

EA Bylaws Review Committee

Meeting Minutes

Friday, May 7, 2021

1:00 p.m. – 2:00 p.m. (Pacific)

Present: Steve B. (Chair), Jeff D. (Secretary), Charlie B., Dave M., Margot F., Jimi A. (joined at roughly 1:30)

Not Present: Scott J.

1. Call to Order at 1:02 p.m. Steve B.
2. Serenity Prayer Group
3. Administrative Items Steve B.
 - a. Next meeting on May 21st, 2021.
 - b. Steve will not attend on 5/21. Charlie will chair.
 - c. Jeff updated the Bylaws Draft (See Addendum 1) with language which was approved last meeting. Updates since last time are marked in bold. Thanks to Scott for taking great notes on 4/16.
 - d. Jeff updated Addendum 2 to reflect the updates suggested by Scott and Margot.
4. Article VII Administration, Section 2 Officers (Proposals Addendum 2) Group
 - a. Charlie moved, Dave seconded, to adopt proposed “7.2.1: Election and Term of Office. The officers for the Corporation shall be Trustees elected by the Board at its first meeting following election, whether that meeting is a regular meeting or a special meeting. The offices shall be: a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Trustees may also elect other officers or co-officers as it shall deem desirable to execute the Board’s business. The Term of office shall be one (1) year unless sooner vacated by death, resignation, leave of absence exceeding 45 days, or disqualification. In such a case, the vacancy is to be filled at the next regular or special Trustees’ meeting. A person may hold no more than one office at any time.”
 - i. Discussion.
 - ii. Charlie and Dave friendly amended to split out “The offices shall be: a Chairperson, a Vice Chairperson, a Secretary and a Treasurer” to a separate section (new 7.2.1), and add an R to “officers”
 - iii. Charlie moved, Dave seconded, to split out 7.2.2 “The term of office shall be one (1) year unless sooner vacated by death, resignation, leave of absence exceeding 45 days, or disqualification. In such a case, the

vacancy is to be filled at the next regular or special Trustees' meeting" to its own section

1. Voted 5-0. Motion carried.
- iv. Steve, Dave moved to split out 7.2.3 "The officers for the Corporation shall be Trustees elected by the Board at its first meeting following election, whether that meeting is a regular meeting or a special meeting. The Trustees may also elect other officers or co-officers as it shall deem desirable to execute the Board's business."
 1. Voted 5-0 in favor. Motion carried.
- v. Charlie moved, Dave seconded, to split out proposed: "A person may hold no more than one office at any time." as 7.2.4.
 1. Voted 5-0. Motion carried.
- b. Secretary's note: It was difficult to discern who made the next motion and second. The motion was to adopt 7.2.2: "The term of office shall be one (1) year unless sooner vacated by death, resignation, leave of absence exceeding 45 days, or disqualification. In such a case, the vacancy is to be filled at the next regular or special Trustees' meeting"
 - i. Voted to remove words after "vacated" 5-0. Carried.
 - ii. Steve, Charlie moved to change to "at the next Trustees' meeting." Voted 5-0. Motion carried.
 - iii. "is to" > "Shall" by unan. consent.
 - iv. Reversed "sooner" and vacated" - by unan. consent.
 - v. Changed to "vacancies shall be..." - by unan. consent.
 - vi. Jimi joined at or around 1:30pm.
 - vii. Voted as amended: "7.2.2 - The term of office shall be one (1) year unless vacated sooner. Vacancies shall be filled at the next Trustees' meeting." Voted 6-0.
- c. Charlie and Steve moved to adopt 7.2.3: "The officers for the Corporation shall be Trustees elected by the Board at its first meeting following election, whether that meeting is a regular meeting or a special meeting. The Trustees may also elect other officers or co-officers as it shall deem desirable to execute the Board's business."
 - i. Charlie and Steve friendly changed to "The Officers shall be elected"
 - ii. Charlie and Steve friendly removed "whether..."
 - iii. Charlie and Steve friendly removed the second sentence.
 - iv. Charlie and Steve friendly added "from among its members"
 - v. Removed "the"
 - vi. Added "A majority vote of all current Trustees is required to elect an Officer"

- vii. Voted on “7.2.3 - Officers shall be elected by the Board from among its members at its first meeting following election. A majority vote of all current Trustees is required to elect an Officer.” 6-0. Motion carried.
- d. Charlie moved, Dave seconded, to adopt 7.2.4: “A person may hold no more than one office at any time.”
 - i. Discussion.
 - ii. Charlie and Dave friendly amended to “concurrently”
 - iii. Voted to adopt as amended “7.2.4 - A person may hold no more than one office concurrently.” Voted 6-0. Motion carried.
- e. Charlie moved to adopt, Dave seconded: “The Chairperson shall be the principal executive officer of EAI. The Chairperson shall supervise all of the day-to-day business affairs of EAI as mandated by the Laws governing Minnesota Not for Profit Organizations and by the Membership. In order to conduct routine business, the Chairperson, in consultation with the other appropriate officers and/or Trustees, may sign any ordinary contract, deed or other instrument which the Trustees have been authorized to execute. Exceptions to this authority of the Chairperson are situations where the signing and execution of such contracts shall be or has been expressly delegated to another individual by the Membership, Trustees, these By Laws, or by statute to some other officer or agent of EAI. The Chairperson is to preside over Trustees’ meetings, to perform all duties associated with the office of the Chairperson, and to perform such duties as may be prescribed by the Membership and Trustees and as set forth in these bylaws.”
 - i. Charlie and Dave friendly amended to change “The Corporation” to “EAI” wherever it appears.
 - ii. Charlie and Dave withdrew the motion.
- f. Assigned Scott and Margot to continue working on Section 7.2.

5. Serenity Prayer

Group

6. Adjournment at 2:02 p.m.

Steve B.

ADDENDUM 1
BYLAWS - DRAFT
As of 2 April 2021

Updates in BOLD

TABLE OF CONTENTS [To be completed after articles are finished]

Article I. TERMS & ABBREVIATIONS

Emotions Anonymous (EA): A worldwide fellowship of people who share their experience, strength, and hope with each other so they may seek emotional health, and to help others recover from their emotional problems.

EA Fellowship: See Emotions Anonymous.

Emotions Anonymous International (EAI): A not-for-profit corporation which serves Emotions Anonymous by handling the financial, legal, and administrative needs of the Fellowship.

EA Member: Per Tradition 3, any person who desires to become well emotionally, and identifies as a member of EA, is a member of EA.

EA Board of Trustees: A committee of trusted servants who have responsibility for EAI administration and serve as stewards of the EA Fellowship as a whole. They are directly responsible to those they serve.

Trustees: Members of the Board of Trustees shall be referred to as Trustees.

International Service Center (ISC): The primary place of business operations for EA. The special workers there are responsible for carrying out the office work necessary to support EAI and the fellowship.

EA Group: Any group of two or more EA Members that meets regularly to share their recovery through following EA's Twelve Steps, Twelve Traditions, and Helpful Concepts.

Registered EA Group: An EA Group which is currently registered with EAI.

Intergroup: A service committee established by two or more EA Groups to coordinate shared tasks in support of their common EA purpose.

Membership Business Meeting: A gathering of Delegates and Trustees who discuss and vote on matters affecting EA as a whole

Article II. ORGANIZATION NAME

The not-for-profit corporation which these bylaws define shall be known as Emotions Anonymous International.

Article III. ORGANIZATION PURPOSE

Section 1. Nonprofit Purpose

EAI is a not-for-profit, public benefit corporation organized exclusively for charitable, religious, educational, or scientific purposes, and not for the private gain of any person or group. EAI shall be maintained as a nonprofit public charity in corporate form as described in Section 501(c)(3) of the Internal Revenue Code, and is not a private foundation within the meaning of Sections 509(a)(1) and 170(b)(1)(A)(vi) of the same Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The purpose of EAI shall be to:

1. Support EA in its mission to aid persons who suffer from emotional problems by offering them a twelve-step program of recovery.
2. Assist EA Groups and individuals in any area of the world who follow the EA program.
3. Provide EA program information as requested.
4. Publish approved EA literature.
5. Conduct international affairs in support of EA.
6. Encourage the development of Intergroups or similar structures to support the mission of EA in all countries.
 - a. EA International endorses the concept of World Service Meetings to be held at intervals as determined by the EA Board of Trustees.

Article IV. GUIDING PRINCIPLES

Section 1. The fellowship of EA is based on the Twelve Steps, the Twelve Traditions, the Helpful Concepts of the EA program, and the Twelve Administrative Concepts for Emotions Anonymous.

Section 2. The Twelve Suggested Steps of Emotions Anonymous:

1. We admitted we were powerless over our emotions, 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 and to practice these principles in all our affairs.

(Permission to use the Twelve Steps of Alcoholics Anonymous for adaptation granted by A.A. World Services, Inc.)

Section 3. The Twelve Traditions of Emotions Anonymous:

1. Our common welfare should come first; personal recovery depends on EA 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 EA membership is a desire to become well emotionally.
4. Each group should be autonomous except in matters affecting other groups or EA as a whole.
5. Each group has but one primary purpose: to carry its message to the person who still suffers from emotional problems.
6. An EA group ought never endorse, finance or lend the EA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every EA group ought to be fully self-supporting, declining outside contributions.
8. Emotions Anonymous should remain forever non-professional, but our service centers may employ special workers.
9. EA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Emotions Anonymous has no opinion on outside issues; hence, the EA 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 our traditions, ever reminding us to place principles before personalities.

(Permission to use the Twelve Traditions of Alcoholics Anonymous for adaptation granted by A.A. World Services, Inc.)

Section 4. Helpful Concepts of the EA Program:

1. We come to EA to learn how to live a new way of life through the twelve-step program of Emotions Anonymous which consists of Twelve Steps, Twelve Traditions, concepts, the Serenity Prayer, slogans, Just for Today's, EA literature, weekly meetings, telephone and personal contacts, and living the program one day at a time. We do not come for another person—we come to help ourselves and to share our experiences, strength, and hope with others.
2. We are experts only on our own stories, how we try to live the program, how the program works for us, and what EA has done for us. No one speaks for Emotions Anonymous as a whole.
3. We respect anonymity—no questions are asked. We aim for an atmosphere of love and acceptance. We do not care who you are or what you have done. You are welcome.
4. We do not judge—we do not criticize—we do not argue. We do not give advice regarding personal or family affairs.
5. EA is not a sounding board for continually reviewing our miseries, but a way to learn to detach ourselves from them. Part of our serenity comes from being able to live at peace with unsolved problems.
6. We *never* discuss religion, politics, national or international issues, or other belief systems or policies. EA has no opinion on outside issues.
7. Emotions Anonymous is a spiritual program, not a religious program. We do not advocate any particular belief system.
8. The steps suggest a belief in a Power greater than ourselves. This can be human love, a force for good, the group, nature, the universe, God, or any entity a member chooses as a personal Higher Power.
9. We utilize the program—we do not analyze it. Understanding comes with experience. Each day we apply some part of the program to our personal lives.
10. We have not found it helpful to place labels on any degree of illness or health. We may have different symptoms, but the underlying emotions are the same or similar. We discover we are not unique in our difficulties and illnesses.

11. Each person is entitled to his or her own opinions and may express them at a meeting within the guidelines of EA. We are all equal—no one is more important than another.
12. Part of the beauty and wonder of the EA program is that at meetings we can say anything and know it *stays there*. Anything we hear at a meeting, on the telephone, or from another member is confidential and is not to be repeated to anyone—EA members, mates, families, relatives or friends.

Section 5. The Twelve Administrative Concepts for Emotions Anonymous:

1. Final responsibility and ultimate authority for Emotions Anonymous International (EAI) shall always reside in the collective conscience of our whole Emotions Anonymous (EA) Fellowship.
2. The EA Membership Business Meeting shall be, for nearly every practical purpose, the active voice and the effective conscience of our whole Fellowship in its world affairs.
3. To ensure effective leadership, we should endow each element of EA—including the EA Membership Business Meeting, the EA Board of Trustees, the International Service Center (ISC), its staffs, committees, and executives—with a traditional “Right of Decision.” This means that each trusted servant has the ability to decide how they will interpret and apply their own authority and responsibility to each particular problem or situation as it arises, which problems they will dispose of themselves, and upon which matters they will report, consult, or ask specific directions.
4. At all responsible levels, we shall maintain a traditional “Right of Participation.” This means that each of EA’s of trusted servants—including Trustees, ISC staff, and member delegates—are allowed a voting representation in reasonable proportion to the responsibility that each must discharge.
5. Throughout our Fellowship, a traditional ‘Right of Appeal’ ought to prevail, so that minority opinion will be heard and grievances receive careful consideration. This permits any person in the Fellowship, whether paid or volunteer, to petition for redress of a grievance by appealing directly to the Board of Trustees, without prejudice or fear of reprisal.
6. The Fellowship recognizes that the chief initiative and active responsibility in most EAI matters should be exercised by the EA Board of Trustees as guided by the EA Membership Business Meeting.
7. The Bylaws of EA are a legal instrument, empowering the Trustees to manage and conduct EAI affairs world-wide. The EA Membership relies upon tradition and the membership’s giving or withholding of donations for final effectiveness.
8. The Trustees are planners and administrators of EAI policy and finance. They have custodial oversight of active services.

9. Good service leadership at all levels is indispensable for our future functioning and safety. Primary EAI leadership, once exercised by the founders, 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. EAI should always have the best possible Trustees, committees, service directors, executives, staff, and consultants. Composition, qualifications, induction procedures, and rights and duties will always be matters of serious concern.
12. All levels of EA organization shall observe the spirit of EA tradition, taking care that they never become the seat of perilous wealth or power; that sufficient operating funds and reserve be their prudent financial principle; that they place none of their members in a position of unqualified authority over others; that they reach all important decisions by discussion, vote, and whenever possible, substantial unanimity; that their actions never be personally punitive nor an incitement to public controversy; that they never perform acts of government; that, like the Fellowship they serve, they will always remain democratic in thought and action.

Article V. MEMBERSHIP

Section 1. Requirement for Membership

The only requirement for membership is a desire to become well emotionally.

Section 2. Registered Groups

5.2.1 - EAI shall maintain a list of Registered EA Groups.

5.2.2 - EA International shall maintain a directory which allows the public to search for local and online meetings.

5.2.3 - In order to be eligible to be a Registered EA Group, an EA Group must hold regular meetings, at least monthly. Meetings may take place in-person or virtually via teleconference or phone, where members can be seen or heard in real-time.

5.2.4 - Each EA Group that wishes to become registered must elect or choose one or more Contact Person(s). These persons are the main point of communication between EAI and the Registered EA Group.

5.2.5 - To register, an EA Group Contact Person must provide EA International with contact and meeting information.

5.2.6 - EAI may remove information for groups which are no longer active.

Article VI. EA MEMBERSHIP BUSINESS MEETING

Section 1. The Membership Business Meeting

- 6.1.1 - A Membership Business Meeting shall take place at least once annually, organized by the Board of Trustees or Membership.
- 6.1.2 - At least annually, the Board of Trustees shall give a report to the Membership Business Meeting on the activities and financial condition of EAI.
- 6.1.4 - The Board of Trustees shall notify the Fellowship of a Membership Business Meeting at least forty-five days in advance via Registered Group contacts and by notification on the EA website.
- 6.1.5 - A Membership Business Meeting may have a physical location, but accommodations shall be made to ensure that participants may also attend virtually via teleconference.
- 6.1.7 - The Delegates at a Membership Business Meeting may not vote without a quorum. A valid quorum consists of twenty (20) group Delegates. To make a quorum, Delegates may be present physically or virtually via live teleconference.
- 6.1.8 - A Membership Business Meeting may be called by the Board of Trustees OR by a minimum of 50 EA members OR 10% of the Group Delegates.

Section 2. Delegates to the Membership Business Meeting

- 6.2.1 - One Delegate is selected by each Registered EA Group to represent them at the Membership Business Meeting.
- 6.2.2 - Each Delegate is allowed one vote either for or against each action item at a Membership Business Meeting.
- 6.2.3 - No Delegate may represent more than one Registered Group.
- 6.2.4 - Each Registered EA Group must provide EAI with the name of its Delegate at least seven (7) days before the Membership Business Meeting.
- 6.2.5 - Each Registered Group may also designate an Alternate Delegate.
- 6.2.6 - No proxy votes are allowed.
- 6.2.7 - At the Membership Business Meeting, Delegates may vote before the call of the question by email, mail, in person, via teleconference, or other electronic means.
- 6.2.8 - In order to be eligible to vote, a Delegate's EA Group must be registered with EAI at least forty-five (45) days before the Membership Business Meeting.

Section 3. Trustee votes

6.3.1 - Each member of the Board of Trustees is allowed one vote per action item at a Membership Business Meeting.

6.3.2 - A member of the Board of Trustees may not also vote as a Delegate.

Section 4. Remote Voting

6.4.1 - Whenever there is insufficient attendance at a Membership Business Meeting to make a quorum, all action items which would normally appear at the Membership Business Meeting shall be submitted to a remote vote of all Group Delegates and Trustees.

6.4.2 - The Board of Trustees shall notify all Registered Groups and Trustees within ten (10) days after the Membership Business Meeting that a quorum was not present and give notice of the action items requiring a remote vote.

6.4.3 - Group Delegates and Trustees shall have up to four (4) weeks after such notice is given to lodge their votes on each action item with EAI.

6.4.4 - At the conclusion of the remote voting period, all valid votes shall be tallied. Each action item shall be decided by a simple majority of votes received, unless a greater majority is required by other provisions of these Bylaws.

6.4.5 - EAI shall notify all Registered Groups and Trustees of the results within ten (10) days after the conclusion of the remote voting period.

Article VII. ADMINISTRATION

Section 1. Board of Trustees

7.1.1 - Responsibilities. The Board of Trustees is responsible for effecting the organizational purpose set forth in Article III of these Bylaws by: (a) overseeing the financial, legal, and administrative affairs of EAI worldwide; and (b) serving as stewards of the EA Fellowship as a whole.

7.1.2 - Authority. The Board of Trustees shall have all necessary powers to carry out their responsibilities as guided by: (a) the EA principles set forth in Article IV of these Bylaws; and (b) the conscience of the EA Fellowship.

7.1.3 - Number. The total number of Trustees serving on the Board of Trustees shall consist of no fewer than five (5) nor more than twelve (12), including Member Trustees, and two (2) or fewer Non-Member Trustees, as described below in this Article. The number of Member Trustees shall always exceed the number of Non-Member Trustees.

7.1.5 - Member Trustee Qualifications. Member Trustees shall: (a) have a minimum of five (5) years' participation in one or more twelve-step program, with at least the most recent two years in EA; (b) regularly attend one or more EA group meetings;

(c) practice the EA program in their daily lives; and (d) have an understanding of and experience with EA's group conscience process.

- 7.1.6 - Non-Member Trustee Qualifications. Non-Member Trustees shall: (a) possess one or more identifiable skill, talent, knowledge, background, or experience which will help EAI achieve its goals; (b) demonstrate their awareness of and willingness to be guided by the EA principles set forth in Article IV of these Bylaws; and (c) have an understanding of EA's group conscience process.
- 7.1.7 - Restriction. No two Trustees related by blood, marriage, or domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Trustees at the same time.
- 7.1.8 - Application. Candidates to become Trustees shall apply in writing to the Board of Trustees.
- 7.1.9 - Election by Trustees. The Board of Trustees shall review each application with appropriate due diligence before voting to accept or deny it. A majority vote of all current Trustees is required to elect a new Trustee.
- 7.1.10 - Confirmation by Membership. The election of a new Trustee by the Board of Trustees is provisional until confirmed at the next Membership Business Meeting. The Membership Business Meeting shall hold a vote on the confirmation of the provisional Trustee. The provisional Trustee may be confirmed by a simple majority using the procedures outlined in Article VI of these Bylaws. Provisional Trustees may not vote in their own confirmation.
- 7.1.12 - Alternate Trustees. Either the Board of Trustees or the Membership Business Meeting may elect Alternate Trustees to fill future vacancies with unexpired terms on the Board of Trustees, using the procedures for election of Trustees set forth in this Section. Each body may elect up to three (3) Alternate Trustees to serve for a term of one (1) year, and shall designate the order in which their Alternate Trustees would fill such vacancies for the remaining unexpired term.
- 7.1.13 - Terms of Office. Trustees may serve up to two (2) consecutive three (3) year terms. To the extent possible, Trustees' terms should be staggered so that approximately one-third (1/3) shall expire each calendar year.
- 7.1.14 - Renewal. Upon a Trustee's request, the Board of Trustees may, by a simple majority of all current Trustees, vote to renew that Trustee for another consecutive term. However no Trustee may serve more than six (6) consecutive years. Trustees who have served the maximum term must wait at least one (1) year before again serving as a Trustee.**
- 7.1.15. - Vacancies. Vacancies with unexpired terms shall be filled whenever possible by Alternate Trustees in the order designated under Section 7.1.12, alternating between those elected by the Trustees and the Membership. If no Alternate Trustee is available, able, or willing to serve as a Trustee for the remaining unexpired term, the Board of Trustees may fill such vacancies by a**

majority vote of all current Trustees, subject to confirmation at the next Membership Business Meeting, as set forth in Section 7.1.10.

- 7.1.16. - Meetings.** The Board of Trustees shall meet in person or virtually, or some combination thereof, at least twice each calendar year. Attendance at a Membership Business Meeting shall not count toward this requirement.
- 7.1.17. - Quorum.** A quorum to conduct business at a meeting of the Board of Trustees shall be half (50%) of the current Trustees plus one additional Trustee. Except in genuine emergencies, the Board of Trustees may not vote without a quorum.
- 7.1.18. - Voting.** Each Trustee shall have one (1) vote on all matters before the Board of Trustees. There shall be no voting by proxy. Each matter shall be decided by a simple majority of those Trustees present for the vote, unless a greater majority is required by other provisions of these Bylaws.
- 7.1.19. - Actions without a Meeting.** Any action which may be taken at a Board of Trustees meeting may be taken without a meeting using electronic communication technology so long as every Trustee is provided advance notice, possesses the means to participate, and has a reasonable opportunity to participate, including proposing, discussing, objecting, and voting on any such action. Unless exigent circumstances require a shorter period, Trustees shall have seven (7) days to vote on such an action once the chair shall call for the final vote. All such actions must be ratified in the next Board of Trustees meeting minutes.
- 7.1.20. - Removal.** A Trustee may be removed at any time by a two-thirds vote of either (a) all current Trustees or (b) the Membership Business Meeting, if in the judgment of either body the best interests of EAI or the EA Fellowship would be served thereby. A Trustee whose removal is sought must receive written notice of the proposed removal at least ten (10) days in advance of the vote and be given a reasonable opportunity to present a defense or justification to the voting body before the removal vote is taken.
- 7.1.21. - Liability & Indemnification.** To the extent authorized by law, Trustees shall be personally immune from civil liability for actions taken or omissions made in good faith within the scope of their duties as Trustees. EAI shall indemnify Trustees or former Trustees against expenses actually and necessarily incurred to defend against any action, suit, proceeding, or appeal by reason of their service as Trustees. EAI shall purchase and maintain insurance to effect such indemnification.
- 7.1.22. - Compensation.** Trustees shall not receive any compensation for their service as a Trustee, but may be reimbursed for expenses actually and necessarily incurred by reason of their service as Trustees.

Section 2. Officers.

- 7.2.1 - The officers shall be: a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.**
- 7.2.2 - The term of office shall be one (1) year unless vacated sooner. Vacancies shall be filled at the next Trustees' meeting.**
- 7.2.3 - Officers shall be elected by the Board from among its members at its first meeting following election. A majority vote of all current Trustees is required to elect an Officer.**
- 7.2.4 - A person may hold no more than one office concurrently.**

Article VIII. CONFLICTS OF INTEREST (to protect EAI's nonprofit status)

Article IX. CONFIDENTIALITY

Article X. OUTREACH

Article XI. BOOKS & RECORDS (accounting, tax, fiscal year, document retention)

Article XII. AMENDMENTS

ADOPTION OF BYLAWS (certification & date)

ADDENDUM 2
Article VII. ADMINISTRATION
Proposed draft language
(Revised 05/06/2021)

Article VII. ADMINISTRATION

Section 1. Board of Trustees

- 7.1.1. Responsibilities. The Board of Trustees is responsible for effecting the organizational purpose set forth in Article III of these Bylaws by: (a) overseeing the financial, legal, and administrative affairs of EAI worldwide; and (b) serving as stewards of the EA Fellowship as a whole.
- 7.1.2. Authority. The Board of Trustees shall have all necessary powers to carry out their responsibilities as guided by: (a) the EA principles set forth in Article IV of these Bylaws; and (b) the conscience of the EA Fellowship.
- ~~7.1.3. Definition. Members of the Board of Trustees shall be referred to as Trustees. [move to Article 1]~~
- 7.1.3. Number. The total number of Trustees serving on the Board of Trustees shall consist of no fewer than five (5) nor more than twelve (12), including Member Trustees, and two or fewer Non-Member Trustees, as described below in this Article. The number of Member Trustees shall always exceed the number of Non-Member Trustees.
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- 7.1.9. Election by Trustees. The Board of Trustees shall review each application with appropriate due diligence before voting to accept or deny it. A majority vote of all current Trustees is required to elect a new Trustee.
- 7.1.10 Confirmation by Membership. The election of a new Trustee by the Board of Trustees is provisional until confirmed at the next Membership Business Meeting. The Membership Business Meeting shall hold a vote on the confirmation of the provisional Trustee. The provisional Trustee may be confirmed by a simple majority using the procedures outlined in Article VI of these Bylaws. Provisional Trustees may not vote in their own confirmation.
- ~~7.1.11. Election by Membership. Trustees may be elected at a Membership Business Meeting by a two-thirds vote using the procedures set forth in Article VI of these Bylaws.~~
- 7.1.12. Alternate Trustees. Either the Board of Trustees or the Membership Business Meeting may elect Alternate Trustees to fill future vacancies with unexpired terms on the Board of Trustees, using the procedures for election of Trustees set forth in this Section. Each body may elect up to three (3) Alternate Trustees to serve for a term of one (1) year, and shall designate the order in which their Alternate Trustees would fill such vacancies for the remaining unexpired term.
- 7.1.13. Terms of Office. Trustees may serve up to two (2) consecutive three (3) year terms. To the extent possible, Trustees' terms should be staggered so that approximately one-third (1/3) shall expire each calendar year.
- 7.1.14. Renewal. Upon a Trustee's request, the Board of Trustees may, by a simple majority of all current Trustees, vote to renew that Trustee for another consecutive term. However no Trustee may serve more than six (6) consecutive years. Trustees who have served the maximum term must wait at least one (1) year before again serving as a Trustee.
- 7.1.15. Vacancies. Vacancies with unexpired terms shall be filled whenever possible by Alternate Trustees in the order designated under Section 7.1.12, alternating between those elected by the Trustees and the Membership. If no Alternate Trustee is available, able, or willing to serve as a Trustee for the remaining unexpired term, the Board of Trustees may fill such vacancies by a majority vote of all current Trustees, subject to confirmation at the next Membership Business Meeting, as set forth in Section 7.1.10.
- 7.1.16. Meetings. The Board of Trustees shall meet in person or virtually, or some combination thereof, at least twice each calendar year. Attendance at a Membership Business Meeting shall not count toward this requirement.
- 7.1.17. Quorum. A quorum to conduct business at a meeting of the Board of Trustees shall be half (50%) of the current Trustees plus one additional

Trustee. Except in genuine emergencies, the Board of Trustees may not vote without a quorum.

7.1.18. Voting. Each Trustee shall have one (1) vote on all matters before the Board of Trustees. There shall be no voting by proxy. Each matter shall be decided by a simple majority of those Trustees present for the vote, unless a greater majority is required by other provisions of these Bylaws.

7.1.19. Actions without a Meeting. Any action which may be taken at a Board of Trustees meeting may be taken without a meeting using electronic communication technology so long as every Trustee is provided advance notice, possesses the means to participate, and has a reasonable opportunity to participate, including proposing, discussing, objecting, and voting on any such action. Unless exigent circumstances require a shorter period, Trustees shall have seven (7) days to vote on such an action once the chair shall call for the vote. All such actions must be ratified in the next Board of Trustees meeting minutes.

7.1.20. Removal. A Trustee may be removed at any time by a two-thirds vote of either (a) all current Trustees or (b) the Membership Business Meeting, if in the judgment of either body the best interests of EAI or the EA Fellowship would be served thereby. A Trustee whose removal is sought must receive written notice of the proposed removal at least ten (10) days in advance of the vote and be given a reasonable opportunity to present a defense or justification to the voting body before the removal vote is taken.

7.1.21. Liability & Indemnification. To the extent authorized by law, Trustees shall be personally immune from civil liability for actions taken or omissions made in good faith within the scope of their duties as Trustees. EAI shall indemnify Trustees or former Trustees against expenses actually and necessarily incurred to defend against any action, suit, proceeding, or appeal by reason of their service as Trustees. EAI shall purchase and maintain insurance to effect such indemnification.

7.1.22. Compensation. Trustees shall not receive any compensation for their service as a Trustee, but may be reimbursed for expenses actually and necessarily incurred by reason of their service as Trustees.

7.2

Officers

- Election and Term of Office
- Chairperson
- Vice Chairperson
- Secretary
- Treasurer
- Vacancies
- Removal from office

7.2.1 Election and Term of Office

The officers for the Corporation shall be Trustees elected by the Board at its first meeting following election, whether that meeting is a regular meeting or a special meeting. The offices shall be: a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Trustees may also elect other officers or co-officers as it shall deem desirable to execute the Board's business. The Term of office shall be one (1) year unless sooner vacated by death, resignation, leave of absence exceeding 45 days, or disqualification. In such a case, the vacancy is to be filled at the next regular or special Trustees' meeting. A person may hold no more than one office at any time.

7.2.2 Chairperson

The Chairperson shall be the principal executive officer of the Corporation. The Chairperson shall supervise all of the day-to-day business affairs of the Corporation as mandated by the Laws Governing Minnesota Not for Profit Organizations and by the Membership. In order to conduct routine business, the Chairperson, in consultation with the other appropriate officers and/or Trustees, may sign any ordinary contract, deed or other instrument which the Trustees have been authorized to execute. Exceptions to this authority of the Chairperson are situations where the signing and execution of such contracts shall be or has been expressly delegated to another individual by the Membership, Trustees, these By Laws, or by statute to some other officer or agent of the Corporation. The Chairperson is to preside over Trustees' meetings, to perform all duties associated with the office of the Chairperson, and to perform such duties as may be prescribed by the Membership and Trustees and as set forth in these bylaws.

7.2.3 Vice Chairperson

In the absence or stead of the Chairperson or in the event the Chairperson is unable or refuses to act, the Vice Chairperson shall perform the duties of the Chairperson. When so acting, the Vice Chairperson shall have all the powers of the Chairperson, subject to the restrictions upon that office. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Membership, Chairperson or Trustees and as set forth in EAI's Bylaws or policies.

7.2.4 Secretary

The Secretary shall supervise the performance of all duties associated with the office of Secretary to include as set forth in EAI's bylaws or policies.

7.2.5 Treasurer

The Treasurer shall have experience and some demonstrated expertise in the handling and accountability of money and assets. The Treasurer shall supervise the performance of all duties associated with the office of Treasurer as set forth in the EAI's bylaws or policies.

7.2.6 Vacancies

A vacancy on the Board of Trustees shall exist when the actual number of trustees is less than the authorized number for any reason. A trustee's resignation shall be effective upon receipt of written notice by the Board, the Facilitator or the Secretary. A trustee may be removed with or without cause by a majority vote of the trustees then in office. Vacancies may be filled by the board for the unexpired portion of the term, by a vote of a majority of a quorum present at a meeting of the Board. When a vacancy is filled in mid-term, the board **shall/may?** inform the membership delegates by mail. Unless a majority of the membership delegates disapprove of the new trustee, said trustee shall be allowed to finish out the term of his or her predecessor. When insufficient nominations are received to fill vacancies for Officers of the Board, the

Board shall appoint persons to fill those vacant Officer positions and shall inform the Membership's delegates, as described in the preceding paragraph.

7.2.7 Removal of Officers

The Board of Trustees has the authority to elect and remove officers. Any officer who is remiss in his/her duties as an officer, or reveals an inability or unwillingness to execute these responsibilities, may be removed from office when, in the Board's best judgment, the officer is not serving the Fellowship's or the Corporation's best interests. Removal from office requires a two-thirds (2/3) majority vote of all Trustees present and voting at a meeting of the Trustees at which a quorum is present.

Notes from Scott and Margot:

- 4.2 *Written approval by the President or Vice President will be required for checks, money transfers, or purchase or sales of investments exceeding 10% of the annual budget (Propose changing to 5%).*
- 7.1 *The trustees shall select a President, Vice-President, Secretary and Treasurer. The board of trustees elects these officers from among their own members.*
- 7.2 *The director is an ex-officio member of the Executive Committee. Ex-officio has a voice but no vote. (Check whether the Executive Committee needs to be defined at the start of bylaws.)*
- 7.3 *The board of trustees shall function as the Executive Committee. (We propose removing 7.3.)*
- 11.1 *Trustee Presider: At the discretion of the president, or by a majority vote of the board, there may be a trustee presider.*
 - 11.1.1 *Presides at designated meeting.*
 - 11.1.2 *Is not allowed to make motions, debate or vote.*
 - 11.1.3 *Can be a non-member of EA*

Note: We should discuss the bylaws committee. Do we want to define the roles?

7.3 Committees

7.3.1 FORMATION:

The Board may form Standing or Ad Hoc Committees as deemed necessary to conduct the business of EAI in keeping with the definitions and guidelines set forth in these bylaws.

7.3.1.1 Executive Committee

The Board shall form a Standing Executive Committee from among its members who shall be delegated the powers and authority as deemed appropriated by the Board, and shall serve in keeping with the guidelines set forth in these bylaws.

7.3.1.1.1 The director is an ex-officio member of the Executive Committee. (Note: this is from current bylaws.)

7.3.1.2 The Executive Committee acts on all internal affairs between the board's regular meetings.

7.4 Staff

Positions, duties – probably only Executive Director (*Note: the other 12 step orgs. I surveyed did not have a section on staff in their bylaws.*)

7.5 Special Designation

7.6 Parliamentary Authority

Any question concerning parliamentary procedure at meetings of the Board of Trustees shall be determined by the President by reference to Robert's Rules of Order.

