QUESTIONS/ANSWERS REGARDING July 25, 2026 SCWS BYLAWS:

1. **Q:** Will there be a separate Policy Document? For instance:
   - Expenses under Fees and Compensations
   - Revocations (examples?) (see question #2 below)

   A: A separate Policies and Procedures Handbook is in process, a sample of which was shared at the last Assembly. This contains existing policy and procedures that have previously been voted on by the Assembly.

2. **Q:** Can the Bylaws be repealed?

   A: Yes, the Assembly can recall the Bylaws, according to the current Al-Anon World Service Conference Charter in the *Al-Anon/Alateen Service Manual* (which we are following until we develop/modify it for our Area): "10d. The Bylaws of Al-Anon Family Group Headquarters, Inc., and any amendments thereto are subject to recall by the Conference by a two-thirds vote of all its members. All Bylaw amendments will be presented to the first Conference to be held after their adoption by the Board of Trustees." (p. 230).

3. **Q:** Under Article 14, there is no stipulation that the groups must be consulted for any further changes of the Bylaws. Shouldn't the membership have a say in modifications to the Bylaws as we do now?

   A: See question #2 above. It is possible that there could be issues considered, discussed and voted on by the Assembly in the future that could be included in future Bylaws.

4. **Q:** What is the proposed structure for modifying or repealing these new Bylaws if the membership would like to return to be voting members?

   A: See question #2 regarding modifying or repealing the Bylaws. The membership is the traditional entity and is not included in the legal entity, therefore they could not become voting members of the Corporation. In fact, the Corporation has no members.

5. **Q: WHO VOTES ON THE BYLAWS** Are we voting on the new Bylaws on the 25th or later at our November Assembly? Or next year? What's the plan?

   A: Per the method of the World Service Conference, today we are presenting them to the Assembly, per answer #2.The members of the Assembly (the traditional fellowship) are not members of the Corporation, and are not "visible" in the eyes of the law. Only the Board of Directors of the Corporation (the legal entity) amend and vote on the Corporation Bylaws.

6. **Q:** Will there be a presentation on our options for Bylaws? I know most Areas and the WSO do the “no members” legal structure. I just wondered if all options will be presented.
   A: No other options will be presented regarding membership of the Corporation. Per the presentation given by the World Service Office Executive Director at the November 2025 Area Assembly, and the legal advice from the attorney we consulted, we have separated the legal and traditional.

7. **Q:** Why now? What’s changed in our Area that we need to change our Bylaws? Updating makes sense, but this is an overhaul. Was there an issue that requires this change? Was there a threat of liability of the membership?
   A: In the process of revising the Bylaws, it became clear that we had unknowingly intertwined the legal and the traditional entities – the Board of Directors and the Assembly. Some of the language in those Bylaws regarding the responsibility of the Officers/Board of Directors was unclear. It became clear that we had to analyze every section of the past Bylaws and restate them to ensure that the legal aspects of the Corporation/Board of Directors responsibilities were separated from the traditional/Assembly’s responsibilities.

   The new Bylaws clarify that the Assembly is not a member of the legal entity, and, therefore, they have no legal liability.

8. **Q:** What specific legal vulnerabilities under California law forced the transition from a membership model to a board-only model? Could we have updated our Bylaws to remain legally compliant while still preserving the GRs' right to vote on structural amendments?
   A: See question #7 above.

9. **Q:** Do the groups want this? The groups have “ultimate responsibility and authority” (Concept One). I don’t know why we need to change what we have. If anything this feels like it alters the culture of our Area to be less inclusive. And possibly to consolidate power for the Area board.
   A: In Concept One, we learn that the groups first have the ultimate *responsibility* and authority. In Concept Two, they delegate operational authority to the Conference and their service arms. In Concept Six, the Conference (in our Area, the Assembly) acknowledges the primary administrative responsibility of the Trustees (in our case, the Board of Directors). Also, please see question #2 above.

   The Area follows the lead of the traditional entity, the World Service Conference, and its relationship to the legal entity, Al-Anon Family Group Headquarters, Inc. The Bylaws define

the responsibilities of the legal entity. The World Service Charter defines the responsibilities of the traditional entity and how they cooperate with one another. Our Area Charter will do the same.

The Assembly will continue to have the responsibility and authority to vote on policies for the Area.

10. **Q:** Can we amend the Bylaws to remove the legal membership of GRs, etc. but still have clear language on what decisions are to be considered legally necessary? Say “administrative” or “financial decisions over $500?” Otherwise the membership must be consulted?
    A: The GRs will continue to vote on policy, as they have in the past. All policies previously voted on by the Assembly will stay in effect. For example, the officers of the Assembly were given the authority by the Assembly to spend up to $2,000. They go to the Assembly for a vote if there is an expenditure above $2,000. Likewise, the Assembly will continue to approve the annual budget.

11. **Q:** If we are emulating the WSO Bylaws (AFG Inc.), they include a handful of things that I think we could include in our Area:
    - The WSO Bylaws state that corporate decisions regarding policy and trustee removal are directly subject to the approval of "The Conference" rather than left solely to the Board of Trustees. Can we include that but reference the “SCWS Assembly?”
    A: It is inaccurate that Corporate decisions regarding trustee removal are directly subject to the approval of the Conference.

    The Al-Anon Family Group, Headquarters, Inc. Bylaws define that 1) individual Board members can be removed by at least a two-thirds vote of the Board and in their Bylaws and Al-Anon World Service Conference Charter 2) the Conference may “bring about a reorganization of the World Service Office as or when it is deemed essential. They may request the resignation of the entire Board of Trustees and the nomination of a new slate of Trustees.” (Article IV. 11 and Article XI. 4)

    We used the Al-Anon Family Group Headquarters, Inc. Bylaws as a model, but we had to conform to the laws of California, in consultation with WSO and the CA lawyer. We have not replicated all of the Bylaws of Al-Anon Family Group Headquarters, Inc., just some applicable sections.

Removal of individual officers was addressed in the previous Bylaws and is included in the current Bylaws and in current Area policy. Removal of the entire Board by the Assembly will be addressed in our Charter.

In the SCWS Area, policies have been, and will continue to be, voted on by our Assembly.

12. **Q:** The WSO Bylaws reference the World Service Conference as …"the permanent body empowered to express the conscience of the Al-Anon fellowship. And "The Board of Trustees shall consult with the World Service Conference and, when required, accept its decision. However, the Board of Trustees shall continue to be vested with the full legal powers and responsibilities for the World Service Office." (Article XI). Can our Bylaws do the same naming the "SCWS Assembly"?
    A: Based on the advice of our attorney**,** the Assembly is not addressed in our Bylaws, as it is the traditional fellowship. Our SCWS Area Assembly Charter will define the relationship and roles of the Assembly and the Board.

13. **Q:** They also mention that AFG Inc shall be governed by the Al-Anon charter. Shouldn't we mention our charter?
    A: The Bylaws of Al-Anon Family Group Headquarters, Inc. do not mention the Charter. The Al-Anon World Service Conference Charter does not address governance, but states in the Introduction, "the provisions of the document are not legal, but traditional, since the Conference is not incorporated. The Charter is an informal agreement between all Al-Anon and its World Service Office (WSO)."

    The SCWS Area Assembly Charter Task Force has started meeting. Our Charter will define the relationship between the legal corporation and traditional fellowship and how they work together.

14. **Q:** The WSO Bylaws contain a "veto or recall clause" empowering the Assembly to instantly dissolve the corporate board. Can we include that as well?
    A: Please see question #11 above.

15. **Q:** If the Board of Directors decides in the future to pass an unpopular corporate policy or budget, what formal mechanism will GRs have to veto or challenge that decision if we no longer have a corporate vote?
    A: No policies are established by the Board of Directors. Future policies will be established as they have in the past - through the recommendation of a Thought or Task Force, which

considers the issue using Knowledge-Based Decision-Making, and then presents its recommendation at the Assembly for discussion and vote. Policies are voted on by the Assembly's Group Representatives, as are the Area budgets.

16. **Q:** What about including a mention about the right of appeal? Or listening to minority opinion? Concept Five.
    A: All policies are voted on at the Assembly by our registered Group Representatives, which is where they have the right of appeal and the opportunity to hear the minority voice.

17. **Q:** Regarding elections: The draft Bylaws say, "The Board may elect the designated Directors." Since that is permissive legal language (not "shall" or "must") doesn't this mean that legally, the Board retains the right to reject an individual selected by the Assembly, creating a loophole where corporate decisions could override the group conscience?
    A: While the Board is given direction by the Area fellowship, if the Board were to receive information about an elected Officer of the Assembly that disqualified them as a Board of Director, the Board would in good conscience not vote that person in as a member of the Board.

18. **Q:** Directors may not serve more than "three (3) full consecutive terms" (p. 3). That means an individual could legally sit on this corporate board for up to 9 consecutive years? How does that abide by the Al-Anon spirit of rotation? That's three years longer than the WSO Bylaws. What about including a mention of having a break in service on the board after six years? So that members of the board may not consistently nominate their peers on the board for other/another position on the board?
    A: Current Board members do not "nominate" members for the incoming Board. Individual members who meet the qualifications decide for which positions they are willing to stand.

    There have been times when members have not stepped up to be of service as Officers. Broadening the candidate pool provides additional flexibility and increases the likelihood that all positions will be filled.

    In addition, the Delegate "automatically" serves two terms: first as Delegate, then as Immediate Past Delegate. If the Delegate served on the previous panel as an officer, that would make 9 years. A six-year limit would disqualify any outgoing officer from standing for Delegate for the subsequent panel.

19. **Q:** There is no mention of the traditions or concepts in the Bylaws. How about a mandatory clause explicitly stating that in all policy matters, the corporation will defer to the principles, traditions, and practices of Al-Anon. (It's in the AFG Headquarters, Inc. Bylaws).
    A: Article 2, Section 2.2 states our specific purpose: "To encourage, assist and serve the families and friends of alcoholics in dealing with the problems concerning and attendant on alcoholism; to reinforce their efforts to understand the alcoholic and to foster his or her restoration to normal life; to disseminate information in relation thereto and to conduct, and participate in, any other classes of service to assist families and friends of alcoholics in dealing with their problems."

    In our Area, the Assembly votes on policy matters.

    The SCWS Area Charter will define the relationship between the Assembly and the Board, and will contain non-legal language (i.e., our legacies, that is, our Steps, Traditions, and Concepts of Service).

20. **Q:** Al-Anon's Tradition 2 states our ultimate authority is a loving God as He may express Himself in our group conscience, how does stripping GRs of their vote on Bylaws and budgets align with this Tradition?
    A: The GRs will continue to vote on all policies: budgets, major expenditures, adding or removing Coordinator positions, adding or removing Districts, etc. As noted above, the Bylaws are the legal responsibility of the legal entity (the Board of Directors of SCWS of AFG, Inc.).

21. **Q:** How do these restated Bylaws reduce the risk of the organization facing costly compliance audits or legal disputes regarding corporate membership rights?
    A: There are no membership rights, because there are no members of the Corporation. The Board of Directors have a fiduciary responsibility to oversee all financial matters and expenditures per Area policy, as voted on by the Group Representatives.

22. **Q:** If a corporate emergency or urgent legal issue arises between Assembly meetings, how does this new structure empower the Board to protect the fellowship quickly?
    A: Any of the Board of Directors may call a meeting of the Board at any time, to address any and all pressing issues.

23. **Q:** How do other Areas do their Bylaws? Are we changing ours because we're different than other Areas?

A: More Areas are becoming aware of the importance of distinguishing between the legal and the traditional aspects of Al-Anon and not intertwining them in their Bylaws. Each Area is also subject to their state's requirements.

24. In Section 6.3 Terms: Election of Successors, it refers to our Directors as Assembly Area Delegate, Alternate Delegate, Chairperson, etc. (It previously references Officers, Directors, and Board of Directors.) All of that is clear.

    Then in Sections 6.4.4 Resignations, Section 6.6 Special Meetings, and Section 6.12 Conduct of Meetings, it refers to terms like President and Vice-President.

    Q: Where did those terms come from? We don't have those positions (that I know of), and if those actual titles are required by statute, shouldn't the terms be introduced before we begin using them?
    A: In section 6.3, the traditional positions are mentioned: "the Assembly of the Traditional Fellowship."

    The position titles President, Vice President, Treasurer and Secretary are the legal terms for Officers of the Corporation within Bylaws. These (legal) Corporation officer positions are required by state law. These terms are used when filing the Officers with the State of California, but we don't typically use these terms when interacting with the Assembly.

SEE NEXT PAGE FOR ADDITIONAL QUESTIONS THAT WERE RECEIVED FROM THE ASSEMBLY SURVEY

ADDITIONAL QUESTIONS RECEIVED FROM THE ASSEMBLY SURVEY

1. **Q:** I'm still not clear as to the process for how the next board of directors will be determined in 2029. Article 6 says it is a responsibility of the Board "to elect the next board of directors of the corporation". Section 6.3 says Directors will be designated once every 3 years at the Assembly. So are GRs determining ("affirming") the next BOD, or does the current BOD "elect" the next BOD? In other words, will the board directors elected (actually "affirmed") at this November's assembly now have ALL the say as to the composition of the subsequent board of Board of Directors in 2029?

   A: Every three years in November, there is an election at the Area Assembly. Therefore, at the November 2029 Area Assembly, the registered Group Representatives (GRs) will, for the 2030-2033 term, elect officers of the Assembly. This election by the GRs shows that they affirm those members elected as the next Board of Directors. This is the traditional process. Then the outgoing 2029 Board of Directors elect those members as the next Board of Directors.

2. **Q:** Who can we reach out to get the presentation from the Executive Director presented at the November 2025 Assembly? I am a new GR as of June 2026.
   A: To get a copy of this presentation, please contact your District Representative and ask them to share it with you. If they cannot access it, you can contact the Area Delegate at delegate@scws-al-anon.org

3. **Q**: Will these (the Bylaws) be in effect as soon as they are voted on today?
   A: The current Board of Directors have adopted the Bylaws effective as of the date of the Special Assembly on July 25, 2026.

4. **Q:** Why did the Assembly not vote to approve or accept the Amended and Restated Bylaws?
   A: We unknowingly did not align with Tradition Nine when the SCWS Bylaws were originally written: “Our groups, as such, ought never be organized..." By making the Assembly members of the Corporation, we organized as part of the legal organization. It became clear that the Assembly did not belong in the Bylaws, and the legal responsibilities of the Board of Directors had to be more clearly defined.

4. **A** (Continued): Also, there are no members of the Corporation. The only *legal* entity that is responsible for and governed by the Bylaws is the Board of Directors. Therefore, only the

legal entity, the Board of Directors, vote to approve the Bylaws. An Assembly quorum may recall the Bylaws as will be defined in our Area Charter.

5. **Q:** Why do the Amended and Restated Bylaws say that "the Board *may* elect the designated Directors at its annual meeting?"

   A: Legally, the Board of Directors cannot abide by the authority of an outside entity. the use of the word *may* acknowledges the legal authority of the Board of Directors. The SCWS Assembly has no legal authority over the Board. If an Assembly Elected Officer is found to have committed financial fraud or done something not fiduciarily responsible, we could not in good conscience elect them to be on the Board of Directors.