

The Bylaws of The Underearners AnonymousSM General Service Board

The Bylaws of Underearners Anonymous General Service Board (UA GSB Inc.), Inc. are a legal document and cannot be suspended even with a unanimous vote, but can be amended with a vote of substantial unanimity. The bylaws cannot be in conflict with the Twelve Traditions and the Twelve Concepts of Underearners Anonymous, the laws of the State of New York or Constitution of the United States.

The Trustees are subject to the laws of the State of New York, and are expected to exercise the powers vested in them by law in a manner consonant with the faith that permeates and guides the Fellowship, inspired by the Twelve Steps, in accordance with the Twelve Traditions, and in keeping with the bylaws.

The purpose of the Corporation is to serve the Fellowship of Underearners Anonymous by providing policy determinations to standardize procedures, forms and literature for all groups in the Fellowship. It is designed by the Fellowship to maintain such for compulsive underearners who seek through Underearners Anonymous (“UA”), the means to arrest compulsive underearning through the application to their own lives of the Twelve Steps and Twelve Traditions adapted from the program of Alcoholics Anonymous, which constitute the recovery program upon which the Fellowship is founded. Said Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

These Twelve Steps are as follows:

1. We admitted we were powerless over underearning — 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 understood 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 shortcomings.
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 understood 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 compulsive underearners, and to practice these principles in all our affairs.

The Corporation claims no proprietary right in the recovery program, for these Twelve Steps, like all spiritual truths, may now be regarded as available to all humanity. However, because these Twelve Steps have proven to constitute an effective spiritual basis for life which, if followed, arrests compulsive underearning, the Corporation asserts the negative right of preventing, so far as it may be within its power to do so, any modification, alteration, or extension of these Twelve Steps as they are applied to the Fellowship, except at the insistence of the Fellowship. The Corporation shall put forth its best efforts within the context of the Conference, articles of incorporation, and these bylaws to protect the Twelve Steps. The Corporation in its deliberations and decisions shall be guided by the Twelve Traditions of Underearners Anonymous (the 'Traditions'), which are as follows:

The Twelve Traditions of Underearners Anonymous

1. Our common welfare should come first; personal recovery depends upon UA unity.
2. For our group purpose there is but one ultimate authority — a loving God as is expressed in our group conscience. Our leaders are but trusted servants, they do not govern.
3. The only requirement for UA membership is a desire to stop underearning
4. Each group should be autonomous except in matters affecting other groups or UA as a whole.
5. Each group has but one primary purpose — to carry the message to the underearner who still suffers.
6. A UA group ought never endorse, finance, or lend the UA name to any related facility or outside enterprise, lest problems of money, property, or prestige divert us from our primary purpose.
7. Every UA group ought to be fully self-supporting, declining outside contributions.
8. Underearners Anonymous should remain forever nonprofessional, but our service centers may employ special workers.
9. UA, as such, ought never be organized, but we may create service boards or committees directly responsible to those they serve.
10. Underearners Anonymous has no opinion on outside issues; hence the UA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, and films.

12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

The Corporation shall use its best efforts to ensure that the Traditions are maintained, for the Corporation is regarded by the Fellowship as the custodian of the Traditions. Accordingly, the Corporation shall not itself nor, so far as it is within its power to do so unless at the insistence of the Fellowship, permit others to modify, alter, or amplify the Traditions, except in keeping with the provisions of the Certificate of Incorporation (the 'Certificate') and the bylaws of the Corporation.

The Twelve Concepts for UA World Service

Just as the Twelve Steps are guides for personal recovery and the Twelve Traditions are guides for group unity, the Twelve Concepts are guides for World Service. These Concepts serve as a path for Twelfth Step work on a world service level, and show how the UA groups, the World Service Conference, and the Underearners Anonymous General Service Board work together to carry recovery in UA to the still suffering underearner.

1. The ultimate responsibility and authority for Underearners Anonymous World Services should always remain with the collective conscience of our whole Fellowship as expressed through the UA groups.
2. The UA groups have delegated complete administrative and operational authority to the General Service Board. The groups have made the Conference the voice and conscience for the whole Fellowship, excepting for any change in the Twelve Steps and Twelve Traditions.
3. As a traditional means of creating and maintaining a clearly defined working relationship among the groups, the World Service Conference, and the Underearners Anonymous General Service Board, it is suggested that we endow these elements of world service with a traditional "Right of Decision" in order to ensure effective leadership and allow a voting representation in reasonable proportion to the responsibility that each must discharge.
4. Throughout our Conference structure, we maintain at all levels a traditional "Right of Participation," ensuring a voting representation.
5. The traditional Rights of Appeals and Petition protect the minority opinion and ensure the consideration of personal grievances.
6. The Conference acknowledges the primary administrative responsibility of the Underearners Anonymous General Service Board.
7. The Conference recognizes that the bylaws of the Underearners Anonymous General Service Board serve as governing documents and that the Trustees have legal rights, while the rights of the Conference are spiritual, rooted in the Twelve Traditions. The Concepts are not legal instruments.
8. The Underearners Anonymous General Service Board of Trustees assumes primary leadership for larger matters of overall policy, finance, and custodial oversight, and delegates authority for routine management of General Service Office.

9. Good leaders, together with appropriate methods for choosing them at all levels, are necessary. At the World Service level, the Board of Trustees assumes primary leadership for UA as a whole.
10. Every service responsibility should be matched by an equal service authority, with the scope of such authority well defined.
11. While the Trustees hold final authority for UA World Service administration, they will be assisted by the best possible staff members and consultants. Therefore, serious care and consideration will always be given to the compensation, selection, induction to service, rotation, and assignments for special rights and duties for all staff with a proper basis for determining financial compensation.
12. The Conference of Underearners Anonymous will observe the spirit of the Traditions, taking care not to become powerful and wealthy; having sufficient operating funds with a prudent reserve; having no authority over any other members; making important decisions by discussing and voting on issues wherever possible by substantial unanimity; not acting in a punitive way; not inciting public controversy; never performing any acts of government; and finally, always remaining democratic in thought and action.

1. Offices

1.1 Principal Office.

The Corporation maintains its virtual principal office through a PO BOX in New York, NY.

1.2 Other Offices.

The Corporation may also have offices at such other places, both within and without the State of New York, as the General Service Board of Trustees may from time to time determine or the business of the Corporation may require.

2. Members

2.1 The Corporation shall have no members.

3.0 Trustees

3.1 Number, Composition and Qualification, Election, and Terms.

The business of the Corporation shall be managed by its General Service Board of Directors, which shall consist of a minimum of four (4) and a maximum of twelve (12) Trustees, who shall be each at least Twenty One (21) years of age. Hereafter, throughout these bylaws, the directors, so named to comply with the laws of the state of New York, shall be referred to as "Trustees." The number of Trustees may be changed by a majority vote of the entire General Service Board, provided that no decrease shall shorten the term of any incumbent Trustee. Trustees must be elected by a vote of substantial unanimity (as defined in section 7.7 of these bylaws as a two-thirds majority) by the Board of Trustees. Except as hereafter otherwise provided, the election of Trustees must be ratified by a majority of all registered groups in attendance at the UA World Service Conference Convocation. Trustees in office shall hold office for two (2) years including the election and ratification of their respective successors and exclusive of a (3) three month transition period. During the transition period the trustee shall be considered *ex officio* and will be a non voting member.

3.2 Composition and Qualification.

Trustees shall be divided into two categories: compulsive Underearner Trustees and non-Underearner Trustees. The compulsive Underearners shall number a maximum of eight (8) and shall be referred to in these bylaws as Class A Trustees. Class A Trustees shall be persons who have arrested their compulsive underearning, have not incurred new, unsecured debt for a period of one (1) year, who are living so far as possible within the Twelve Steps which constitute the Underearners Anonymous recovery program, and have working knowledge of the Twelve Traditions and Twelve Concepts. The non-Underearner Trustees shall number a maximum 33% of the board and shall be referred to in these bylaws as Class B Trustees. Class B Trustees shall be persons who are not now and have not been afflicted by the disease of compulsive underearning and who express a profound faith in the recovery program upon which the Fellowship is founded.

3.3 Terms of Class A and Class B Trustees

Class A Trustees shall be ineligible to serve for more than six (6) consecutive years, except in the case of a Class A Trustee serving as President (Chairperson), or Treasurer of the Corporation; a majority of the General Service Board may, having given due consideration to the spiritual principle of rotation of service, extend the period of eligibility for a maximum of one (1) consecutive year, if in the General Service Board's judgment this is in the best interest of the Corporation. Class A Trustees resigning before six (6) years are not eligible to reapply for three (3) years to the Board. Class B Trustees shall be ineligible to serve for more than six (6) consecutive years, except in the case of a Class B Trustee serving as Treasurer of the Corporation; a majority of the General Service Board may, having given due consideration to the spiritual principle of rotation of service, extend the period of eligibility for a maximum of one (1) consecutive year if in the General Service Board's judgment this is in the best interest of the Corporation. Class B Trustees resigning before six (6) years are not eligible to reapply to the Board.

3.3.1 Rotation of Service Suggestion.

No former Trustee of the Underearners Anonymous General Service Board, having completed board service of six (6) years or more, shall subsequently be invited or appointed to serve as Trustee or Appointed Committee Member for a period of three (3) years. Former Trustees may be invited to serve in a non-voting capacity as special workers.

3.4 Nomination and Election of Trustees

When seeking Trustee candidates to fill a vacancy, the General Service Board may solicit nominations from all interested parties. Candidates for Class A Trustee will whenever possible be drawn from UA members who have attended at least one UA World Service Conference as a group's General Service Representative. Except as hereafter otherwise provided, the election of Trustees must be ratified by a majority of all registered groups in attendance at the UA World Service Conference Convocation.

3.5 Regions

Based on a good faith effort and wherever possible, Class A Trustees shall be elected from geographically diverse regions so that no more than 50% Class A Trustees may be residents of one region. Class B Trustees are elected at-large and are exempt from regional limits.

Regions are defined as:

1. Eastern Region:

Connecticut, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Maryland, Massachusetts, Michigan, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Rhode Island, South Carolina, Tennessee, Vermont Virginia, Washington, D.C., West Virginia, Wisconsin and Maine

2. Western Region:

Alaska, Arizona, Arkansas, California, Colorado, Hawaii, Idaho, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, and Wyoming

3. Virtual Phone Meeting Region

4. International

3.6 Newly Created Trusteeships and Vacancies.

Newly created trusteeships resulting from an increase in the number of Trustees or vacancies in the General Service Board of Trustees for any reason may be filled by a substantially unanimous vote of the Trustees then in office regardless of their number. A Trustee elected to fill a vacancy shall hold office until the next meeting at which the ratification of election of Trustees is in the regular order of business. Trustee terms begin upon ratification by the World Service Conference Convocation.

3.6.1 Trustee 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 the Chair via e-mail or first-class mail. Leave of absence will take effect upon receipt of such notice. Continued absence after three (3) months constitutes resignation from the GSB.

3.7 Resignation and Removal of Trustee.

Any Trustee may resign from office at any time by delivering a written notice of resignation thirty (30) days in advance to the General Service Board of Trustees and the acceptance of the resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Any Trustee may be removed for cause, as defined below, by vote of the General Service Board of Trustees at any meeting, provided there is not less than a two-thirds quorum present at such meeting of Trustees at which such action is taken. Any Class A Trustee who is no longer active in UA while serving as a Trustee is expected to resign immediately from the General Service Board.

Grounds for removal from the board may include unexplained or unexcused absences from board meetings or calls, disruptive or improper behavior, or failure to perform the duties of the position of Trustee in a timely manner.

Class A and Class B Trustees shall, subject only to the laws of the State of New York and to these bylaws, be removed from office pursuant to a three-quarter ($\frac{3}{4}$) vote of members during the Conference of Underearners Anonymous, even if their term has yet to expire.

“For Cause” shall include, but not be limited to, the following:

(a) A Director’s breach of any material duty or obligation UA’s Articles of Incorporation, bylaws, or policies;

(b) A Director is convicted or pleads guilty or nolo contendere to any misdemeanor (other than traffic violation), felony, or any crime involving fraud, dishonesty or misappropriation;

(c) A Director willfully or recklessly engages in misconduct that causes or will cause material harm to the Fellowship, including to UA’s reputation or mission;

(d) A Director willfully engages in an act that constitutes a conflict of interest with the UA GSB Inc. without the approval of the UA’s Board of Directors as may be provided in the UA’s Articles of Incorporation or Bylaws;

3.8 Indemnification.

The Corporation shall to the fullest extent permitted by law indemnify its Trustees and officers provided that no payment shall be made under this indemnity that would give rise to a tax under the Internal Revenue Code.

3.9 Insurance.

The Corporation is not required to purchase Directors’ and Officers’ liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Trustees. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of these bylaws or operation of law and it may insure directly the Trustees, officers, employees, or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under these bylaws.

4.1 Quorum and Manner of Acting.

A majority of not less than 4 in number or 60% of the entire General Service Board shall constitute a quorum for the transaction of business or of any specified item of business. Actions of the General Service Board of Trustees shall be authorized by substantial unanimity of the Trustees present at a meeting duly assembled at the time of the vote, if a quorum is present at such time, unless otherwise provided by the law or these bylaws. In the absence of a quorum, a majority of the Trustees present may adjourn any meeting to another time and place.

4.2 Action by the General Service Board of Trustees or Committee Without a Meeting.

Any action required or permitted to be taken by the General Service Board of Trustees or by any committee of the General Service Board of Trustees may be taken without a meeting if all of the members of the General Service Board of Trustees or of such committee consent in writing to the adoption of a resolution authorizing the action.

The resolution and the written consents thereto by the members of the General Service Board of Trustees of such committee shall be filed with the minutes of the proceedings of the General Service Board of Trustees or such committee.

4.3 Participation in General Service Board or Committee Meetings by Conference Telephone.

Any one or more Trustees or members of any committee of the General Service Board of Trustees may communicate by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

4.4 Places of Meetings.

Meetings of the General Service Board of Trustees may be held at any place within or without the State of New York.

4.5 Annual and Regular Meetings.

The annual meetings of the General Service Board of Trustees shall take place during the World Service Conference, if such Conference is being held that year. Otherwise it will take place annually. At that time, business will include the election of officers and consideration of other matters as determined by the General Service Board of Trustees and specified in the notice of a meeting as provided in section 4.7 of these bylaws. The regular meetings are on the fourth Monday of the month at 8 pm Eastern Time. Regular meetings of the General Service Board of Trustees may be held without notice via the phone or at such time and places as the General Service Board determines.

4.6 Special Meetings.

Special meetings of the General Service Board of Trustees may be called at any time, by any Trustee, upon written demand of not less than one-third (1/3) of the entire General Service Board or by the President (Chairperson).

4.7 Notice of Meetings; Waiver of Notice.

Notice of the time and place of each special meeting of the General Service Board of Trustees shall be given to each Trustee by emailing, telephoning or texting it to him/her at least five (5) days before the meeting and seven (7) days before the annual meeting. Notice need not be given to any Trustee who submits a signed waiver of notice before or after a meeting or who attends the meeting without protesting the lack of notice to him/her. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which the adjournment is taken.

4.8 Compensation.

Trustees shall not receive compensation for their services, but the General Service Board of Trustees may authorize reimbursements of their reasonable out-of-pocket expenses in connection with the performance of their duties.

4.9 Revitalization.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may participate in the discussion vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.

4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

5.0 Executive and Standing Committees

The General Service Board of Trustees, by a resolution adopted by a majority of General Service Board, may designate an Executive Committee or other Standing Committees that shall serve at the sole authority of the General Service Board of Trustees. An Executive Committee shall be consisting of three (3) or more Trustees and shall have all the authority of the General Service Board of Trustees, except as otherwise provided in such resolution of the GSB or by law. Standing Committees shall be ongoing and may consist of one (1) or more Trustees along with other appointed and voluntary committee members. Standing committees shall have such authority as provided by resolution or by law. All actions of the Executive Committee and other standing committees shall be reported to the General Service Board of Trustees at the General Service Board of Trustees next meeting.

The General Service Board of Trustees shall have the power at any time to fill vacancies in, to change the membership of, or to discharge such committees.

5.2 Other Committees. The General Service Board of Trustees, by a resolution adopted by a majority of the General Service Board, may create special committees of an ad-hoc nature as deemed desirable, each consisting of appointed and voluntary committee members, to serve at the sole authority of the General Service Board, with such powers and duties as the General Service Board of Trustees determines, subject to any limitation in law.

6.0 Officers

6.1 Number.

The executive officers of the Corporation shall be President (Chairperson), one or more Vice Presidents (Vice Chairpersons), a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of President/Chairperson and Secretary.

6.2 Election, Term of Office.

The executive officers of the Corporation shall be elected annually by the General Service Board of Trustees and ratified at the World Service Conference. Each officer shall hold office until the end of the next annual meeting of the General Service Board of Trustees or, if the office is being vacated before the end of the term, until the election and qualification of his/her successor. The President (Chairperson) and Treasurer will both be expected to serve a two (2) year term and to train their successors during the second year. No Trustee shall serve more than four (4) years in the same executive office.

6.3 Subordinate Officers.

The General Service Board of Trustees may elect assisting officers (including assistant Treasurers and assistant Secretaries) as it may deem proper, each of whom shall hold office for such period and have such powers and duties as the General Service Board of Trustees determines.

6.4 Resignation and Removal of Officers.

Any officer may resign at any time by delivering a written notice of resignation 30 days in advance to the General Service Board of Trustees. Any officer elected or appointed by the General Service Board of Trustees may be removed by the General Service Board of Trustees, with cause.

6.5 Vacancies

A vacancy in any office may be filled for the unexpired term by the General Service Board of Trustees.

6.6 The President (Chairperson).

The President (Chairperson) shall be the chief executive officer of the Corporation and shall preside at all meetings of the General Service Board of Trustees, provided, however, that she/he may assign such duty to another Trustee. Subject to the control of the General Service Board of Trustees, she/he shall generally supervise the business of the Corporation and shall have such other power and duties as presidents of Corporations usually have or as the General Service Board assigns to her/him. The President/ Chairperson will be expected to serve a two (2) year term and train his/her successor during the second year. A Trustee may serve as President (Chairperson) for no more than four (4) consecutive years, unless a majority of the General Service Board vote to extend the period of eligibility for not more than two years. By tradition, the office of President (Chairperson) is held by a Class A Trustee.

6.7 The Vice President.

Each Vice President (Vice Chairperson) shall have such powers and perform such duties as the General Service Board of Trustees or the President may from time to time assign to her/him. At the discretion of the Board, the President may train the Vice President to become the President for the following year. A Trustee may serve as Vice President for no more than four (4) consecutive years, unless a majority of the General Service Board vote to extend the period of eligibility for not more than one year.

6.8 The Treasurer.

The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of the Corporation's financial books and accounts. Subject to the control of the General Service Board of Trustees, she/he shall have such powers and perform such other duties as the General Service Board of Trustees or the President (Chairperson) may from time to time assign to her/him. The Treasurer will be expected to serve a term of at least two (2) years, and to train his/her successor. A Trustee may serve as Treasurer for no more than four (4) consecutive years, unless a majority of the General Service Board vote to extend the period of eligibility for not more than one year.

6.9 The Secretary.

The Secretary shall be secretary of, and keep the minutes of, all meetings of the General Service Board of Trustees, shall be responsible for giving notice of all meetings of the General Service Board of Trustees. Subject to the control of the General Service Board of Trustees, she/he shall have such other powers and perform such other duties as the General Service Board of Trustees or President may from time to time assign her/him. In the absence of the Secretary from any meeting, the minutes shall be kept by the person appointed for that purpose by the presiding officer. A Trustee may serve as Secretary for no more than four (4) consecutive years, unless a majority of the General Service Board vote to extend the period of eligibility for not more than one year.

6.10 The Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer as required. During the Treasurer's final year in office, at the discretion of the Board, the Treasurer may train the Assistant Treasurer to become the Treasurer for the following year.

7.0 Miscellaneous.

7.2 Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January each year and shall end on the thirty first day of December next following, unless otherwise determined by the General Service Board.

7.3 Contracts, Checks, Bank Accounts.

The funds of the Corporation shall be deposited in the Corporation's name with such banks, trust companies, or other depositories as the General Service Board of Trustees may designate. The General Service Board of Trustees shall determine who shall be authorized to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

7.4 Annual Reports.

The General Service Board of Trustees shall direct the President and Treasurer of the Corporation to present at each annual meeting of the General Service Board of Trustees a financial report in accordance with paragraph (a) of Section 519 of the Not-For-Profit Corporation Law of the State of New York, but omitting the requirements of subparagraph (5) of said paragraph (a) of Section 519.

7.5 Amendments.

These bylaws may be amended, added to, rescinded, or repealed at a meeting by two-thirds of the entire General Service Board, except that any amendment which changes or strikes any provision specifying the quorum requirements or the proportion of votes necessary for the transaction of business or any specified item of business must be authorized by a vote of three-quarters (3/4) of the entire General Service Board of Trustees.

7.6 Definition of "Entire Board."

As used in these bylaws, the term 'entire Board' means the total number of Trustees which the Corporation would have if there were no vacancies on the Board of Trustees.

7.7 Definition of "Substantial Unanimity."

As used in these bylaws, the term 'substantial unanimity' means a two-thirds majority of the current Trustees voting.

Adopted 2016