

EA Bylaws Review Committee

Meeting Minutes

Friday, November 20, 2020
1:00 p.m. – 2:00 p.m. (Pacific)

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

Not Present: Margot F.

1. Call to Order at 1:01 p.m. Steve B.
2. Serenity Prayer Group
3. Administrative Items Steve B.
 - a. Next meetings on Dec 4th and 18th.
 - b. Proposal to change Jan 2021 meetings to Jan 8th and Jan 22nd. Approved by consent.
4. Membership Meeting Discussion Group
 - a. Tabled motion from last time: Jeff moved to adopt proposed 6.1.2: “At a Membership Business Meeting, the Board shall give a report on the activities and financial condition of the corporation.” Dave seconded.
 - i. Discussion.
 - ii. Friendly amendment to change to: “At least annually, the Board shall give a report to the Membership Business Meeting on the activities and financial condition of EAI.”
 - iii. Discussion.
 - iv. Voted 6-0, motion carried.
 - v. Voted to add “of Trustees” 6-0, motion carried: “At least annually, the Board of Trustees shall give a report to the Membership Business Meeting on the activities and financial condition of EAI.”
 - b. Steve moved to adopt proposed 6.1.4: “Written notice of the Membership Business Meeting shall be given to the general membership at least forty-five days in advance.” Scott seconded.
 - i. Discussion.
 - ii. Steve sub-moved to change “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.” Scott seconded.
 - iii. Voted 6-0. Motion carried.

- c. Jeff moved to adopt a combination of proposed 6.1.5 and 6.1.6, “A Membership Business Meeting may have a physical location, but accommodations shall be made to ensure that Delegates may also participate virtually via teleconference.” Charlie seconded.
 - i. Discussion.
 - ii. Friendly amendment to change to “participants may also attend.”
 - iii. Voted to adopt “A Membership Business Meeting may have a physical location, but accommodations shall be made to ensure that participants may also attend virtually via teleconference.”
 - iv. Voted 6-0. Motion carried.
- d. Jeff moved to adopt proposed 6.1.7: “The Delegates at a Membership Business Meeting may not vote without a quorum. A valid quorum consists of twenty-five (25) group Delegates, OR a number of Delegates equal to more than 10% of the total number of Registered Groups. To make a quorum, Delegates may be present physically or virtually via live teleconference.” Charlie seconded.
 - i. Discussion.
 - ii. Tabled until next time.

5. Serenity Prayer

Group

6. Adjournment at 2:03 p.m.

Steve B.

ADDENDUM 1
BYLAWS - DRAFT
As of 20 November 2020

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.

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.

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

EAI shall maintain a list of Registered EA Groups.

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.

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 - No proxy votes are allowed.
- 6.2.6 - 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.
- 6.2.7 - 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.

Article VII. ADMINISTRATION

Section 1. Board of Trustees (powers, number, tenure, requirements, meetings, quorum, procedures, voting, vacancies, removal)

Section 2. Officers (positions, duties, election, vacancies, removal)

Section 3. Committees (formation, standing committees, ad hoc committees)

Section 4. Staff (positions, duties – probably only Executive Director)

Section 5. Special Designations

Section 6. Parliamentary Authority

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
EA Bylaw Committee Draft - Articles 5 and 6.
PROPOSAL DRAFT TO THE COMMITTEE
Updated 14th Aug 2020.

NEW proposed language is in RED. EXISTING language from the current EA 2017 bylaws is in BLACK.

We have also included FOOTNOTES where we think new language needed clarification or explanation.

ADD TO ARTICLE I. DEFINITIONS

Delegate: A member chosen by a Registered Group to represent the group's conscience in matters affecting EA as a whole.

Membership Business Meeting: An annual gathering of Delegates who discuss and vote on matters affecting EA as a whole, and to vote to approve the election of Trustees.

Contact Person: A member chosen by a Registered Group to be the primary point of contact between the group and EAI.

ARTICLE V. MEMBERSHIP

Section 1. Requirement for Membership

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

Section 2. Registered Groups.

5.2.1 - EA International shall maintain a database of Registered EA Groups.

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

5.2.3 - In order to be eligible to be a Registered Group, a group must hold regular meetings. Meetings may take place in-person or virtually via teleconference or phone, where members' voices can be heard in real-time.¹

¹After discussing the spectrum of meeting types, we believe that live meetings are the most likely to have regular group conscience business meetings where issues are thoughtfully debated. The deciding factor is where members can hear each others' voices live. Therefore, telephone conferences, videoconferences, and in-person meetings qualify. Live text chat rooms, and email groups do not qualify under this draft. NOTE: We realize that there are many EA members who take part in the Loop, which does not qualify under these guidelines, and we are open to further discussion on this. Does the Loop have regular group conscience meetings?

- 5.2.4 - Each EA Group that wishes to become registered ought to elect or choose a Contact Person. This person is the main point of communication between EAI and the Registered EA Group. EAI suggests that the group rotates its Contact Person when needed, and informs EAI when there is a change.
- 5.2.5 - To register, an EA Group Contact Person must contact EA International, and provide: Contact Person's name, Contact Person's contact information, Group name, Group meeting day/time, Group meeting place, meeting language, and Group meeting place address (where applicable).
- 5.2.6 - EAI may remove information for groups which are no longer active, but may not de-list groups on the basis of literature used at the group meeting, language used at the group meeting, donations to EA, or other similar considerations.²
- 5.2.7 - EA endorses the concept of an Issues and Mediation committee which may make determinations as to whether a group meets the requirements to register or remain registered.

Section 3. Delegates to the Fellowship.

- 5.3.1 - Each Registered Group may elect or choose a Delegate. The Delegate is a member chosen by the members of a group to represent the group's conscience in voting on matters affecting EA as a whole. EAI suggests that the group rotates its Delegate when needed, and that a group conscience process be used.
- 5.3.2 - The Delegate may cast a vote on behalf of the Registered Group during the annual Membership Business Meeting and during Bylaw Ratification votes.
- 5.3.3 - Each Registered Group may also designate an Alternate Delegate.
- 5.3.4 - Groups which do not meet the requirements to be a Registered Group are not eligible for a voting Delegate.
- 5.3.5 - Upon the request of an EA Delegate, EAI shall make available a list of the Registered Groups, their Contact Person, and contact information.³

² We believed we needed to clarify the circumstances under which a group could be removed from the database.

³ This is required under MN Statute 317A.429:

"MEMBERS' LIST FOR MEETING.

Subdivision 1. Preparation. After fixing a record date for notice of and voting at a meeting, a corporation shall prepare an alphabetical list of the names of its members who are entitled to notice and to vote. The list must show the address and number of votes each member is entitled to vote at the meeting.

Subd. 2. Inspection. The list of members must be available for inspection by a member with voting rights for the purpose of communication with other members concerning the meeting, beginning two business days after the meeting notice is given and continuing through the

ARTICLE VI: EA MEMBERSHIP BUSINESS MEETING

Section 1. The Membership Business Meeting.

- 6.1.1 - The Membership Business Meeting shall take place annually, organized by the Board of Trustees or Membership.⁴
- 6.1.2 - At the annual Membership Business Meeting, the Board shall give a report on the activities and financial condition of the corporation.⁵
- 6.1.3 - Delegates shall vote on the retention of Trustees [*or whatever we lay out in the election/retention/reelection of Trustees Section*], and Delegates may consider and act upon other matters affecting EA as a whole.⁶
- 6.1.4 - Written notice of the Membership Business Meeting shall be given to the general membership at least forty-five days in advance, [*and proposed language for questions*]
- 6.1.5 - It is preferred that this meeting have a physical location.
- 6.1.6 - Accommodations shall be made to ensure that delegates may also participate virtually via teleconference.⁷

meeting, at the corporation's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list also must be available at the meeting. A member, a member's agent, or attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.”

⁴ The Current EA Bylaws (2017) say Membership Business Meetings were to be held on the Friday before the Annual Conference, but this hasn't happened for about 3 years. The annual membership meeting is of the utmost importance, and therefore should not depend on whether there is an annual conference.

⁵ This is required under MN Statute 317A.431:

“MN 317A.431 ANNUAL MEETINGS OF MEMBERS WITH VOTING RIGHTS.

Subd. 4. Elections; business. At an annual meeting of members:

- (1) there must be an election of successors for directors elected by members and whose terms have expired or whose terms expire at an annual meeting;
- (2) there must be a report on the activities and financial condition of the corporation; and
- (3) the members shall consider and act upon other matters as may be raised consistent with the notice of meeting requirements.”

⁶ When we finish the section on Trustee elections, we can come back to reword this.

⁷ Teleconference attendance will ensure that the largest number of Delegates can participate, and therefore the largest number of groups may participate in decision-making. Do we need to

~~6.2.1 A valid membership meeting requires at least 8 in attendance.⁸~~

6.1.7 - The delegates at the Membership Business Meeting may not vote without a quorum. A valid quorum consists of twenty-five (25) group Delegates, OR a number of Delegates equal to more than 10% of the total number of Registered Groups. To make a quorum, Delegates may be present physically or virtually via live teleconference.⁹

6.1.8 - A membership business meeting may be called by the Board of Trustees OR by a minimum of 50 EA members¹⁰ OR 10% of the Group Delegates.

~~6.2 A membership business meeting shall take place the Friday before the EA Convention, unless otherwise determined by the Board of Trustees or membership.¹¹~~

Section 2. Delegates to the Membership Business Meeting.

6.2.1 - One Delegate is elected by each Registered Group to represent them at the Membership Business Meeting.

6.2.2 - Each Delegate is allowed one vote.

6.2.3 - No Delegate may represent more than one Registered Group. The Group must provide EAI with the name of its Delegate at least seven (7) days before the Membership Business Meeting.¹²

6.2.4 - No proxy votes will be permitted.

6.2.5 - Votes may be submitted by email, mail, fax, in person at the Membership Business Meeting, or virtually via teleconference.

6.2.5 - 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.

define Teleconference for the purposes of this? Meaning listening live, and voting live when called for.

⁸ This was deleted because we believe 8 is not a sufficient number of people to represent the group conscience of an international organization.

⁹ With the addition of a teleconference attendance option, we believe we will be able to raise the minimum number to achieve a quorum. We are open to discussion to balance this number.

¹⁰ One way to make sure that the 50 EA members are, in fact, members, is to ask each to provide contact information for another EA Member who can vouch for their membership.

¹¹ We deleted 6.2 because the membership business meeting does not need to happen in conjunction with an EA Convention. Also, even if the Convention does not occur, EA still has a duty to hold an annual member meeting, according to MN Statute.

¹² This will hopefully solve the problem of delegates switching their groups at the last minute.

Section 3. Trustee Votes.

6.3.1 - Each trustee is allowed one vote at the business meeting.

6.3.2 - A trustee may not also vote as a delegate.

Section 4. Email Voting by Delegates.¹³

6.4.1 - Whenever there is insufficient attendance at a Membership Business Meeting to make a quorum, or the holding of the Membership Business Meeting is deemed impractical in the opinion of the Board, the Board shall submit questions on matters of basic principles and policies usually decided at the Membership Business Meeting, and the confirmation of newly elected Trustees, to an email vote of all Group Delegates.

6.4.2 - Whenever an email vote is taken of Membership Business Meeting Delegates, at least six (6) weeks' notice shall be given [and language proposed]. An announcement of the results of such votes shall be emailed by the Board to all the Registered Groups.

¹³ We believe it is essential that EA have a backup plan in case there isn't enough representation at the MBM. Having an email vote backup plan ensures that EA groups can still have a voice. Section 4 is derived from the language of Workaholics Anonymous Bylaws Section 8 A-C.