

BYLAWS
of the
World Service Organization
for
Recovering Couples Anonymous, Inc.



Edition of September 1, 2016

Prepared by:
WSO Structure Committee

Includes changes made on August 12, 2016 at the 2016 Annual Business Meeting

RCA–WSO Bylaws

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Note: All changes made to the Bylaws from August 4, 2006 (the 2006 ABM) through August 12, 2016 (the 2016 ABM) are identified in the text of the Bylaws. These changes were made either at ABMs or as a result of Special By-Mail Ballots. The dates shown for the changes are the date of the ABM or are the date that the results of the Special Ballots were tabulated.

Article I. Organization

- 1.1 Name.** The name of the organization shall be the World Service Organization for Recovering Couples Anonymous, hereinafter referred to as “W.S.O.”
- 1.2 Purpose.** The purpose of W.S.O. is to serve the Member Groups and couple members of the fellowship of Recovering Couples Anonymous, hereinafter referred to as “R.C.A.”, as guided by the 12 Steps and 12 Traditions.
- 1.2.1 Types of Service.** The services provided by W.S.O. shall include but shall not be limited to:
- 1.2.1.1 Literature.** Approving and publishing R.C.A. literature, including the book entitled, Recovering Couples Anonymous and various pamphlets.
 - 1.2.1.2 Communications.** Communicating with Member Groups and members of R.C.A., to include public relations, publication of a directory of R.C.A. meetings.
 - 1.2.1.3 Convention.** Sponsoring and organizing the Annual National R.C.A. Convention, hereinafter referred to as “R.C.A.C.”
 - 1.2.1.4 Committees.** Appointing and directing any committees to serve the purposes of W.S.O.
- 1.3 Corporation.** W.S.O. shall incorporate as a Not for Profit corporation (or other entity as required) under the laws of the State of Missouri.

Article II. Central Office

- 2.1 Central Office.** The Central Office of W.S.O. shall be at a place designated by the Board of Trustees and may be changed from time to time. W.S.O. may also have offices at such other places as the Board of Trustees may from time to time designate.
- 2.2 Service Providers.** The Board of Trustees is authorized to contract with services providers to furnish the World Service Organization services needed to support the Fellowship. The service providers shall be directed by the Board of Trustees through the Board Chair. With the approval of the Board of Trustees, the Board Chair may delegate the oversight of service providers to appropriate committees of the Board, or to members of the Board, or to members of the Fellowship. The Board of Trustees shall at all times maintain responsibility for all W.S.O. service providers. (Paragraph 2.2 amended at the October 16, 2009 ABM.)
- 2.3 Functions Performed by the Central Office.** The Central Office of the W.S.O. shall provide for the day-to-day operation of the W.S.O. including the following services.
- 2.3.1 Financial Services.** The Central Office shall maintain the financial records and financial accounts of the W.S.O. in accordance with standard accounting practices.
 - 2.3.2 Website Services.** The Central Office shall maintain the operation of the RCA website including keeping current the RCA global meeting directory and other posted information.
 - 2.3.3 Merchandise Services.** The Central Office shall fill orders for RCA literature and other RCA materials.
 - 2.3.4 Communication Services.** The Central Office shall maintain a postal address, an e-mail address, and telephone service so that RCA members and non-members of RCA may contact the W.S.O.
- (Paragraph 2.3 and its four subparagraphs replaced prior version at the August 1, 2008 ABM.)

Article III. Membership

- 3.1 Member Group.** A Member Group of W.S.O. shall be an R.C.A. group that affiliates with W.S.O.
- 3.2 R.C.A. Group.** Any group of couples that is based on the Twelve Steps and Twelve Traditions of R.C.A. may call itself an R.C.A. group.
- 3.3 Affiliation.** Any R.C.A Group may file an affiliation form with W.S.O., and thus, shall become a Member Group.
- 3.4 Tenure.** A Member Group shall retain W.S.O. membership until it shall voluntarily withdraw its affiliation with W.S.O., or as long as it shall remain an R.C.A Group.
- 3.5 Representation.** Each Member Group shall designate one of its member couples as W.S.O. Group Contact Couple, hereinafter referred to as “GCC”. The GCC may be changed by its Member Group at any time. The Member Group shall inform W.S.O of the names and addresses of its GCC. The Board of Trustees shall direct the communications between W.S.O. and the GCC’s.
- 3.6 Collective Group Conscience of the Membership.** To ensure that the services provided by the W.S.O. are guided by the collective group conscience of the entire membership, the Delegate Couple for each Member Group shall have one vote on each matter considered at the annual R.C.A. convention (R.C.A.C.). (This provision adopted at the August 4, 2006 ABM to take effect at the R.C.A.C. 2007.)
- 3.6.1 Delegate Couple.** Each Member Group shall select from the member couples of the group, a Delegate Couple, to represent the group at the R.C.A.C. and to vote for the group on all matters considered at the R.C.A.C. (This provision adopted at the August 4, 2006 ABM to take effect at the R.C.A.C. 2007.)
- 3.6.1.1 Member-Group Voting-by-Mail.** The Delegate Couple for each Member Group may vote by mail for those matters (as decided by R.C.A.C. or by the board) for which adequate prior notice (minimum of 90 days) and information is provided to the Member Groups. (This provision adopted at the August 4, 2006 ABM to take effect at the R.C.A.C. 2007.)
- 3.6.1.2 Member-Group Voting-by-Proxy.** If a Member Group will not have a Delegate Couple attending the R.C.A.C., that Member Group may vote by proxy at the R.C.A.C. by designating a Delegate Couple from another Member Group to represent it at the R.C.A.C. A proxy designation may be for all of the matters considered at the convention or it may be limited to specific matters to be considered at the convention. If a Member Group will not have a Delegate Couple attending the R.C.A.C., that Member Group may vote both by mail, on those matters for which by mail voting is permitted, and by proxy, on those matters for which voting by mail is not available. No delegate couple shall hold more than one proxy. (This provision adopted at the August 4, 2006 ABM to take effect at the R.C.A.C. 2007.)
- 3.6.1.3 Procedures for Voting by Member Groups.** It shall be the responsibility of the Group Contact Couple (GCC) of each Member Group to notify the Board of Trustees of the Delegate Couple representing the Member Group or, in the alternative, of the designation of the Delegate Couple representing the group by proxy if the group chooses that option. The delegate couple shall also be responsible for the group’s submission of any votes by mail when the group elects to vote by that means when voting-by-mail is available. The Board of Trustees shall establish the deadlines for initial and modified designations by each Member Group and shall establish necessary procedures and forms required to implement delegate voting, by-mail voting, and proxy voting. Since the fundamental objective is to seek the collective group conscience of the entire membership, the Board of Trustees shall provide for voting-

by-mail to the extent feasible and insure adequate time for an informed group conscience and full discussion. (This provision adopted at the August 4, 2006 ABM to take effect at the R.C.A.C. 2007.)

3.6.1.4 Meetings by Teleconference or Equivalent Method. The Delegate Couples are authorized to meet by teleconference or video-conference or by any other technical means that allows the Delegate Couples in attendance at the R.C.A.C. to hear each other at the same time. (Paragraph 3.6.1.4 added at the July 23, 2010 ABM.)

3.6.1.5 Acceptable Methods of Submitting By-Mail Ballots. A member group may submit its by-mail ballot by any of the following methods:

1. As an attachment to an electronic-mail message;
2. By postal mail; or
3. By commercial delivery service (for example: FEDEX or UPS).

When voting by mail, a group must use the ballot form designated by the Board of Trustees. Ballots must be submitted in sufficient time to be received at the specified location by the deadline stated in the by-mail-ballot notice, which is to be provided to all member groups. (Paragraph 3.6.1.5 added at the July 31, 2015 ABM.)

Article IV. Government

4.1 Board of Trustees. The administration of W.S.O. shall be vested in the Board Trustees, which shall be elected from couple members of Member Groups.

4.1.1 Structure. The Board of Trustees shall consist of a maximum of nine voting couples and two alternate non-voting couples, or shall consist of a minimum of four voting couples. The voting couples and the alternate couples shall be elected at an annual R.C.A. convention.

4.1.2 Qualifications. Any couple which is a member of a Member Group and which professes that they have been actively working the Twelve Steps of R.C.A. for 12 Months shall be qualified to be nominated for the Board of Trustees.

4.1.3 Nomination. Any qualified couple may volunteer or may be nominated by any R.C.A. member in attendance at R.C.A.C. The nominating procedure shall be directed by the Board Chair at the R.C.A.C.

4.1.4 Election. Election shall be by plurality of the delegate couples of the R.C.A. Member Groups voting at the R.C.A.C. This is further defined to mean: the couple receiving the most votes shall fill the first vacant directorship, the couple receiving the next most votes shall fill the second vacant directorship, and so forth until all vacant directorships are filled. The couple receiving the most votes shall become the first alternate non-voting couple on the Board, and so on. (Provision amended at the August 4, 2006 ABM to take effect at the R.C.A.C. 2007.)

4.1.5 Term. All newly elected voting couples shall serve a term of two consecutive R.C.A. Conventions, with the option of serving through one additional convention provided they give the board timely notice of their intention prior to the end of their term. All newly elected alternates shall serve a term from one convention to the following convention.

4.1.5.1 Limitation on Terms. The following term limitations apply to service on the Board of Trustees:

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- a. Successive terms are prohibited: there shall be a separation of at least five consecutive annual conventions between the member's terms as a voting member of the Board of Trustees
- b. No RCA member shall serve as an alternate member of the Board of Trustees if that member is barred from serving as a voting member by the limitation on the required duration between the terms of service.

(Section 4.1.5.1 added at the August 3, 2007 ABM and modified by June 8, 2008 Special Ballot.)

4.1.6 Vacancies. A vacancy on the Board may occur by any of the following means:

1. The resignation of the couple.
2. The Board voting the removal of a couple due to absence from two consecutive Board meetings. A couple is absent when both members of the couple are absent.
3. If any seats remain unfilled after an election has been completed.
4. Any other circumstance in which the Board membership is not at full capacity, as defined in Section 4.1.1.

4.1.7 Replacement. If a voting couple directorship becomes vacant prior to the expiration of their term, the first non-voting couple shall fill the vacancy and become a voting couple. The starting point of the term of the couple filling the vacancy shall be measured from the convention at which they were elected as alternates and shall comply with the term specified in section 4.1.5 based on this starting point. (Provision amended at the August 1, 2008 ABM and at the October 16, 2009 ABM.)

4.1.8 Subordinate Board. As a board subordinate to the Fellowship, the WSO Board of Trustees shall possess only those powers expressly delegated to it by these bylaws and shall not have authority to enact special rules of order. (Provision adopted at the August 3, 2007 ABM.)

4.1.9 Care with Respect to WSO Contractual Commitments. The Board of Trustees shall exercise care when entering into contractual commitments, with special care required when contracting for professional services. All contractual commitments shall be made in writing and shall include an express limitation on the maximum dollar-value of the commitment. No contract shall be entered into without the approval of the RCA Board of Trustees. The Board of Trustees shall ensure that all terms and conditions of the contract have been reviewed by an appropriate committee of the Board, or by member(s) of the Board, or by member(s) of the Fellowship. (Provision adopted at the August 3, 2007 ABM and amended at the October 16, 2009 ABM.)

4.1.10 On-line Policies and Procedures. The Board of Trustees shall establish, publish, and maintain a Board policies and procedures manual in accordance with the following requirements:

1. The policies and procedures shall be available on-line on the members-only portion of the RCA website.
2. The Board shall keep the manual current with all changes and additions to the policies and procedures of the Board.
3. This provision shall not be interpreted to invest the Board of Trustees with any additional authority other than that delegated to it by specific provisions of the bylaws. The Board of Trustees is a subordinate board, subordinate to the Fellowship. The Board also is required to comply with the provisions of Robert's Rules of Order unless a specific provision of the bylaws provides differently.

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4. The policies and procedures adopted by the Board shall comply with the various provisions of federal and state law that are applicable to the operations of the World Service Organization including: federal law applicable to tax exempt organizations; Missouri law applicable to nonprofit corporations; and other laws applicable to the business operations of the World Service Organization.
5. Consistent with the status of the Board of Trustees as a subordinate board, the Fellowship shall have the right to modify or invalidate any policy or procedure adopted by the Board of Trustees. The Fellowship may exercise this authority by majority vote of the Fellowship taken at the annual business meeting or taken by means of by-mail voting.
6. The Board shall retain on the website the original text of any policy and procedure that has been superseded by a new or modified version of that particular policy or procedure.

Proviso: It is the intent of this provision that the Board of Trustees establish as a goal, the publication of the initial version of the required manual by the time of the 2010 annual business meeting. It is also the intent that the various sections and provisions of the manual be posted on the website as they become available. (Provision 4.1.10 added at the October 16, 2009 ABM.)

4.1.11 Attendance at the Annual Business Meeting. Members of the Board of Trustees shall have the option to attend the annual business meeting electronically. “Attending electronically” includes the use of teleconference or of video-conference or of any other technical means that allows all those in attendance at the annual business meeting to hear each other at the same time. (This provision adopted on July 2014 by Special Ballot to take effect at the 2014 ABM.)

4.2 Board of Trustees Meetings.

4.2.1 Location and Times. Board meetings shall be held four times a year at such times and places as designated by the Board, except that one of the four meetings shall be held at the site of and during the annual R.C.A.C.

4.2.1.1 Notification of Board Meetings. Notification of all Board meetings shall be made in accordance with the laws of the State in which R.C.A. is incorporated.

4.2.2 Voting. Board couples shall vote on Board business as individuals, rather than as couples. A decision shall be made by a simple majority of the individuals present and eligible to vote.

4.2.3 Quorum. For the purpose of conducting business that requires voting, a quorum is required. A quorum consists of a minimum of two-thirds of the number of individual voting members existing of the Board at the time, rounded to the nearest whole number. If there are less than two-thirds of the voting individuals present, each, member of the next alternate nonvoting couples present shall be allowed to vote to make/meet the quorum.

4.2.4 Lack of Quorum. If a quorum is not present at a Board meeting, the meeting shall still proceed; however, no votes shall be taken. Motions may be made and other business requiring voting may be proposed and discussions may ensue; all of which shall be recorded by the Secretary. The Secretary shall compile a ballot of all items to be voted upon and shall send the ballot, along with the minutes of the meeting, to all Trustees. The Trustees shall cast their votes on the items on the ballot and shall return the ballot to the Secretary. The Secretary shall compile the results of the voting and shall report the results to all Trustees. This entire procedure shall be completed prior to the date of the next scheduled Board meeting.

4.2.5 Voting Proxy. Any individual Board member absent from a Board meeting may vote by proxy on any motion published to the Board members prior to that meeting.

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4.2.6 Meetings by Teleconference or Equivalent Method. The Board of Trustees is authorized to meet by teleconference or video-conference or by any other technical means that allows the members of the board to hear each other at the same time. (Provision added at the August 1, 2008 ABM)

4.3 Board of Trustees - Officers. Officers of the Board of Trustees shall consist of a Chair, a Vice-Chair, a Secretary and a Treasurer. All officers shall be elected from individual members of the Board by the Board at the Annual Open R.C.A.C. Board meeting, subsequent to the election of new Trustees by the Conference. Officers shall hold their offices for a term of One Year or until their successors shall be elected. A member of a couple may not hold a Board office if the other member of the couple shall hold a Board office.

4.3.1 Duties of the Chair. The Chair shall:

- (1) preside at all Board of Trustees meetings;
- (2) preside at the annual R.C.A.C. and throughout the Board meeting at the annual R.C.A.C., (thus the outgoing Chair shall preside throughout the R.C.A.C.);
- (3) ensure that adequate service-provider oversight is provided in accordance with section 2.2 and as approved by the Board of Trustees;
- (4) sign such papers and documents, upon proper authorization by the Board, as may be necessary.

(Subsection (3) of this provision amended at the October 16, 2009 ABM)

4.3.2 Duties of the Vice-Chair. The Vice-Chair shall:

- (1) perform all the duties of the Chair in the absence of the Chair;
- (2) become Chair in case the Office of Chair shall become vacant. In such case a new Vice-Chair shall be elected from the subsequent members of the Board to fill the remainder of the term;
- (3) coordinate the activities of all committees.

4.3.3 Duties of the Secretary. The Secretary shall:

- (1) keep, or cause to be kept, an accurate record all minutes of all Board meetings and R.C.A.C. business meetings;
- (2) hold in custody and be responsible for all reports, contracts, legal papers, minute books, and the W.S.O. seal, which items shall be kept at the Central Office at all times, or at such other depository as may be designated by the board;
- (3) attest to all official business as required by the Board or by Law.

4.3.4 Duties of the Treasurer. The Treasurer shall:

- (1) pay out, or cause to be paid out such payments as authorized by the Board;
- (2) keep, or cause to be kept, a record of all financial transactions, and submit a quarterly financial report at each Board meeting;
- (3) submit a financial report, covering the preceding 12 month period, to the annual R.C.A.C.;
- (4) count, or cause to be counted by qualified persons, all funds received, and be responsible for their deposit;
- (5) place, or cause to be placed, the funds of W.S.O. in a bank or other such depository approved by the Board.

(Section 4.3.4 amended at the August 3, 2007 ABM.)

Article V. Committees

- 5.1 Executive Committee.** The Executive Committee shall consist of the Officers as defined in Article 4.3, and shall have only the responsibility and authority defined by law and as specifically defined and/or assigned by the Board.
- 5.2 Other Committees.** Committees for any other purpose, shall be created by the Board and consist of members who volunteer and/or nominated and approved by the Board.
- 5.3 Standing Committees and Their Delegated Authority.** The following provisions apply to WSO standing committees.
- 5.3.1 Standing Committees.** The following WSO committees are established as standing committees.
- | | | |
|---|-------------------------|----------------------------|
| 1. Concepts and Traditions
(formerly Ethics) | 4. Hand-in-Hand | 8. Seventh Tradition |
| 2. Growing the Fellowship | 5. Literature | 9. Structure |
| 3. Finance | 6. Merchandise Services | 10. Technology and Website |
| | 7. Outreach | 11. Translation |
- 5.3.2 Delegated Authority.** The standing committees are authorized to concurrently provide all committee reports and recommendations to the Board of Trustees and to the Fellowship. The sole exception shall be the *Concepts and Traditions Committee*, which shall make its reports and recommendation only to the Board when it is necessary to protect the confidentiality of its proceedings.
- 5.3.3 Prior Approval.** The standing committees shall not be required to obtain the approval of the Board of Trustees prior to distributing their reports and recommendations to the Fellowship.

(Paragraphs 5.3 and 5.3.1 through 5.3.3 added at the July 31, 2015 ABM.)

Article VI. Procedures

- 6.1 Rules of Order.** The latest edition of Robert’s Rules of Order shall be the authority on parliamentary law and its usage, unless otherwise provided for in these bylaws.
- 6.2 Amendments.** Amendments to these bylaws may be made at the annual open business meeting at R.C.A.C. Written notice of the proposed amendments must be filed with the Board of Trustees not later than December 1st prior to the scheduled date of the annual business meeting of the next scheduled R.C.A.C. But if December 1st is not at least 210 days prior to the scheduled date of the annual business meeting, the written notice must be filed not later than 210 days prior to this scheduled date. An affirmative vote of 75% of all delegate couples of R.C.A. Member Groups voting shall be necessary to adopt any amendment to these bylaws. (Amended at the August 12, 2016 ABM.)

Bylaw Appendix:

Part 1: The 12 Steps of RCA

- 1.1 The 12 Steps of RCA.** The Twelve Steps suggested for recovery in the Fellowship of Recovering Couples Anonymous are as follows:
1. We admitted we were powerless over our relationship—that our lives together had become unmanageable.
 2. We came to believe that a power greater than ourselves could restore us to commitment and intimacy.
 3. We made a decision to turn our wills and our life together over to the care of God as we understood God.
 4. We made a searching and fearless moral inventory of our relationship together as a couple.

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5. We admitted to God, to each other, and to another couple the exact nature of our wrongs.
6. We were entirely ready to have God remove all these defects of character, communication and caring.
7. We humbly asked God to remove our shortcomings.
8. We made a list of all persons we had harmed and became willing to make amends to them all.
9. We made direct amends to such people wherever possible, except when to do so would injure them or others.
10. We continued to take personal inventory and when we were wrong promptly admitted it to our partner and to others we had harmed.
11. We sought through our common 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 other couples, and to practice these principles in all aspects of our lives, our relationship, and our families.

1.2 Changes to the Wording of the 12 Steps. The provisions of section 6.2 of the bylaws apply to any modifications made to the wording of the 12 Steps of RCA.

Part 2: The 12 Traditions of RCA

2.1 The 12 Traditions of RCA. The Twelve Traditions of Recovery Couples Anonymous are:

1. Our common welfare should come first; couple recovery depends upon RCA unity.
2. For our group purpose there is but one ultimate authority, a loving God as known in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for RCA membership is a desire to remain in a committed relationship.
4. Each group should be autonomous except in matters affecting other groups or RCA as a whole.
5. Each group has but one primary purpose, to carry its message to recovering couples who still suffer.
6. RCA ought never endorse, finance, or lend the RCA name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every RCA group should be fully self-supporting, declining outside contributions.
8. Recovering Couples Anonymous should remain forever nonprofessional, but our service centers may employ special workers.
9. RCA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Recovering Couples Anonymous has no opinion on outside issues; hence the RCA 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, TV and films.
12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

2.2 Changes to the Wording of the 12 Traditions. The provisions of section 6.2 of the bylaws apply to any modifications made to the wording of the 12 Traditions of RCA.