible for any decisions pertaining to the corporation.

2. All Twelve Step, Twelve Tradition ACA affiliated Meetings, Intergroups, and Regions are considered members of ACA WSO.

ARTICLE FOUR (IV) BOARD OF TRUSTEES / OFFICERS / MEETINGS

1. Trustees shall serve on the ACA WSO Board without compensation.

2. The ACA WSO Operating Policy and Procedure Manual (OPPM) shall contain the day to day operating guidelines by which the Board shall function.

3. Trustees shall be seated and/or removed in keeping with established guidelines as set forth in the ACA WSO OPPM.

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

5. The number of Trustees seated on the Board at any one time shall not exceed twenty (20).

6. Terms of service shall be in keeping with the OPPM (Operating Policies and Procedures Manual).

7. The following officers shall be elected from among its members: Chairperson, Vice Chairperson, Secretary and Treasurer. One person may hold more than one office, except that the Chairperson may not also be the Secretary or Treasurer.

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8. Elections shall be conducted as set forth in the OPPM.
9. The term of office shall be two (2) years.
10. Duties of the officers shall be in keeping with those outlined in the OPPM.
11. The Board shall meet in accordance with the guidelines set forth in the OPPM.

ARTICLE FIVE (V) RIGHT TO PETITION

1. All members have a right to petition any decision made by the Board in keeping with the guidelines set forth in the "Right to Petition" as contained in the OPPM.

ARTICLE SIX (VI) COMMITTEES

1. The Board shall form an Executive Committee from among its members who shall be delegated the powers and authority as deemed appropriated by the Board, and shall serve in keeping with the guidelines set forth in the OPPM.

ACA WSO Bylaws

2. Committees shall be formed as deemed necessary to conduct the business of ACA WSO in keeping with the definition and guidelines set forth in the OPPM.

ARTICLE SEVEN (VII) FINANCE

1. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.
2. The Board shall ensure that it conducts all financial matters in keeping with the State and Federal requirements set forth in Title 26, U.S.C. Section 501 (c) 3 concerning nonprofit corporations.
3. ACA WSO shall be primarily supported by the voluntary contributions of its members.
4. Individual gifts, donations or bequests shall be accepted in keeping with the guidelines set forth in the OPPM.
5. Contributions, donations, gifts or bequests shall generally not be accepted from any source outside the ACA fellowship.
6. The Board shall make fiscal reports available to its members in keeping with the guidelines outlined in the OPPM.

ARTICLE EIGHT (VIII) PARLIAMENTARY AUTHORITY

1. The latest edition of Robert's Rules of Order shall be used as a guide in resolving any disputes; however, the ultimate authority shall be the group conscience of those persons present.

ARTICLE NINE (IX) ANNUAL BUSINESS CONFERENCE (ABC)

1. The ABC shall be convened on the fourth (4th) weekend of April at a location approved by the Board of Trustees in keeping with the OPPM.
2. The purpose of the ABC shall be to bring Unity and Consistency to the ACA fellowship. Toward this end, it may establish guidelines for service and communication links within ACA.
3. All members of ACA shall be invited to attend the ABC, with each affiliated Meeting and Intergroup designating one voting delegate and an alternate.
4. The group conscience obtained from the delegates in attendance shall provide direction, recommendations, and/or Special Committees to the Board for conducting the business of ACA WSO.
5. All Trustees shall be presented to the delegates with a Motion to ratify their membership on the Board.

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5.1 In the event ratification of a Trustee is not obtained, the Board shall follow the procedures as outlined in the OPPM.

6. A quorum for voting at the ABC shall be defined as a two thirds (2/3) vote of the registered delegates, as defined in the OPPM.

ARTICLE TEN (X) AUDIT AND ANNUAL REPORT

1. ACA WSO shall maintain, in accordance with generally accepted business practices and accounting principles, accurate accounts, books and records of its business.

2. All records shall be open to inspection by any officer or member in keeping with the guidelines set forth in the OPPM.

3. The Board, at each ABC, shall submit a complete report of its acts and of the affairs of the organization.

4. A copy of its "Corporate Seal," Articles of Incorporation, bylaws and Tax Number, shall be kept in trust by the Corporate Officers and made available to its members in keeping with the guidelines set forth in the OPPM.

ARTICLE ELEVEN (XI) ACCEPTANCE/AMENDMENT OF THE BYLAWS

1. These Bylaws shall initially be approved by a two-third (2/3) majority vote of the Board.

2. The provisions set forth in these bylaws shall be consistent with State or Federal Law or the Articles of Incorporation.

3. The Bylaws shall be amended by a two-third (2/3) majority vote of the Board, provided the proposed amendment has been submitted in writing at a prior regular business meeting.

4. A copy of these Bylaws shall be made available to its members in accordance with the OPPM.

ARTICLE TWELVE (XII) CORPORATE SUSPENSION OR DISSOLUTION

1. On the suspension of corporate business, all assets shall be held in trust by the corporate officers in keeping with State and Federal requirements.

2. On the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed to the Alanon National Headquarters from which ACA emerged.

BYLAW REVISIONS—DECEMBER 1998 TO PRESENT

--Bylaw Article Nine (IX), Annual Business Conference (ABC), 1. -- December 12, 1998

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APPENDIX VII -- ACA TWELVE STEPS; TWELVE TRADITIONS; TWELVE CONCEPTS

Twelve Steps of Adult Children of Alcoholics

1. We admitted we were powerless over the effects of alcoholism or other family dysfunction, 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 understand 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. Were entirely ready to have God remove all these defects of character.
7. Humbly asked God to remove our short comings.
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 understand God, praying only for 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 others who still suffer, and to practice these principles in all our affairs.

Twelve Traditions of Adult Children of Alcoholics

1. Our common welfare should come first; personal recovery depends on ACA 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 membership in ACA is a desire to recover from the effects of growing up in an alcoholic or otherwise dysfunctional family.
4. Each group is autonomous except in matters affecting other groups or ACA as a whole. We cooperate with all other Twelve-Step programs.
5. Each group has but one primary purpose – to carry its message to the adult child who still suffers.
6. An ACA group ought never endorse, finance, or lend the ACA name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every ACA group ought to be fully self-supporting, declining outside contributions.
8. Adult Children of Alcoholics should remain forever nonprofessional, but our service centers may employ special workers.
9. ACA, as such, ought never be organized, but we may create service boards or committees directly responsible to those they serve.
10. Adult Children of Alcoholics has no opinion on outside issues; hence the ACA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we maintain personal anonymity at the level of press, radio, TV, films, and other public media.
12. Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities.

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Twelve Concepts of Adult Children of Alcoholics

Concept I: The final responsibility and the ultimate authority for ACA World Services should always reside in the collective conscience of our whole fellowship.

Concept II: Authority for the active maintenance of our world services is hereby delegated to the actual voice, the effective conscience for our whole fellowship.

Concept III: As a means of creating and maintaining a clearly defined working relationship between the ACA meetings, the ACA WSO Board of Trustees, and its staff and committees, and thus ensuring their effective leadership, it is herein suggested that we endow each of these elements of service with the traditional Right of Decision.

The right of decision as defined herein refers to:

1. *the right and responsibility of each trusted servant to speak and vote his/her own conscience, in the absence of any contrary mandate, on any issue regardless of the level of service;*
2. *the 12 Steps, 12 Traditions, and the Commitment to Service will be followed by trusted servants in decision making;*
3. *delegates to the Annual Business Conference are trusted servants and therefore equally guided by the 12 Steps, 12 Traditions, 12 Concepts, and the Commitment to Service;*
4. *standard practice that decisions made by subcommittees are subject to the authority of the service body which creates its mission and defines its parameters.*

Concept IV: Throughout our structure, we maintain at all responsible levels a traditional Right of Participation.

Concept V: Throughout our structure, a Right of Petition prevails, thus assuring us that minority opinion will be heard and that petitions for the redress of grievances will be carefully considered.

Concept VI: On behalf of ACA as a whole, our Annual Business Conference has the principal responsibility for the maintenance of our world services, and it traditionally has the final decision respecting large matters of general policy and finance. But the Annual Business Conference also recognizes that the chief initiative and the active responsibility in most of these matters would be exercised primarily by the Trustee members of the World Service Organization when they act among themselves as the World Service Organization of Adult Children of Alcoholics.

Concept VII: The Annual Business Conference recognizes that the Articles of Incorporation and the Bylaws of the Adult Children of Alcoholics World Service Organization are legal instruments: that the Trustees are thereby fully empowered to manage and conduct all of the world service affairs of Adult Children of Alcoholics. It is further understood that our World Service Organization relies upon the force of tradition and the power of the ACA purse for its final effectiveness.

Concept VIII: The Trustees of the World Service Organization act in this primary capacity: with respect to the larger matters of over-all policy and finance, they are the principal planners and

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administrators. They and their primary committees directly manage these affairs.

Concept IX: Good service leaders, together with sound and appropriate methods of choosing them, are, at all levels, indispensable for our future functioning and safety. The primary world service leadership must necessarily be assumed by the Trustees of the Adult Children of Alcoholics World Service Organization.

Concept X: Every service responsibility should be matched by an equal service authority – the scope of such authority to be always well defined whether by tradition, by resolution, by specific job description, or by the Operating Policy and Procedures Manual and bylaws.

Concept XI: While the Trustees hold final responsibility for ACA's World Service administration, they should always have the assistance of the best possible standing committees, corporate trustees, executives, staffs, and consultants. Therefore the composition of these underlying committees and service boards, the personal qualifications of their members, the manner of their induction into service, the systems of their rotation, the way in which they are related to each other, the special rights and duties of our executives, staffs and consultants, together with a proper basis for the financial compensation of these special workers, will always be matters for serious care and concern.

Concept XII: In all its proceedings, Adult Children of Alcoholics World Service Organization shall observe the spirit of the ACA Twelve Traditions, taking great care that the conference never becomes the seat of perilous wealth or power; that sufficient operating funds, plus an ample reserve, be its prudent financial principle; that none of the Conference members shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion vote and whenever possible, by substantial unanimity; that no WSO action ever be personally punitive or an incitement to public controversy; that though the WSO may act for the service of Adult Children of Alcoholics, it shall never perform any acts of government; and that, like the fellowship of Adult Children of Alcoholics which it serves, the WSO itself will always remain democratic in thought and action.

APPENDIX VIII – CONFLICT OF INTEREST POLICY

**Adult Children of Alcoholics World Service
Organization, Inc.
CONFLICT OF INTEREST POLICY**

Article I: Purpose

The purpose of this Conflict of Interest Policy is to establish the procedures for the identification and resolution of conflicts of interest in the context of transactions or arrangements entered into by “Adult Children of Alcoholics World Service Organization, Inc.” hereinafter “Adult Children of Alcoholics” where an Interested Person (defined below) may have a Financial Interest (defined below) in or Fiduciary Responsibility (as defined below) towards an individual or entity with which Adult Children of Alcoholics is negotiating a transaction or arrangement. The determination that a conflict of interest exists does not prohibit the Adult Children of Alcoholics from entering into the proposed transaction or arrangement provided that the procedures set forth in Article III below are followed. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II: Definitions

1. Interested Person

Any director, principal officer, employee, or member of a committee with board-delegated powers who has either (a) a direct or indirect financial interest, as defined below (“Financial Interest”); or (b) a fiduciary responsibility to another organization, as defined below (“Fiduciary Responsibility”), is an interested person.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family (which are spouse, children and step children, and other relatives living with such person):

- A. an ownership or investment interest in any entity with which Adult Children of Alcoholics has a transaction or arrangement; or
- B. a compensation arrangement with Adult Children of Alcoholics or with any entity or individual with which Adult Children of Alcoholics has a transaction or arrangement;
- C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Adult Children of Alcoholics is negotiating a transaction or arrangement; or
- D. other than an arm's-length relationship with prospective or actual grantees relative to the design of specific projects, preparation of specific proposals and review and oversight of funded projects, and Adult Children of Alcoholics related activities.

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Compensation includes direct and indirect remuneration as well as gifts or favors. Gifts and favors include any gratuitous service, loan, discount, money or article of value, but does not include loans from financial institutional on customary terms, articles of nominal value ordinarily used for sales promotion, ordinary "business lunches" or reasonable entertainment consistent with local social or business customs.

A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

3. Fiduciary Responsibility

A person has a Fiduciary Responsibility towards an organization or individual if he or she:

- a. occupies a position of special confidence towards such organization or individual;
- b. holds in trust property in which another person has the beneficial title of interest, or who receives and controls the income of another; or
- c. has a duty of loyalty or duty of care to an organization (by virtue of serving as an officer or director of an organization or other position with similar responsibilities). A duty of loyalty requires the person to refrain from dealing with the organization on behalf of a party having an interest adverse to the organization and refrain from competing with the organization. A duty of care requires the person to discharge his or her duties in good faith and in a manner he or she reasonably believes to be in the best interests of the organization.

A Fiduciary Responsibility is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a Fiduciary Responsibility may have a conflict of interest only if the board or appropriate committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her Financial Interest or Fiduciary Responsibility and all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangements.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest or Fiduciary Responsibility and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the final determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a factual presentation at the board or committee meeting, but

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after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. An interested person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a board or committee meeting or informally through contact with individual board or committee members. In addition, the interested person should not be counted in determining whether a quorum is present for the board or committee meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.

- b. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether Adult Children of Alcoholics can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote (or other voting requirement, as provided in the Bylaws of Adult Children of Alcoholics) of the disinterested directors whether the transaction or arrangement is in Adult Children of Alcoholics interest and for its own benefit and whether the transaction is fair and reasonable to Adult Children of Alcoholics and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Article IV: Records of Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a Financial Interest or a Fiduciary Responsibility in connection with an actual or possible conflict of interest, the nature of the Financial Interest or Fiduciary Responsibility, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the names of the persons who recused themselves from such discussion and votes, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V: Compensation Committees

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A voting member of any committee with board-delegated powers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Adult Children of Alcoholics for services is precluded from voting on matters pertaining to that member's compensation.

Article VI: Annual Statements

Each director, principal officer, and member of a committee with board-delegated powers annually shall sign an acknowledgement and disclosure form that:

- a. Affirms that such person has received and reviewed a copy of this conflict of interest policy and agreed to comply with its terms;
- b. Requires that such person disclose any Financial Interest in or Fiduciary Responsibility towards any entity such person believes may enter into a proposed transaction with Adult Children of Alcoholics in the upcoming year.

Article VII: Periodic Reviews

To ensure that Adult Children of Alcoholics operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether arrangements with other organizations conform to Adult Children of Alcoholics' applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further Adult Children of Alcoholics' charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII: Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, Adult Children of Alcoholics may, but need not, use outside experts. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

**CONFLICT OF INTEREST ACKNOWLEDGEMENT/DISCLOSURE FORM
FOR ADULT CHILDREN OF ALCOHOLICS WORLD SERVICE ORGANIZATION, INC.**

1. CONFLICTING ORGANIZATIONS

I am a director, trustee, officer, representative of, or have a Financial Interest in the following organizations that have or may have a conflict with the interests of the Adult Children of Alcoholics

Organization and Title or Interest:

2. CONFLICTING ACTIVITIES/OBLIGATIONS

I am involved in no activity or transaction, nor am I a party to any contract involving interests that are or could be found to be adverse to the Adult Children of Alcoholics except for the following:

3. CONFLICTING BUSINESS OPPORTUNITIES/COMMITMENTS

I have not committed to, nor am I pursuing, any business opportunity that does or might adversely affect the Adult Children of Alcoholics except for the following:

4. CONFLICTING RELATIONSHIPS

I do not have a Fiduciary Relationship with any person with whom Adult Children of Alcoholics is pursuing a business opportunity except for the following:

5. OTHER POTENTIAL CONFLICTS

Any other concerns I may have regarding actual or potential conflicts of interest are listed below:

I have received and reviewed Adult Children of Alcoholics Conflict of Interest Policy, and to the best of my knowledge, I have accurately answered the above questions.

Signature

Date

Printed Name

APPENDIX IX – TRAVEL REIMBURSEMENT POLICY

Note: Copies of receipts are required for all expenditures.

All expenses for transportation, lodging and food are reimbursable for Board members, employees, and others while traveling on WSO business as long as the travel is pre-approved or accepted as necessary by the Board.

A. Transportation to the Destination:

Each person should travel the most efficient and economical means as reasonable and possible.

The following transportation costs are reimbursable:

1. Airline or train tickets, including the cost of one checked bag.
2. Airport parking for the least expensive daily parking rate.
3. Cab fare or the cost of mileage reimbursement for a friend or relative who drives the traveler to the airport. Mileage reimbursement is based on GSA (US General Services Administration) guidelines.

Note that if public transportation is available, then every effort should be made to use it – unless it is too inconvenient because of luggage and materials being transported.

If the traveler chooses to drive rather than use a more economical mode of travel, the reimbursement would not exceed the cost of airfare and related expenses.

B. Transportation at the Destination:

All factors should be taken into account when deciding whether to rent a car or use local transportation options.

If it is most reasonable and effective for the traveler to rent a car, the reimbursement will include the rental cost, rental car company insurance, and gas. The Board should be asked for general consensus when making a decision to rent a car.

C. Food, Incidentals, and Entertainment:

1. Food and Incidentals per diem, herein referred to as M&IE (Meals and Incidental Expense rate):

Receipts are not required for meals and incidentals for which M&IE is claimed.

Payment for M&IE expenses while traveling will be \$58 per day, or an equivalent amount in a foreign currency for non-US travelers. This includes \$5²² for incidentals. It is also applicable for travel days. These figures were derived using US General Services Administration (GSA) recommendations as a guideline.

Partial M&IE details:

- a. Any of the traveler's meals that are provided or paid for by others, including as part of an event/meeting should be deducted from the M&IE for that day per the following: Breakfast \$11, Lunch \$16, Dinner \$26. As an example, if lunch is provided, the traveler will claim \$42 M&IE for that day (\$58 minus \$16.) Note: hotel and airline meals that are provided are not considered as being provided by others.
 - b. M&IE for local travelers on travel days: those who drive to an event/meeting within 100 miles may claim M&IE for only the meal(s) they have to pay for themselves during the time they are asked to be on site.
2. Entertainment: On the rare occasion that a Board member or key employee invites other members of the fellowship, employees or vendors to a meal, they will make every effort to stay within the individual meal costs for all parties for that meal. To keep things simple, they will not be required to obtain an extra receipt for just their own meal, but instead have their meal paid for as part of the whole and then deduct that meal from their M&IE.

²² Typographical error corrected.