

BYLAWS OF
THE GENERAL SERVICE BOARD OF
MEDIA ADDICTS ANONYMOUS, INC.
A NEW MEXICO DOMESTIC NONPROFIT CORPORATION

PREAMBLE

These are Bylaws of The General Service Board of Media Addicts Anonymous, Inc. a New Mexico Domestic Nonprofit Corporation. We anticipate a revision of these Bylaws at a future date, to contain two parts: Part A - The Bylaws of the GSB of MAA, Inc. and Part B - Organization of the MAA Fellowship.

CORPORATE ORGANIZATION

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ARTICLE I. Purpose and Objectives

SECTION 1: Statement of Purpose

The purpose of the General Service Board of Media Addicts Anonymous, Inc. (hereinafter referred to as “General Service Board,” “GSB,” or “Board”) is to maintain services for those who seek recovery from media addiction through the application to their own lives of the Twelve Steps, adapted from the program of Alcoholics Anonymous, which constitute the recovery program upon which the Fellowship of Media Addicts Anonymous (hereinafter referred to as “MAA”) is founded.

SECTION 2. Objectives

In furtherance of the purposes set forth in Section 1, the General Service Board of MAA shall render services including:

- a) Act as guardian of the Twelve Steps and Twelve Traditions and, when established, the Twelve Concepts of MAA;
- b) Provide media addicts with information about the Steps and Traditions of MAA and how to access MAA recovery meetings;
- c) Provide guidelines and counsel to the Media Addicts Anonymous groups (hereinafter referred to as MAA groups) throughout the world;
- d) Assist in the formation of new MAA groups, intergroups, and regional committees;
- e) Help facilitate the interchange of ideas and communications between individuals, MAA groups, and other levels of the service structure;
- f) Create, publish, and distribute MAA program literature;
- g) Establish and maintain policies for the furtherance of MAA;
- h) Serve as the custodian of MAA funds;
- i) Continue public relations and educational activities with the objective of creating a greater understanding of the MAA recovery program within the basic concept of attraction rather than promotion;
- j) Maintain all necessary GSB records.
- k) Maintain the MAA website and provide for other necessary technical requirements (e.g., Zoom accounts) in accordance with objectives a) through j) above.

ARTICLE II. Physical Offices

SECTION 1. Principal Office

The principal office of Media Addicts Anonymous, Inc. (hereinafter referred to as the “Corporation”) for the transaction of its business is located at 2260 East Lohman Avenue, Suite #1009, Las Cruces, NM 88001, in the County of Doña Ana County, New Mexico.

SECTION 2. Change of Address

MAA may change the principal office of the Corporation to any location within or without the State of New Mexico, by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

SECTION 3. Other Offices

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

ARTICLE III. Membership

The membership of the Corporation shall consist of the members of the Board of Trustees.

ARTICLE IV. Board of Trustees

SECTION 1. Powers and Duties

(a) Policy. The General Service Board of Media Addicts Anonymous, Inc. (hereinafter referred to as the “General Service Board” or the “Board” or the “GSB”) has but one purpose, that of serving the Fellowship of Media Addicts Anonymous (“MAA”). As such, the General Service Board manages and controls the business and affairs of the Corporation, and serves as the custodian of MAA and its funds. It acts in matters of international scope to further the purpose of MAA which is to provide a program of recovery to persons suffering from media addiction.

(b) Operations. The General Service Board shall have general power and authority to oversee and safeguard the affairs and property of MAA subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation. All officers, employees, and agents shall, in addition to the authority conferred, or duties imposed on them by these Bylaws, have such authority and perform such duties in the management of the Corporation as may be determined by resolution of the General Service Board not inconsistent with these Bylaws and

applicable law. The Board may: (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to MAA; (ii) Employ and discharge persons for the furtherance of the purposes of MAA; (iii) Exercise all other powers necessary to manage the affairs and further the purposes of MAA in conformity with the above purposes and limitations.

SECTION 2. Number and Composition

The use of the term “entire Board” herein refers to the total number of Trustees entitled to vote that the Corporation would have if there were no vacancies. The total number of Trustees constituting the entire Board shall not exceed twenty (20)) of which (a) no more than sixteen (16) and no less than five (5) are MAA Member Trustees (as defined below) and (b) up to four (4) are MAA Non-Member Trustees (as defined below). . The maximum number of Trustees may be increased or decreased by amendment of these Bylaws only.

SECTION 3. Election and Term of Office

Qualified candidates for open Trustee positions shall be brought by the Nominating Committee to the General Service Board. If a candidate is elected by the General Service Board, that person begins their service on the date of the next GSB meeting. The term of office is two (2) years. After each two year term a Trustee will need to be reconfirmed by a vote of confidence of the Board. Trustees may be elected to a maximum of three two-year consecutive terms.

After a minimum of 2 years time off the Board, they are eligible to apply again, and, if elected, will start another first 2-year term. A Trustee can serve a maximum of twelve (12) years on the GSB over their lifetime.

The Chair of the Nomination Committee will be responsible for tracking the terms of each Trustee. Four months prior to the Trustee's two-year term expiring, the Chair of the Nomination Committee will contact the Trustee to see if they intend to continue (for no more than three two-year terms as defined by these Bylaws) and will notify the Board of the Trustee's decision.

SECTION 4. Qualifications

MAA-Member Trustees:

- Have completed all 12 Steps with an MAA sponsor
- Have been sober from alcoholic (bottom-line) media for a minimum of 6 consecutive months
- Have an MAA sponsor and be an active member of an MAA group
- Have defined their media abstinence with an MAA sponsor
- Maintain on-going sobriety while serving on the General Service Board (i.e., if in relapse, resign from General Service Board)
- Willing to accept a service position within the General Service Board if one is available
- Commit to serving on the General Service Board for a two-year term
- Willing to work as a team for the betterment of MAA

MAA Non-Member Trustees:

- Be familiar with 12-step recovery programs
- Have specialty experience that will aid the GSB and MAA

- Be available to attend monthly GSB meetings

SECTION 5. Quorum

Unless a greater proportion is required by law, or as specifically provided in these Bylaws, a quorum for the transaction of business shall be a simple majority of the number of Board members (50% of the total number of current active Board members plus one). The meeting can continue, but no motions can be voted on without a quorum present.

SECTION 6. Voting

Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, a simple majority vote shall be the act of the Board. If the motion is an amendment to the MAA Bylaws, a 2/3 majority vote of all Trustees of the General Service Board is required. No Trustee shall vote on any matter in which they have an interest as defined in Article IX, Section 2.

The Chair does not participate in any voting. If the outcome of a vote comes to 50/50, the Chair will table the issue for further discussion, in the same or in a next meeting of the Board, until a clear and decisive majority vote results.

Voting by email is allowed only for urgent/timely decisions that all four officers (Chair, Vice-Chair, and Secretary and Treasurer) agree on. An email vote can only be approved unanimously by the whole board (to be fair to minority opinions that can't be adequately processed via email). An email motion is not approved until the secretary receives written confirmation from all current board members.

SECTION 7. Voting by Proxy

No Board member may vote by proxy. Doing so would exclude their fiduciary duty, which is to be present for discussion of the motion, especially any minority opinion.

SECTION 8. Resignation

Any Trustee may resign from the GSB at any time. Such resignation shall be made in writing and shall take effect one month after the date specified, or one month after the time of its receipt if no date is specified. The acceptance of a Trustee's resignation by the Board shall not be necessary to make it effective. To ensure that any ongoing business is satisfactorily handed over to a new officer, who is duly appointed by the Board, the resigning Trustee will attend at least one more Board meeting following their resignation.

SECTION 9. Removal

A Board member is expected to resign from the GSB for the loss of their sobriety, poor attendance, withdrawing from MAA, or any other behavior that may have negative consequences for MAA or the GSB, including any fraud or illegal activity. The Board of Trustees, however, has the right to remove a Trustee (both MAA-Member and MAA Non-Member) by a 75% affirmative vote. Such

Trustee has the right to state their case before the Board before a vote is taken. A special Board meeting may be called for this purpose.

SECTION 10. Vacancies

Any vacancies on the Board arising at any time and for any reason may be filled at any meeting of the Board by a majority vote of the Trustees then in office. A vacancy in the Board of Trustees shall be deemed to exist on the occurrence of any of the following: death, resignation, removal for cause, or an increase in the authorized number of Trustees by resolution of the Board.

SECTION 11. Attendance and Leave of Absence

Trustees are expected to attend every regularly scheduled and special Board meeting. In the event that they cannot, they need to notify both the Chair and the Secretary of their expected absence and submit any necessary reports. No Trustee shall miss more than two (2) consecutive regularly scheduled Board meetings unless they have requested a Leave of Absence.

Trustees can take one (1) leave of absence per term of up to three (3) months for any reason. Notice of such leave must be submitted to both the Chair and Secretary via e-mail or first-class mail. Such leave of absence will take effect upon receipt of such notice. Continued absence after three (3) months constitutes resignation from the GSB.

SECTION 12. Meetings

Meetings of the Board may be held at any place within or without the State of New Mexico or via electronic means as the Board schedules. The annual meeting of the Board shall be held at a time and place fixed by the Board. Other regular meetings of the Board shall generally be held each month, but in no event shall be held less than four times during the year. The Board may, from time to time, or based on an annual projection of its meeting needs, postpone, defer or omit a previously scheduled regular meeting, upon the agreement of a majority of the Board, made at a regularly scheduled meeting.

SECTION 13. Notice of Regular and Annual Meetings

Regular and annual meetings of the GSB may be held without notice as such meetings are fixed by the Board.

SECTION 14. Participation in Meetings Electronically

Trustees may participate at any Board meeting by means of telephone or video communication. Participation by such means shall constitute presence in person at the meeting. In the event a Trustee has technical difficulties during a meeting, the Board is empowered to decide how to proceed.

SECTION 15. Compensation

No compensation of any kind shall be paid to any Trustee for the performance of his or her duties as Trustee. This shall not in any way limit reimbursement of or payment for services provided to MAA by the Trustee in any capacity separate from his or her responsibilities as a Trustee, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board.

SECTION 16. Conduct of Meetings

Meetings of the Board shall be presided over by the Chair of the Board, or, in the Chair's absence, by the Vice Chair of the Board, or in the Vice Chair's absence, by a Chair chosen by a majority of the Trustees present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board. If the Secretary is absent, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the latest edition of Robert's Rules of Order. These rules may be revised from time to time, insofar as such rules are consistent with, or not in conflict with, these Bylaws, the Articles of Incorporation of this Corporation, or provisions of applicable law.

GSB meetings are closed unless otherwise specified by the GSB.

All Board matters are to be kept confidential as set forth in the Article X below.

ARTICLE V. Officers

SECTION 1. Number

The officers of the Corporation are the Chair, Vice-Chair, Secretary, and Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws, as from time to time, may be appointed by the General Service Board.

SECTION 2. Election and Qualification

The Board members shall elect from among their number a Chair, Vice-Chair, Secretary and Treasurer in a staggered manner, to ensure continuity of oversight and to prevent a sudden, detrimental loss of experience. The term of office is two years. A Trustee can serve in an officer position for a maximum of six years, as long as they are reconfirmed every two years by a vote of confidence. The Board shall have the right to remove any officer at any time by a 67% affirmative vote of the Board members then in office.

SECTION 3. Vacancies

In case any office of the Corporation becomes vacant by an officer's death, disability, resignation, retirement, removal, disqualification or any other cause, the Board may elect an officer to fill such vacancy until the election and qualification of a successor.

SECTION 4. The Chair

The Chair shall preside at all meetings and shall present the agenda for approval by the Board at the beginning of each meeting. The Chair shall, in general, perform all duties incident to the office of Chair and such other duties as may be assigned to the Chair, from time to time, by the Board. No employee of the Corporation may serve as the Chair. The Chair may, with the Secretary or the Treasurer, sign and execute all authorized bonds, mortgages, contracts, checks, notes or other obligations in the name and on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board or by these Bylaws to some other officer or agent of the Corporation, provided, however, that no bond, mortgage or contract shall be executed without the specific authority of the Board.

SECTION 5. The Vice-Chair

In the event of the absence of the Chair, the Vice-Chair shall perform any and all of the duties of the Chair and shall have such other powers and perform such other duties as the Board may, from time to time, determine, to the extent authorized by law.

SECTION 6. The Secretary

The Secretary shall attend and keep the minutes of all meetings of the Board. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall have charge of such books, documents, papers, contracts and agreements authorized by the Board, via MAA's electronic data base on Google Drive. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such other corporate secretarial duties as may be assigned, from time to time, by the Board. Additionally, the Secretary shall have access to the record of each Board member's name, phone number, email address, and address of permanent residence as kept updated by the Chair of the Nominations Committee.

SECTION 7. The Treasurer

The Treasurer shall have the custody of all funds and securities of the Corporation subject to such regulations as may be imposed by the Board and any applicable laws. When necessary or proper, the Treasurer may endorse for collection, on behalf of the Corporation, checks, notes or other obligations and shall deposit the same to the credit of the Corporation at such bank or banks or depository institutions as the Board may designate. The Treasurer shall sign all receipts and vouchers on behalf of the Corporation, and shall make such payments as may be necessary or proper to be made on behalf of the Corporation, subject to the control of the Board. The Treasurer shall enter regularly on the books of the Corporation, to be kept by the Treasurer for such purpose, a full and accurate account of all monies and obligations received, paid or incurred by the Treasurer on account of the Corporation, and shall exhibit such books at all reasonable times to any Trustee upon application at the office of the Corporation. The Treasurer may be required to give a bond for the faithful performance of their duties, in such sum and with such sureties as the Board may require. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall also present at each regular meeting of the Board a written report showing the receipts and disbursements of the Corporation since the last meeting of the Board, and the general financial condition of the Corporation as of the date of each report. The

Treasurer shall, upon approval by the Board, sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board or by these Bylaws to some other officer or agent of the Corporation.

Chair, Secretary and Treasurer can approve financial decisions between meetings only if all three agree that it is truly urgent. If they make such a decision it goes to the top of the agenda for the next meeting.

ARTICLE VI. Committees

SECTION 1. Committees of the General Service Board and Their Authority

The Board may designate from among its members such Committees of the Board, as it may deem appropriate. Each such Committee of the Board shall have thereon at least one (1) member of the Board. Committees may be created, eliminated, suspended, replaced, expanded or limited, as determined by the Board.

ARTICLE VII. Books and Records

SECTION 1: Independent Financial Professional

The Board may hire an independent financial professional to assist in the review or preparation of any documentation required of the Corporation. Budget considerations will be a factor in determining when to hire an independent financial professional.

SECTION 2: Contracts

The Board, except as provided otherwise in these Bylaws, may authorize any Officer of the Corporation, designated agent, or employee to enter into any contract or obligation on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the General Service Board or these Bylaws, no Officer, designated agent, or employee shall have any authority to bind the Corporation by any contract or obligation for any purpose or to any amount.

SECTION 3: Budget

No later than one month prior to the beginning of each fiscal year, the Treasurer shall prepare a budget which sets forth the anticipated income and expense of the Corporation for the upcoming fiscal year. This budget will be submitted for approval by the General Service Board. The Corporation shall develop procedures with respect to any subsequent approval required for expenditures that fall outside of, and exceed, the approved budget.

SECTION 4: Fiscal Year

The fiscal year of the Corporation shall commence on January 1 and shall end on December 31, of each year.

ARTICLE VIII. Indemnification and Insurance

SECTION 1. Indemnification

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

SECTION 2. Insurance

This Corporation shall purchase and maintain both general liability insurance and Directors and Officers liability insurance to indemnify this Corporation and its Trustees and officers for any liabilities or obligations which said parties may incur in the course of their service to this Corporation, including but not limited to those obligations set forth in the indemnification provisions in Section 1 above.

ARTICLE IX. Conflicts of Interest, Contracts, and Services of Trustees and Officers

SECTION 1. Disclosure of Interest

Upon election or appointment, all members of Media Addicts Anonymous, Inc.'s General Service Board (GSB) (hereinafter referred to as "the Board") are required to disclose whether they have any interest, financial or otherwise, in any corporation, organization, activity, or partnership that provides professional or other services to Media Addicts Anonymous, Inc. (or any subsidiary or affiliated entity). In the event of a future conflict of interest, any Board member must immediately disclose such information. Signed statements, the text of which is under Section 6 of this Article, are to be given to the Board and kept on file with the Chair of the Nominations Committee.

A conflict of interest shall be determined by whether a Board member would derive an individual economic benefit, either directly or indirectly, from the decision on any matter being considered by the Board or a committee thereof.

When any matter comes before the Board, or any committee of the Board, in which a Board member or a member of a committee of the Board has a conflict of interest, that interest shall be immediately disclosed by the Board member or the committee member to the Board and the committee.

SECTION 2. Definition of "Interest"

Whether a Trustee has an interest in a matter shall be determined by whether that person would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board or committee.

SECTION 3. Voting

No Trustee shall vote on any matter in which they have an interest as defined in Article IX, Section 2.

SECTION 4. Non-Participation

The Board may, by majority vote, ask any Trustee who has an interest in a matter not to participate, or to leave the room in which discussion is carried on; provided, however, that the Trustee who has an interest may participate in any discussion regarding their exclusion.

SECTION 5. Attempts to Influence

Trustees shall not attempt to influence other Trustees regarding matters in which they have an interest as defined in Article IX, Section 2, without disclosing that interest.

SECTION 6. Text of the Conflict of Interest Policy Statement

Conflict of Interest Policy Statement

HERE the text of Article IX, Section 1.

Name: _____

Position on the Board or any committee(s) of the Board: _____

By signing this form below, I certify that a) I have read and understand the above policy; b) I agree to comply with the policy; and c) I agree to promptly report any changes in the information included on this form or any new information relevant to a conflict of interest.

- I have no conflict of interest to report.
- I do have the following conflict of interest to report:

(Attach additional sheets if needed)

To determine possible future conflicts of interest, please specify other nonprofit and for-profit boards on which you and/or your spouse sit; any for-profit businesses in which you or a family member is an officer, a director, or a majority shareholder; and the name of your employer and any businesses you or a family member own.

(Attach additional sheets if needed)

Signature: _____

Date: _____

ARTICLE X. Confidentiality

SECTION 1. Confidentiality Statement

The ability of the Media Addicts Anonymous, Inc.'s General Service Board (GSB) (hereinafter referred to as "the Board") to engage in the open and free exchange of views is paramount to its success in serving the Fellowship of MAA. Therefore, upon election or appointment to the Board, all members of the GSB are required to sign a Confidentiality Statement (see below). GSB members shall maintain confidentiality appropriate to issues of a sensitive nature. While not exclusive, the following are examples of matters which must be kept confidential:

1. Specific confidential details of board meetings and executive sessions of the GSB;
2. The names of GSB members who express a particular viewpoint during such deliberations;
3. The names of persons who are the subject of GSB discussions;
4. Matters relating to personnel employed by the Corporation and any of its subsidiaries;
5. Discussions which do not result in any specific action being taken by the GSB;
6. Proprietary information of the GSB, Media Addicts Anonymous, Inc., and any of its subsidiaries or affiliates.

If a matter is considered by the GSB to be confidential, this designation encompasses the related deliberations of the GSB, as well as any documents, notes, files, records, or related materials.

GSB members must not disclose any confidential information purposefully or inadvertently by any means. ANY MEMBER THAT IS NOT ABLE TO ABIDE BY THIS POLICY ON A PARTICULAR ISSUE SHOULD REMOVE THEMSELVES FROM ANY DELIBERATIONS AS SOON AS THEY BELIEVE IT IS NECESSARY.

SECTION 2. Background

Because members of the Fellowship sometimes express concern about confidential proceedings at the Board level, it may help to provide some context-setting regarding Board confidentiality. Confidential discussions occur as the Board is building its substantial unanimity around a particular

or sensitive issue. With the security of confidentiality, personalities are minimized in favor of open and unfettered discussion.

The Board seeks Fellowship input regularly, yet as the Board's views are coalescing, confidentiality is necessary. Once the Board has recommended a particular action or made a decision on a given issue, it becomes the proper subject to be discussed with the Fellowship. The Board may also, at a later time, determine that it would like to reconsider a particular decision it has made, which, similarly, would require the same level of confidentiality.

The Board's confidential discussion of sensitive issues achieves three purposes: (1) open, frank discussion on matters before decisions are made, which allows people to change their opinions as they become fully informed; (2) protection against premature disclosure of proposed policies and the avoidance defending positions that are never adopted; and (3) protection against the Fellowship's confusion that might result from the disclosure of reasons and rationales that were not, in fact, ultimately the grounds for a particular decision.

SECTION 3. Text of the Confidentiality Statement

Confidentiality Statement

HERE the text of Article X, Sections 1. and 2.

- I have read and understand the above policy and voluntarily agree to maintain the confidentiality of any issues discussed by Media Addicts Anonymous, Inc.'s General Service Board, or any committee thereof, which are of a sensitive nature.

Signature: _____

Date: _____

ARTICLE XI. Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of 2/3 of all Trustees of the General Services Board.