

EA Bylaws Review Committee

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Meeting Minutes

Friday, August 27, 2021

1:00 p.m. – 2:00 p.m. (Pacific)

Present: Steve B. (Chair), Jeff D. (Secretary), Margot F., Scott J., Dave M., Charlie B., Jimi A.

Not Present:

- | | |
|---|----------|
| 1. Call to Order at 1:01 p.m. | Steve B. |
| 2. Serenity Prayer | Group |
| 3. Administrative Items | Steve B. |
| a. Confirming modified schedule that we received in email. | |
| 4. Language regarding Treasurer. | |
| a. Scott moved, Dave seconded, to adopt “The Treasurer shall be responsible for general financial oversight, budgeting, and reporting for EAI. They will work with staff and outside auditors to ensure timely, accurate record-keeping and compliance with applicable government regulations. They will regularly report EAI’s financial condition to the Board of Trustees and offer guidance for responsible fiscal planning and decision-making. The Treasurer shall perform other duties as assigned by the President or the Board.” | |
| i. Discussion. | |
| ii. Scott and Dave accepted a friendly amendment to add “The Treasurer shall chair the Finance Committee” just before the last sentence. | |
| iii. Friendly amendment to add “the Membership.” | |
| iv. Friendly amendment to drop “applicable” | |
| v. Split a sentence for grammar. | |
| vi. Combined a sentence for grammar. | |
| vii. Voted on “The Treasurer shall be responsible for general financial oversight, budgeting, and reporting for EAI. They will work with staff and | |

outside auditors to ensure timely, accurate record-keeping and compliance with government regulations. They will regularly report EAI's financial condition to the Membership and Board of Trustees. They will offer guidance for responsible fiscal planning and decision-making. The Treasurer shall chair the Finance Committee, and perform other duties as assigned by the President or the Board." Voted 7-0. Motion carried.

- b. Jeff moved, Charlie seconded, to adopt "Removal of Officers. An officer may be removed from office when, in the Board's judgment, the officer is not serving the Fellowship's or EAI'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 Board at which a quorum is present. If an officer is removed from office before the end of their term, the Board shall notify the Fellowship."
 - i. Discussion
 1. Scott moved and Steve seconded to remove the last sentence.
 2. Discussion
 3. Voted 5-2. Last sentence removed.
 - ii. Jeff and Charlie accepted a friendly amendment to remove "at which a quorum is present."
 - iii. Voted on "Removal of Officers. An officer may be removed from office when, in the Board's judgment, the officer is not serving the Fellowship's or EAI'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 Board." Voted 7-0. Motion carried.
- c. Scott moved, Charlie seconded, to adopt "Written approval by the President or Vice President will be required for checks, money transfers, or purchase or sales of investments exceeding 5% of the annual budget."
 - i. Scott and Charlie accepted a friendly amendment to change to "EAI's annual budget"
 - ii. Discussion.
 - iii. Voted on "Written approval by the President or Vice President will be required for checks, money transfers, or purchase or sales of investments exceeding 5% of EAI's annual budget." 7-0. Motion carried.
 - iv. Group agreed by consensus to allow Jeff to place this item in the Bylaws Draft.

5. Serenity Prayer

Group

6. Adjournment at 2:00 p.m.

Steve B.

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ADDENDUM 1

BYLAWS - DRAFT

Updates in **BOLD** - As of 27 August 2021

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 Registered Groups which are no longer active. EAI may remove information for any Registered Group which does not meet the definition of an EA Group set forth in these Bylaws, as determined by a

two-thirds vote of all current Trustees. No Registered Group shall be delisted without notice and an opportunity to be heard by the Board of Trustees.

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. Agenda

6.4.1 - The Board of Trustees sets agenda items for a Membership Business Meeting.

6.4.2 - Any two (2) Registered EA Groups may submit proposed agenda items for inclusion in the Membership Business Meeting. Proposed agenda items must be submitted by the Groups' Delegates to the EA Board of Trustees at least 21 days in advance of the Membership Business Meeting.

6.4.3 - The Board of Trustees shall work directly with groups submitting agenda items to find or implement solutions outside of the Membership Business Meeting. However, if the groups do not like a compromise offered, then the Board shall place the original proposal onto the Membership Business Meeting agenda.

6.4.4 - If there are too many items submitted than can be discussed in the time allotted for the Membership Business meeting, then the trustees will reduce the items while ensuring that the breadth and nature of topics submitted have been accounted for as much as possible.

Section 5. Remote Voting

6.5.1 - 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.

6.5.2 - 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.

6.5.3 - 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.

6.5.4 - 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.

6.5.5 - 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 President, a Vice President, 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 - After Trustees have been elected, the Board shall elect its Officers from among its own members. 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.
- 7.2.5 - President. The President shall supervise all of the day-to-day business affairs of EAI, as mandated by the laws governing Minnesota Not for Profit Organizations. In consultation with the Board of Trustees ("the Board"), the President may sign any legal document which the Trustees have been authorized to execute. The President serves as the chairperson for Board of Trustees meetings and Membership Business Meetings, unless they choose to delegate this duty to the Vice President, or other Trustee. The President or the Board may also designate a Non-Trustee Presider, as laid out in these Bylaws. The President shall perform such other duties as assigned by the Board.
- 7.2.6 - Vice President. In the event the President is absent or unable to act, the Vice President shall perform the duties of the President. When so acting, the Vice

President shall have all the powers of the President. The Vice President shall perform such other duties as assigned by the President or the Board.

7.2.7 - Secretary. The Secretary shall keep minutes of all meetings of the Board of Trustees and Membership Business Meetings. They are responsible for ensuring good communication and transparency between the Board and the Fellowship. The Secretary shall perform other duties as assigned by the President or the Board.

7.2.8 - The Treasurer shall be responsible for general financial oversight, budgeting, and reporting for EAI. They will work with staff and outside auditors to ensure timely, accurate record-keeping and compliance with government regulations. They will regularly report EAI's financial condition to the Membership and Board of Trustees. They will offer guidance for responsible fiscal planning and decision-making. The Treasurer shall chair the Finance Committee, and perform other duties as assigned by the President or the Board.

7.2.9 - Removal of Officers. An officer may be removed from office when, in the Board's judgment, the officer is not serving the Fellowship's or EAI'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 Board.

Section X - [This is a placeholder section for measures which have been approved by the committee, but which have not yet been placed into an Article or Section]

X.1 - Each EA member and registered EA group has a right to appeal any decision made by the Board of Trustees.

X.2 - Procedures for appeal are as follows:

- 1) Must be submitted in writing to the Board of Trustees.
- 2) Must include contact information for the member(s) or group(s) making the appeal.
- 3) Working with the member(s) or group(s) making the appeal, the Board of Trustees will address the appeal in a timely manner.
- 4) If the member(s) or group(s) making the appeal are not satisfied with an appeal outcome, they may place their appeal issue onto a Membership Business Meeting agenda by following the process described in Article VI.

X.3. Written approval by the President or Vice President will be required for checks, money transfers, or purchase or sales of investments exceeding 5% of EAI's annual budget.

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

PROPOSED DRAFT LANGUAGE

(Revised 05/06/2021)

Article VII. ADMINISTRATION**Section 1. Board of Trustees**

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- 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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- 7.1.8. 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.
- ~~7.1.11. 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.

NOTES/Suggestions from discussion on 5/21: The President serves as the chair for Trustee meetings and Membership Business Meetings, unless they choose to designate to the Vice President, other Trustee.

*The president may also designate a **Non-Trustee Presider**. Or Trustee Meeting Presider, or Membership meeting presider. They may also designate a presider of the Membership Business Meeting. Presider/Chair?*

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.

Addendum 3

PROPOSAL

7.2 - OFFICERS

Version A. (First Draft)

Revised 24 May 2021

7.2.2a - President.

The President shall supervise all of the day-to-day business affairs of EAI, as mandated by the laws governing Minnesota Not for Profit Organizations.

In consultation with the Board of Trustees (“the Board”), the President may sign any legal document which the Trustees have been authorized to execute.

The President serves as the chairperson for Board meetings and Membership Business Meetings, unless they choose to delegate this duty to the Vice President, or other Trustee.

The President may also designate a Non-Trustee Presider, as laid out in these Bylaws.

7.2.3a - Vice President.

In the event the President is absent or unable to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of the President, subject to the restrictions upon that office.

The Vice President shall perform such other duties as assigned by the President or the Board.

7.2.4a - Secretary.

The Secretary shall keep minutes of all meetings of the Board of Trustees and Membership Business Meetings.

They are responsible for ensuring good communication and transparency between the Board and the Fellowship.

The Secretary shall perform other duties as assigned by the President or the Board.

7.2.5a - Treasurer.

The Treasurer shall be primarily responsible for managing EAI’s finances and accounting.

They shall maintain financial records and create a yearly budget.

The Treasurer is responsible for deposits, disbursements, and financial transactions.

They shall make regular financial reports to the Board.

They shall perform other duties as assigned by the President or the Board.

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.~~

(Do not use - we have already voted on language concerning vacancies - see 7.1.15)

Proposed amendment/addition to already passed 7.1.15:

“If a vacancy is filled mid-term, the Board shall notify the Fellowship.”

7.2.6a - Non-Trustee Presider.

The President at their discretion, or a majority of Trustees voting at a meeting at which a quorum is present, may elect a Non-Trustee Presider. The Non-Trustee Presider serves as the chairperson of a meeting usually chaired by the President. They are not a member of the Board, and may not make motions, debate, or vote in matters before the Board. The Non-Trustee Presider's service concludes at the adjournment of the meeting. The Non-Trustee Presider may be a non-member of EA.

7.2.7a - Removal of Officers.

An officer may be removed from office when, in the Board's judgment, the officer is not serving the Fellowship's or EAI'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 Board at which a quorum is present. If an officer is removed from office before the end of their term, the Board shall notify the Fellowship.

Addendum 4

PROPOSAL

Proposals for appealing board decisions and adding agenda items to the Membership Business Meeting

RED are our draft proposals for inclusion into EA Bylaws

BLACK are sections from existing EA or other Bylaws which are relevant to the discussion

YELLOW are sections from existing EA or other Bylaws which are especially relevant to the discussion.

1. Submitting agenda items for inclusion onto a Membership Business Meeting agenda

- A. The board of Trustees can add/set agenda items to a Membership Business Meeting Agenda by a majority vote of the Trustees present at any trustee meeting.
- B. Any registered EA group may submit proposed agenda item for inclusion on the Membership Business meeting to the EA board of trustees at least 21 days in advance of the Membership Business meeting via email, mail, in person or other electronic means by the groups delegate.
- C. *(TOUGHER STANDARD OPTION) The proposed agenda item must be supported by two co-submitted by at least two other registered meetings including contact information for the supporting groups delegates.*
- D. The Board of Trustees has the option of first trying to work directly with the group(s) if they believe that a mutually agreeable solution can be found outside of the membership business meeting. They may accomplish this by empowering a Trustee or Committee to work directly with the group's delegates. Or, the Board may simply suggest alternative language that they feel will improve the quality or success of the proposal. However, if the groups do not like the compromise offered, then the board shall place the proposal onto the membership meeting agenda.
- E. Any individual may get a proposed agenda item for inclusion on the Membership Meeting agenda by getting the required number of EA groups from section B & C above to submit an agenda item for them.

Similar or especially relevant sections from Codependants Anonymous Service Manual

- b. Voting Entity drafts the VEI, completes the VEI form, and sends it to the Board of Trustees via VEI@coda.org. From this point of submission, all email communication concerning the VEI from all parties must copy VEI@coda.org.
- c. Board sends email confirmation acknowledging receipt of the VEI to the Voting Entity within 14 days. d. Voting Entity Issues (VEI) may be submitted at any time of the year. Submission is not limited to the CSC submission deadline.
- e. Board assigns the VEI to either the board or the appropriate committee within 30 days of acknowledging receipt of VEI. Board notifies the VE at the time the VEI is assigned.

- f. Assigned Board or committee examines the issue and through group conscience, develops a response or written plan to address or resolve the VEI within 90 days of being assigned. During the response/plan development, it's important that the assignee and the VE collaborate, communicate transparently, and work together towards a mutually agreeable plan, in service to the VE.
- g. The VEI may not dishonor or be in conflict with any By-laws, Steps, Traditions or legal considerations. If so, in it's written response, the assigned Board or committee must cite specific reasons for the conflict.
- h. Assigned Board or Committee, in collaboration with the VE, may develop a motion to be presented at the CSC.
- i. In the event the VE is not satisfied with the response or plan from the Board or assigned Committee, the VE retains the right to draft and submit a motion to the next CSC using the electronic Motion/VEI form available on the CoDA website.

Relevant sections of 2017 EA Bylaws:

(RE: Nominating Board Candidates)

5.2.1 A call for nominations shall be provided to the membership forty-five days in advance of the application deadline.

Relevant sections of our NEW DRAFT BYLAW Bylaws to date:

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.

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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.

Relevant sections from Codependents Anonymous Bylaws

From Article V, Section 4. Quorum and Resolution at the CSC

Motions may be made by voting members in accordance with conference approved guidelines.

Likewise, committee chairs may present committee motions during their report to CSC. A motion passes if it is accepted by a simple majority of the total number of Voting Members present. If it passes by a two-thirds (2/3) vote of the total number of Voting Members present, it is binding.

Section 3. Conference and Special Meeting Procedures

Conference procedures are discussed in a separate document, the CoDA Fellowship Service Manual. Guidelines for Presenting Voting Entity Issues to CSC

- a. Local Voting Entity discusses an issue and forms a recommendation to resolve that issue by using the group conscience process. This issue and recommendation is called a Voting Entity Issue (VEI)
- b. Voting Entity drafts the VEI, completes the VEI form, and sends it to the Board of Trustees via VEI@codas.org. From this point of submission, all email communication concerning the VEI from all parties must copy VEI@codas.org.
- c. Board sends email confirmation acknowledging receipt of the VEI to the Voting Entity within 14 days. d. Voting Entity Issues (VEI) may be submitted at any time of the year. Submission is not limited to the CSC submission deadline.
- e. Board assigns the VEI to either the board or the appropriate committee within 30 days of acknowledging receipt of VEI. Board notifies the VE at the time the VEI is assigned.
- f. Assigned Board or committee examines the issue and through group conscience, develops a response or written plan to address or resolve the VEI within 90 days of being assigned. During the response/plan development, it's important that the assignee and the VE collaborate, communicate transparently, and work together towards a mutually agreeable plan, in service to the VE.
- g. The VEI may not dishonor or be in conflict with any By-laws, Steps, Traditions or legal considerations. If so, in it's written response, the assigned Board or committee must cite specific reasons for the conflict.
- h. Assigned Board or Committee, in collaboration with the VE, may develop a motion to be presented at the CSC.
- i. In the event the VE is not satisfied with the response or plan from the Board or assigned Committee, the **VE retains the right to draft and submit a motion to the next CSC using the electronic Motion/VEI form available on the CoDA website.** The motion must not dishonor any by-laws or legal considerations, and must meet all criteria for presenting a motion. (See procedures for submitting CSC items in part 4 of the FSM). The VE may request assistance from the IMC in drafting and presenting the motion.

j. The Issues Mediation Committee (IMC) will monitor the progress of the VEI to ensure the process is being followed and the timelines are being met.

k. The VE Delegate is responsible for following up on the status of their Voting Entity issues and reporting back to their membership.

Relevant sections from the Adult Children of Alcoholics Operating Procedures Manual

B. Call for Proposals The Call for Proposals begins with emails sent to WSO Private Contacts of all registered groups by August 1st that informs them about the process and deadlines. All pertinent information (on how to get an agenda item onto the meeting agenda) will also be available on the WSO website (<https://acawso.org/category/ballot-prep/>) and announced through other WSO publications. The Proposal guidelines shall include the following paragraph: "We recognize that our program operates within the Spirit of the Twelve Steps and Twelve Traditions and that we must exercise judicious behavior in being of service to our fellowship. We encourage all groups to embrace the needs of our global fellowship as a whole. Proposals that are better handled at the meeting, WSO service body or Committee level may be directed away from the Ballot, based on discussion with the submitting group." C. Proposal Submissions Proposals may be submitted by any ACA group that is registered with WSO. While proposal ideas may be initiated by an individual group member, submitted Proposals must be the product of a wider group conscience. The proposal is then submitted by the group's appointed person, such as the WSO contact, the Secretary, the WSO Delegate (if the group has one), or an alternate appointed by the group. The person submitting a Proposal must include the following information: • The WSO group ID number • The requested Private Contact information NOTE: The Private Contact(s) are not necessarily the same as the public meeting contact. The maximum length for a Proposal will be 300 words, including the Proposal itself and the Background (i.e., history and reasoning) that helps make the case for the proposal. Attachments and links to other information may not be included. Proposals must be received by the WSO no later than October 31st. The group submitting the Proposal may be contacted if the submission needs clarification, would benefit from editing or might better be redirected to a committee or another level of the WSO service structure. The Board may also submit Proposals. These may either be created by the Board itself or be the product of a submission to the Board. OPPM (Operating Policy and Procedures Manual) 46 D. Proposal Analysis With the help of Trustees and appropriate Committees, the BPC shall prepare the WSO Analysis of each proposal and submit them to the Full Board for approval. The analyses, approval and translations (see below) must be completed by January 10th to allow the BPC time to prepare the Ballot for distribution. E. Translations Proposals will be available for volunteer translators the first week of December, with the Analysis of each Proposal provided as it is completed. Translators are asked to contact bpc@adultchildren.org for more information. As noted above, translations must be ready for publication by January 10th . F. ABC Ballot Ballots containing the Proposals will be sent to all email accounts associated with registered ACA groups by January 15th . Links to the Ballot will also be placed in announcement on the WSO websites and WSO publications. Groups will be asked to vote Yes, No, or No Opinion for each Proposal. A No Opinion will not be included as part of the total vote count. A field will be provided for an optional group comment for each Proposal. The person submitting a group's Ballot must include the following information: • The WSO group ID number • The requested Private Contact information The deadline for submission of all Ballots is March 31st. The results of the Ballots will be published on the WSO website by April 10th . G. Validate and Publish the Results When counting the Ballot results, an affirmative vote of 60% of those groups responding to a Proposal will place that Proposal on the ABC agenda for considerations by the ABC delegates. The results of the Ballot will be published on the WSO websites and publications. The BPC will provide the ABC Committee with the final voting totals, indicating which Proposals should be included on the ABC Agenda. Comments that were included in the Ballots about all Proposals will also be sent to the ABC Committee for dissemination and inclusion in the Delegate Binders.

2. Right of Appeal by members or registered groups

RIGHT OF APPEAL

All members and registered groups have a right to appeal any decision made by the Board of Trustees.

In the event the Board or a Committee of the Board has declined to take action on an issue, or there is dissent or dissatisfaction with some action or inaction of EAI, a registered group may formally appeal for reconsideration or some other specific action to be taken by EAI. Guidelines for submitting appeals are as follows:

- 1) Must be submitted in writing to the Board Secretary cc'ing the Board Chair.
- 2) Must include the reason for submitting the appeal, including any information that might not have been available at the time of the original Board decision.
- 3) Must be supported/co-submitted by two (2) or more registered meetings
- 4) The appeal must include contact information for all supporting groups
Working with the Appealing Groups' Delegates, the assigned Trustee or committee will determine a timeline to address the petition.
- 5) If the groups petitioning are not satisfied with a board action, inaction or appeal decision, they may also try to place their appeal issue onto a Membership Business Meeting agenda meeting via the process described in Article VI. EA MEMBERSHIP BUSINESS MEETING.

Relevant Sections From Adult Children of Alcoholics Operating Procedures Manual:

ARTICLE FIVE (V) RIGHT TO PETITION

- 1. All members have a right to petition any decision made by the Board in keeping with the guidelines set forth in the "Right to Petition" as contained in the OPPM. *(Below)*

APPENDIX I — RIGHT TO PETITION In the event the Board or a Committee of the Board (WSO) has declined to take action on an issue, or there is dissent or dissatisfaction with some action or inaction of WSO, the fellowship may formally petition for reconsideration or some other specific action to be taken by WSO. Guidelines for submitting petitions are as follows: 1) Must be submitted in writing to the Board Secretary (secretary@adultchildren.org) cc'ing the Board Chair (chair@adultchildren.org). 2) Must include the reason for submitting the petition, including any information that might not have been available at the time of the original WSO decision. 3) Must be co-submitted by either a. Five (5) or more registered meetings that are spread out over at least three (3) different states, provinces or countries, or b. Three (3) or more registered Intergroups that represent at least two (2) different states, provinces or countries. 4) The petition must include contact information for all supporting groups (as in 3 above). Note: We suggest for ease and speed of processing that your petition include, if available, background information about the original issue, the decision made and any reasoning given, results of any vote taken and whether or not it was unanimous, as well as dissenting opinions, if given. WSO will be obligated to place the petition on the agenda at the regularly scheduled Monthly Board

Teleconference no more than 45 days after receipt of the petition. Petitions will be taken up by the Executive Committee, which will delegate consideration of the petition to the appropriate WSO body. Working with the Petitioners, the assigned WSO body will determine a timeline to address the petition. Once the assigned WSO Body determines a suggested resolution, that suggested resolution shall go to the Board for review. Actions that can be taken are to: 1) Accept and implement the petition 2) Reject the petition with an explanation. 3) Seek a mutually agreeable compromise. Petitions with their original submission date will remain on the Monthly Teleconference agenda and a progress update made until such time as a resolution has been determined and announced. Once a resolution is achieved, the petition and its resolution will then be posted on the Monthly Teleconference agenda for the following two monthly meetings. NOTE: Petitions that result in the Board reconsidering an action may not be re-submitted again after a resolution has been determined by the Board, unless there is significant new information available that may alter the original decision.