

Adopted by the GSAWS Board of Trustees
Effective June 27, 2007

**AMENDED BY-LAWS OF
GREYSHEETERS ANONYMOUS WORLD SERVICES, INC. ("GSAWS")**

ARTICLE I
MEMBERS

The members of GSAWS shall be the members of the Board of Trustees, the GreySheeters Anonymous World Service Conference ("Conference") delegates, the corporate officers of any service corporations affiliated with GSAWS which may be established hereafter or any other persons associated with such service corporations which are determined at a Conference to be delegates (each a "Member"). Each Member shall ascribe to and follow the principles of the GreySheet plan of eating which utilizes the program of GreySheeters Anonymous in arresting compulsive overeating.

ARTICLE II
OFFICES

The principal office of GSAWS shall be in New York County, State of New York. GSAWS may also have offices at such other places within the State of New York as the Board of Trustees may from time to time determine or the business of GSAWS may require.

ARTICLE III
BOARD OF TRUSTEES

Section 1. Powers and Duties. (a) Policy: GSAWS, acting through the Board of Trustees, has but one purpose, that of serving the fellowship of GreySheeters Anonymous. It is in effect an entity created to maintain services for those who seek, through GreySheeters Anonymous, the means for arresting the disease of compulsive overeating through following the principles of the GreySheet plan of eating and the application to their own lives of the Twelve Steps which constitute the recovery program upon which the Fellowship of GreySheeters Anonymous is founded. These Twelve Steps are as follows:

1. We admitted we were powerless over food—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 Him*.

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 Him 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 Him*, praying only for knowledge of His 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 overeaters, and to practice these principles in all our affairs.

Because these Twelve Steps have proven to constitute an effective spiritual basis for life which, if followed, arrests the disease of compulsive overeating, GSAWS, acting through the Board of Trustees, asserts the negative right of preventing, so far as it may be within its power so to do, any modification, alteration, or extension of these Twelve Steps, except as the same may from time to time be amended at a Conference.

GSAWS, acting through the Board of Trustees, in its deliberations and decisions shall be guided by the Twelve Traditions of GreySheeters Anonymous, hereinafter referred to as the "Traditions," which are as follows:

1. Our common welfare should come first; personal recovery depends upon GreySheeters Anonymous unity.
2. For our group purpose there is but one ultimate authority—a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants—they do not govern.
3. The only requirement for GreySheeters Anonymous Membership is a desire to stop eating compulsively.
4. Each group should be autonomous except in matters affecting other groups or GreySheeters Anonymous as a whole.
5. Each group has but one primary purpose—to carry its message to the compulsive overeater who still suffers.

6. A GreySheeters Anonymous group ought never endorse, finance or lend the GreySheeters name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every GreySheeters Anonymous group ought to be fully self-supporting, declining outside contributions.
8. GreySheeters Anonymous should remain forever non-professional, but our service centers may employ special workers.
9. GreySheeters Anonymous as such ought never be organized, but we may create service boards or committees directly responsible to those they serve.
10. GreySheeters Anonymous has no opinion on outside issues; hence the GreySheeters 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, television and film.
12. Anonymity is the spiritual foundation of all our Traditions, ever reminding us to place principles before personalities.

GSAWS, acting through the Board of Trustees, shall use its best efforts to insure that these Twelve Traditions are maintained, for it is regarded by the Fellowship of GreySheeters Anonymous as the custodian of these Traditions and, accordingly, it shall not itself nor, so far as it is within its power so to do, permit others to modify, alter, or amplify these Traditions, except in keeping with the provisions of the GreySheeters Anonymous World Services, Inc. Conference ("Conference Charter").

GSAWS also shall be guided by the spirit of the Twelve Concepts of GreySheeters Anonymous, hereinafter referred to as the "Concepts" which, in their short form, are as follows:

1. The final responsibility and the ultimate authority for GSAWS should always reside in the collective conscience of our whole Fellowship.
2. The GreySheeters Groups delegate to the Conference the complete authority for the active maintenance of our world services and thereby make the Conference – excepting for any change in the Twelve Traditions — the actual voice and the effective conscience for our whole Fellowship.
3. As a traditional means of creating and maintaining a clearly defined working relation between the Groups, the Conference, the Board of Trustees and any service corporations, staffs, and committees which may be established hereafter, and of thus insuring their effective leadership, it is here suggested that we endow each of these elements of world service with a traditional "Right of Decision."
4. Throughout our Conference structure, we ought to maintain at all responsible levels a traditional "Right of Participation," taking care that each classification or Group of our world servants shall be allowed a voting representation in reasonable proportion to the responsibility that each must discharge.

5. Throughout our world service structure, a traditional “Right of Appeal” ought to prevail, thus assuring us that minority opinion will be heard and that petitions for the redress of personal grievances will be carefully considered.
6. On behalf of GreySheeters Anonymous as a whole, our 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 Conference also recognizes that the chief initiative and the active responsibility in most of these matters should be exercised primarily by the Trustee Members of the Conference when they act among themselves as the Board of Trustees of GreySheeters Anonymous.
7. The Conference recognizes that the Charter and the Bylaws of the Board of Trustees are legal instruments; that the Trustees are thereby fully empowered to manage and conduct all of the world service affairs of GreySheeters Anonymous. It is further understood that the Conference Charter itself is not a legal document; that it relies instead upon the force of tradition and the power of the GreySheeters Anonymous purse for its final effectiveness.
8. The Trustees of the Board of Trustees act in two primary capacities: (a) With respect to the larger matters of overall policy and finance, they are the principal planners and administrators. They and their primary committees directly manage these affairs; (b) But with respect to any separately incorporated and constantly active services which may be established hereafter, the relation of the Trustees is mainly that of custodial oversight which they exercise through their ability to elect all Directors of these entities.
9. Good service leaders, together with sound and appropriate methods of choosing them are at all levels indispensable for our future functioning and safety.
10. 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 appropriate charters and bylaws.
11. While the Trustees hold final responsibility for GreySheeters Anonymous’ world service administration, they should always have the assistance of the best possible standing committees and service boards, 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 system of their rotation, the way in which they are related to each other, the special rights and duties of our 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.
12. General Warranties of the Conference: In all its proceedings, the Conference shall observe the spirit of the Greysheeters Anonymous tradition, taking great care that the Conference never becomes the seat of perilous wealth or power; that the 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 Conference action ever be personally punitive or an incitement to public controversy; that though the Conference may act for the service of GreySheeters

Anonymous, it shall never perform any acts of government; and that, like the Fellowship of GreySheeters Anonymous which it serves, the Conference itself will always remain democratic in thought and action.

Each Trustee shall be assigned one of the Twelve (12) Traditions and one of the Twelve (12) Concepts to be committed to his or her expertise as its keeper and interpreter. Each Trustee is required to know all of the 12 Traditions and Concepts and be able to call points of order with regard to them during any meeting of the Board of Trustees or the Officers of GSAWS. In the event that the full complement of the Board is not 13 Trustees due to vacancies, the Trustees may be assigned more than one Tradition and Concept each.

The Board of Trustees of GSAWS shall use its best efforts to insure that the Grey Sheet is maintained, for the Board is regarded by the Fellowship of GreySheeters Anonymous as the custodian of the Grey Sheet and, accordingly, it shall not itself modify, alter or amplify the Grey Sheet, except as determined at a Conference or as determined by the Board to be necessary to avoid infringing the copyright of third parties; nor, so far as it is within its power so to do, shall the Board permit others to modify, alter, or amplify the Grey Sheet.

(b) Operational. The Board of Trustees shall have general power to control and manage the affairs and property of GSAWS subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation, these By-laws, the group conscience of GreySheeters Anonymous as expressed at the Conference, and as set forth in the GreySheeters Anonymous World Service Manual ("Service Manual").

(a) The Board of Trustees may:

- (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to GSAWS.
- (ii) Employ and discharge persons for the furtherance of the purposes of GSAWS.
- (iii) Exercise all other powers necessary to manage the affairs and further the purposes of GSAWS in conformity with the above purposes and limitations.

(b) The Board shall:

- (i) Direct Treasurer of GSAWS to present at the annual meeting of the Board a financial report, certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of GSAWS and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

Section 2. Number and Composition. The number of Trustees constituting the entire Board after the first annual meeting of the Board of Trustees shall be not less than 13. Subject to such minimum, the number of Trustees may be increased or decreased from time to time if so determined at a Conference and no decrease shall shorten the term of any incumbent Trustee. There shall be four officers of the Board of Trustees: the Chairperson, the Vice Chairperson, the Secretary and the Assistant Secretary. The Chairperson shall preside at all meeting of the Board, except that in his or her absence the Vice Chairperson of the Board shall preside. The Secretary of the Board shall be responsible to take the minutes of the Board

meetings, and to send out the notice and agenda of the next meeting along with a draft of the prior meeting's minutes. The Assistant Secretary shall assist the Secretary with his or her duties and shall assume responsibility for them in the Secretary's absence.

Section 3. Election and Term of Office. Each Trustee shall be elected at a Conference in accordance with the procedures set forth from time to time in the Service Manual. The Trustees shall hold office as set forth in Section 5 hereof; provided, however, that any Trustee elected pursuant to Section 8 of this Article to fill an unexpired term (whether resulting from the death, resignation, removal or an increase in the number of Trustees) shall hold office until the next Conference. At the Conference, a new Board Member shall be elected to fill the remaining unexpired term created by such vacancy pursuant to Section 8 of this Article. The new Board Member may be the person who was serving on an interim basis or may be a different person. Trustees may be elected to a maximum number of two complete three-year consecutive terms. It is anticipated, but not required, that the Nominating Committee recommend the Assistant Secretary to fill the position of Secretary upon the expiration of the Secretary's three (3) year term or upon vacating the position if earlier.

Section 4. Qualification for Trustees. Each Trustee shall be at least 18 years of age, shall have at least five years of back-to-back abstinence in GreySheeters Anonymous and must be able to receive email correspondence transmitted by the Board secretary. The Chairperson of the Board must also either: (i) currently be a Trustee and have served as a Trustee for one year immediately prior to becoming Chairperson, or (ii) have served for one year at any time as an officer of the Board.

Section 5. Classification of Trustees. At the first Conference, the Trustees shall be divided into three classes of equal (or approximately equal) number of Trustees, and new Trustees in each class shall be elected at such first Conference. The term of office of the first class shall expire at the second Conference, the term of office of the second class shall expire at the third Conference and the third class at the fourth Conference. The Chairperson, the Vice Chairperson, the Secretary of the Board and the Treasurer of GSAWS shall be assigned to the third class whose terms expires at the fourth Conference. The Assistant Secretary and Assistant Treasurer shall be assigned to the second class whose terms expires at the third Conference. At each Conference after the first Conference, Trustees shall be elected for a term of three years to replace those whose terms shall expire. For purposes of clarity, the Treasurer and Assistant Treasurer of GSAWS are both members of the Board of Trustees and corporate officers of GSAWS and as such, will be included in the slate of candidates recommended by the Nominating Committee for those positions. However, the Treasurer and Assistant Treasurer are not officers of the Board as there are no such Board positions.

Section 6. Removal. Any Trustee may be removed at any time for cause by a vote of 75 percent of the Trustees then in office at a regular meeting or special meeting of the Board called for that purpose; provided that at least one week's notice of the proposed action shall have been given to the entire Board of Trustees then in office. Removal for cause shall mean: loss of abstinence, fraud, or any other meaning of the term "cause" as set forth in the Service Manual.

Section 7 Resignation. Any Trustee may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by an officer of the Board. The acceptance of a resignation by the Board of Trustees shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Trustee.

Section 8. Vacancies. Any vacancies on the Board of Trustees arising at any time and from any cause may be filled at any meeting of the Board of Trustees after receiving a recommendation from the Nominating Committee by a majority vote of the Trustees then in office, regardless of their number, and the Trustees so elected shall serve on an interim basis until the next Conference. 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, an increase in the authorized number of Trustees by resolution of the Board and Conference action or for any other reason as set forth in the Service Manual. If the position of a Trustee who is also an officer of the Board becomes vacant, the Nominating Committee should endeavor to identify a current Trustee to fill such vacant Officer position. If the Nominating Committee is unable to fill the vacant Officer position with a current Trustee, the new interim Trustee shall also serve in the same Board Officer's position as the Trustee vacating his or her position on the Board. In addition, while generally no person may hold more than one Officer's position on the Board of Trustees in GSAWS, he or she may do so on a temporary basis until the next Conference.

Section 9. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix or may be held via teleconference. The annual meeting of the Board of Trustees shall be held in October of each year 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 two times during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the Chairperson of the Board, or upon written demand of not less than three Members of the Board of Trustees, in each case at such time and place as shall be fixed by the person or persons calling the meeting, subject to the notice provisions of Section 10.

Section 10. Notice of Meetings. The annual and regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of each regular meeting not fixed by the Board and each special meeting of the Board (which notice shall, in the case of each regular and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken) shall be sent by the Secretary electronically to each Trustee and addressed to him or her at his or her email address at least three (3) days before the day on which the meeting is to be held; provided, however, that notice of special meetings may be sent with less than three (3) days notice via email requesting acknowledgement of receipt and the Secretary shall call each person from whom an acknowledgement is not received prior to 24 hours before the meeting. No notice need be given of any adjourned meeting.

Section 11. Quorum and Voting. Unless a greater proportion is required by law, or as specifically provided in these By-Laws or pursuant to Conference action, a quorum shall be a simple majority of the number of Board members. Except as otherwise provided by law or these By-Laws or pursuant to Conference action, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Trustees present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained.

Section 12. Action by the Board. After provision of notice pursuant to Section 9 or Section 10 of this Article and subject to the provisions of Section 11, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment (including e-mail). Participation by such means shall constitute presence in person at a meeting.

Section 13. Compensation. No compensation of any kind shall be paid to any Trustee for the performance of his or her duties as Trustee. Subject to Article XII below, this shall not in any way limit reimbursement of or payment for services provided to GSAWS 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. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to GSAWS by any organization in which a Trustee is affiliated.

ARTICLE IV OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of GSAWS shall be a President, a Vice President, a Secretary and Assistant Secretary, a Treasurer and Assistant Treasurer and such other Officers, if any, including one or more Vice President. No person may hold more than one corporate Officer's position in GSAWS other than on a temporary basis until the next Conference. All Officers of GSAWS shall be Members of the Board of Trustees. An Officer of GSAWS may also serve as an Officer of the Board and it is initially anticipated that the same person shall serve as both the Chairperson of the Board and President of GSAWS, the Vice Chairperson of the Board and Vice President of GSAWS and Secretary and Assistant Secretary and of both the Board and GSAWS. It is anticipated, but not required, that the Nominating Committee recommend that the Assistant Secretary and Assistant Treasurer fill the positions of Secretary and Treasurer, respectively, upon the expiration of the Secretary and Treasurer's three (3) year terms, if offered such positions.

Section 2. Qualifications for Officers. Any Officer shall be at least 18 years of age, shall have at least five back-to-back years of abstinence and be able to receive email correspondence transmitted by the GSAWS's Secretary. The President must also have one year of prior service as an officer.

Section 3. Election and Term of Office. The Officers of GSAWS shall be elected for a three year term in accordance with the same procedures provided under Article III regarding Trustees.

Section 4. Employees and Other Agents. The Board of Trustees may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Trustees may from time to time determine. To the fullest extent allowed by law, the Board of Trustees may delegate to any employee or agent any powers possessed by the Board of Trustees and may prescribe their respective title, terms of office, authorities and duties.

Section 5. Removal. Any Officer of GSAWS may be removed with cause by a vote of 75% of the entire Board of Trustees, in accordance with the same procedures provided under Article III regarding Trustees.

Section 6. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Trustees after receiving a recommendation of the Nominating Committee in accordance with the same procedures provided under Article III regarding Trustees.

Section 7. Duties of All Officers. In addition to the those duties set forth below, each Officer of GSAWS shall follow any procedures or other guidelines set forth in the Service Manual relating to his or her duties of their office.

Section 8. President: Powers and Duties. The President shall have general supervision of the affairs of GSAWS and shall keep the Board of Trustees fully informed about the activities of GSAWS. He or she has the power to sign and execute alone in the name of GSAWS all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Trustees.

Section 9. Vice President: Powers and Duties. A Vice President shall have such powers and duties as may be assigned to him or her by the Board of Trustees. In the absence of the President, the Vice President(s), in the order designated by the Board of Trustees, shall perform the duties of the President.

Section 10. Secretary and Assistant Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of GSAWS and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Trustees, and shall perform such other duties as shall from time to time be assigned by the Board of Trustees, including retaining the records and legal documents of GSAWS and the corporate seal, if any. The Assistant Secretary shall assist the Secretary in his or her duties and assume responsibility for such duties in his or her absence.

Section 11. Treasurer and Assistant Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of GSAWS, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of GSAWS in the name and to the credit of GSAWS in such banks or depositories as the Board of Trustees may designate. At the annual meeting, he or she shall render a report of GSAWS's accounts showing in appropriate detail: (a) the assets and liabilities of GSAWS as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of GSAWS, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of GSAWS, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by GSAWS to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit GSAWS's books and accounts to any Officer or Trustee of GSAWS, whenever required by the Board or the President, render a statement of GSAWS's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board of Trustees, and shall when required, give such security for the faithful performance of his or her duties as the Board of Trustees may determine. The Assistant Treasurer shall assist the Treasurer with his or her duties and assume responsibility for such duties in his or her absence.

Section 12. Compensation. Any employee or agent of GSAWS is authorized to receive a reasonable salary or other reasonable compensation for services rendered to GSAWS when authorized by a majority of the Board of Trustees, and only when so authorized.

Section 13. Sureties and Bonds. In case the Board shall so require, any Officer or agent of GSAWS shall execute for GSAWS a bond in such sum and with such surety or sureties

as the Board may direct, conditioned upon the faithful performance of his or her duties to GSAWS and including responsibility for negligence and for the accounting for all property or funds of GSAWS that may come into his or her hands.

ARTICLE V
COMMITTEES

The Board, by resolution adopted by a majority of the entire Board or as set forth in the Service Manual, may establish and appoint standing committees or special committees consisting of at least two Trustees (appointed by the Chairperson of the Board of Trustees) with such powers and duties as the Board may prescribe. The Chairperson of the Board shall designate a chairperson of each such committee who in turn may invite other persons to serve on the committee who may or may not be Trustees. Each committee chairperson may also create subcommittees that shall report to the chairperson of such committee.

The standing committees of the Board shall include:

- (a) Finance Committee. The Treasurer shall serve as chairperson of the Finance Committee and the Chairperson and Assistant Treasurer shall be its two other Board members. The Finance Committee shall advise the Board in regard to the investments and general fiscal policy of GSAWS.
- (b) Nominating Committee.
- (c) Public Information Committee.
- (d) Literature Committee.
- (e) By-laws/Governance Committee.
- (f) Web Committee.
- (g) Conference Committee.
- (h) Cooperation with Professional Community/Hospitals and Institutions Committee.
- (i) Such other Committees as shall be determined by the Board of Trustees or as set forth in the Service Manual.

ARTICLE VI
BOARD OF ADVISORS

Section 1. Powers. The Board may appoint from time to time any number of persons as advisors of GSAWS to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No advisor to GSAWS shall receive, directly or indirectly, any salary or compensation for any service rendered to GSAWS, except that the Board of

Trustees may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of GSAWS.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Trustees is authorized to select the banks or depositories it deems proper for the funds of GSAWS and shall determine who shall be authorized on GSAWS's behalf 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, subject to such other provisions as set forth in the Service Manual.

Section 2. Investments. The funds of GSAWS may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Trustees may deem desirable.

ARTICLE VIII

OFFICE AND BOOKS

Section 1. Office. The office of GSAWS shall be located at such place as the Board of Trustees may from time to time determine.

Section 2. Books. There shall be kept, at a location designated by the Board of Trustees, a correct books of account of the activities and transactions of GSAWS including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Trustees.

ARTICLE IX

FISCAL YEAR

The fiscal year of GSAWS shall end each March 31.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. GSAWS shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Trustee, officer, employee or agent of GSAWS, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. GSAWS shall have the power to purchase and maintain insurance to indemnify GSAWS for any obligation which it incurs as a result of its indemnification of Trustees, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XI AMENDMENTS

These By-laws may be amended by the affirmative vote of 75 percent of all Members of the Board of Trustees. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in Article III, Section 10 of these By-laws. However, in keeping with the spirit and principles of the Fellowship of GreySheeters Anonymous, the Board is expected, although not legally required, to submit any amendment or amendments of these By-laws to Conference Delegates, either by mail or at the annual meeting of the Conference. If the Board of Trustees determines and if a majority of such Delegates disapproves of such amendment or amendments, the Trustees are expected to refrain from proceeding therewith.

ARTICLE XII CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF TRUSTEES AND OFFICERS

Section 1. Disclosure. (a) Immediately upon election or appointment to the Board, all Trustees shall disclose any relevant interest which may pose conflict of interest questions. Disclosure shall include any interest, financial or otherwise, in any corporation, organization, or partnership which provides professional or other services to GSAWS. Disclosure statements shall be available to any Trustee of GSAWS on request.

(b) When any matter comes before the Board or any committee of the Board in which a Trustee has an interest, that interest shall be immediately disclosed to the Board or 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. An "interest" is not intended to include positions on legislative matters of general impact.

Section 3. Voting. No Trustee shall vote on any matter in which he or she has an interest.

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 interest may participate in any discussion regarding his or her exclusion.

Section 5. Attempts to Influence. Trustees shall not attempt to influence other Trustees regarding matters in which they have an interest, without disclosing that interest.

Section 6. Contract Review Committee. If a written contract with respect to an amount involved of \$500 or more is proposed in which a Trustee or an organization which employs a Trustee is a potential contractor, (an "Interested Party Contract"), a Contracts Review Committee (comprised as set forth below) or the Board shall review the contract and shall recommend that the Chairperson execute or not execute the contract. Ad hoc Contract Review Committees shall be appointed by the Trustees as needed and shall consist of two (2) Trustees disinterested in the Interested Party Contract. Either an ad hoc Contract Review Committee assisted by the Board's legal counsel or the Board may review an Interested Party Contract; however, if a Contract Review Committee reviews an Interested Party Contract and recommends that the Chairperson not execute the Interested Party Contract, the Board subsequently may review the Interested Party Contract and may recommend that the Chairperson execute or not execute the Interested Party Contract.

ARTICLE XIII

NON-DISCRIMINATION

In all of its dealings, neither GSAWS nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XIV

REFERENCE TO CERTIFICATE OF INCORPORATION

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

GREYSHEETERS ANONYMOUS WORLD SERVICES, INC. CONCEPTS

1. Final responsibility and ultimate authority for GSAWS should always reside in the collective conscience of our whole Fellowship.
2. The Conference has become, for nearly every practical purpose, the active voice and the effective conscience of our whole Society in its world affairs.
3. To insure effective leadership, we should endow each element of GreySheeters Anonymous — the Conference, GSAWS and any service corporations, staffs, committees, and executives which may be established hereafter — with a traditional "Right of Decision."
4. At all responsible levels, we ought to maintain a traditional "Right of Participation," allowing a voting representation in reasonable proportion to the responsibility that each must discharge.
5. Throughout our structure, a traditional "Right of Appeal" ought to prevail, so that minority opinion will be heard and personal grievances receive careful consideration.
6. The Conference recognizes that the chief initiative and active responsibility in most world service matters should be exercised by the Trustee Members of the Conference acting as GSAWS.
7. The Charter and Bylaws of GSAWS are legal instruments, empowering the Trustees to manage and conduct world service affairs. The Conference Charter is not a legal document; it relies upon tradition and the GreySheeters purse for its final effectiveness.
8. The Trustees are the principal planners and administrators of overall policy and finance. They have custodial oversight of any separately incorporated and constantly active services which may be established hereafter, exercising this through their ability to elect all the Trustees of these entities.
9. Good service leadership at all levels is indispensable for our future functioning and safety. Primary world service leadership, must necessarily be assumed by the Trustees.
10. Every service responsibility should be matched by an equal service authority, with the scope of such authority well defined.
11. The Trustees should always have the best possible committees, corporate service directors, executives, staffs and consultants. Composition, qualifications, induction procedures, and rights and duties will always be matters of serious concern.
12. The Conference shall observe the spirit of the GreySheeters Anonymous tradition, taking care that it never becomes the seat of perilous wealth or power; that sufficient operating funds and reserve be its prudent financial principle; that it place none of its Members in a position of unqualified authority over others; that it

reach all important decisions by discussion, vote, and, whenever possible, by substantial unanimity; that its actions never be personally punitive nor an incitement to public controversy; that it never perform acts of government, and that, like the Society it serves, it will always remain democratic in thought and action.