

# Co-Dependents Anonymous, Inc

## By Laws

### **Table of Contents**

- Purpose
- Corporation
- Guidelines
- Article I – Offices
- Article II – Accounting Period, Audit and records
- Article III – Dues and Contributions
- Article IV – Membership and Voting
  - Section 1, Membership Terminology
  - Section 2, Definition of “Voting Entities” (Entities) that can send Delegates
  - Section 3, Voting Member selection/election explained:
  - Section 4, Others
  - Section 5, Assignment of Voting Rights at Conference
- Article V - Meetings of Voting Members
  - Section 1, CoDA Service Conference
  - Section 2, Notice of CoDA Service Conference or Special Meeting
  - Section 3, Conference and Special Meeting Procedures
  - Section 4, Quorum and Resolution
  - Section 5, Special Meetings
- Article VI – Committees
- Article VII – Board of Trustees
  - Section 1, Authority
  - Section 2, Number of Trustees
  - Section 3, Qualifications of Trustees
  - Section 4, Election and Term of Office
  - Section 5, Vacancies
  - Section 6, Removal of Trustee
  - Section 7, Liability of Trustees
  - Section 8, Regular and Special Board Meetings
  - Section 9, Quorum and Resolution
  - Section 10, Compensation
- Article VIII – Officers of the Corporation
  - Section 1, Election and Term of Office
  - Section 2, Chairperson
  - Section 3, Vice Chairperson
  - Section 4, Secretary

Section 5, Treasurer  
Section 6, Removal of Officers  
Article IX – Amendment of By Laws

## **Purpose**

Co-Dependents Anonymous, Inc. is a not-for-profit tax exempt corporation (hereinafter the Corporation) which serves the Fellowship of Co-Dependents Anonymous (Fellowship or CoDA), a recovery program for men and women seeking to improve relationships with themselves and others. CoDA is based on the Twelve Steps and Twelve Traditions, (Steps and Traditions), listed below. These Steps and Traditions constitute the program upon which CoDA is established and provide the basis for other materials approved by the Membership at the CoDA Service Conference.

This program of recovery endorsed by the Fellowship is spiritual in nature, and maintains membership services for those who are seeking, through CoDA, spiritual and emotional assistance in personal and professional relationships. The power of CoDA and its program rests with the Members of the Fellowship who elect/select Delegates to represent them at the CoDA Service Conference (Conference) through the group conscience process.

## **Corporation**

The Corporation, through the Board of Trustees (Board of Trustees), is responsible for the legal and business needs of the Fellowship. Each Trustee shall comply with and be bound by all terms and provisions of these By-laws of Co-Dependents Anonymous, Inc., and all public laws, such as those of the State of Arizona or the United States Internal Revenue Service, which affect CoDA's corporate, nonprofit and tax-exempt status. Trustees are expected to exercise the powers vested in them by the State of Arizona in a manner consistent with the faith that guides the Fellowship of CoDA, guided and inspired by the Twelve Steps and in keeping with the Twelve Traditions. The Board has but one spiritual purpose: that of serving the Fellowship. The Trustees are elected by the will and through the consent of the Fellowship as expressed through the group conscience of the voting members of the corporation at the Conference, to perform specific functions and to hold specific responsibilities, including but not limited to the following:

1. Conduct the daily business affairs and operations of the Corporation:
  - a. Manage, hire, and fire employees and observe and support the work of the committees as directed by the CoDA Service Conference. .
  - b. Receive and deposit Seventh (7<sup>th</sup>) Tradition and other income.
  - c. Update Contacts and Meeting Directories of CoDA groups.
  - d. Support the Fellowship by sending out a Quarterly Bulletin in which committees can report their activities.
  - e. Receive initial telephone contacts and answer incoming mail.
2. Supervise and oversee all financial matters of the Corporation, including receipts, corporate assets and debts, obligations and liabilities, and give a financial report to the Conference.

3. Exercise any and all legal rights of the Corporation, whether expressed or implied under Arizona statutes or federal law.
4. Advise the Fellowship of the legal, practical and financial realities of the Corporation.
5. Rent, lease, purchase, hold and manage the minimum amount of real and personal property and equipment necessary to perform CoDA business. The Board is reminded that the Fellowship believes that owning, leasing or renting property may divert CoDA from its primary spiritual aim.
6. Obtain and protect CoDA copyrights, trademarks, trade names, and all intellectual property of CoDA.
7. To be directly responsible to the CoDA Fellowship, being guided and directed by the group conscience as expressed at their annual Conference. A majority vote by the Conference is considered guidance and two thirds (2/3) majority vote is a binding directive, except to the extent such directive if implemented, would cause the Trustees to be in violation of the Board of Trustees' legal responsibilities to the Corporation and its members or would put the fiscal integrity of the Corporation at risk.

## **Guidelines**

The Trustees claim no property rights for the CoDA Twelve (12) Steps and Traditions in a recovery program, as all spiritual truths may now be regarded as available to all humankind. On behalf of the Fellowship, the Trustees shall act to prevent, within their power, any modifications, alterations or extensions of these Steps.

## **The Twelve Steps**

1. We admitted we were powerless over others – 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 God.
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 God 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 God, praying only for knowledge of God's will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to other codependents, and to practice these principles in all our affairs.

(The Twelve Steps reprinted for adaptation with permission of Alcoholics Anonymous World Services, Inc.)

Accordingly, the Trustees in their deliberations and decision making process shall be guided in spirit by these CoDA Twelve (12) Steps, Traditions and Service Concepts and shall use their best efforts to insure that these Steps, Traditions, and Concepts are upheld. On behalf of the Fellowship, the Trustees shall act to prevent, within their power, any modifications, alterations or extensions of these Traditions or Concepts.

**The Twelve Traditions are as follows:**

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

(The Twelve Steps reprinted for adaptation with permission of Alcoholics Anonymous World Services, Inc.)

**Twelve Service Concepts of Co-Dependents Anonymous**

1. The members of the Fellowship of Co-Dependents Anonymous, in carrying out the will of a loving Higher Power, advance their individual recoveries, work to insure the continuance of their groups and their program, and carry the message to codependents who still suffer. They may also collectively authorize and establish service boards or committees and empower trusted servants to perform service work.
2. The Fellowship of CoDA has the responsibility of determining, through its group conscience, the service work to be performed, and the best manner to perform such work.

This authority is expressed through our group conscience. Authority carries responsibility; thus, CoDA groups conscientiously provide adequate funding and support for the service work they authorize.

3. Decisions about service work in the Fellowship and all CoDA affairs are made through the group conscience decision making process. For this spiritual democratic process to work, every member of the group is encouraged to participate, consider all the facts and options concerning the issue, listen respectfully to all opinions expressed, then reflect and meditate to find a loving Higher Power's will. Finally, we deliberate honestly and respectfully to determine the proper course of action. Unanimity in the group is the desired outcome; a majority vote is a group conscience.
4. All those who volunteer to do service work for CoDA by serving on committees, boards, or corporations are trusted servants, not authority figures. Ideally, trusted servants volunteer out of a desire to follow their Higher Power's will, out of gratitude for the gifts they have received from CoDA, out of a desire to grow in their ability to create and keep healthy relationships, and to contribute what they can of themselves to CoDA. The Fellowship recognizes the need to select the most qualified people willing to serve as trusted servants. At times, trusted servants may hire individuals outside of the Fellowship for commercial services.
5. Trusted servants are directly responsible to those they serve and are bound to honor the group conscience decision making process and uphold those decisions concerning their service work. The Fellowship also recognizes the need and right for members to honor their own experience, strength, and hope and their Higher Power's will as expressed to them. When the group conscience violates an individual's own truth and makes participation impossible, the individual may relinquish the service position.
6. The Fellowship guarantees trusted servants the right and authority to freely make decisions commensurate with their responsibilities and the right to participate in group conscience decisions affecting their responsibilities. Each CoDA member is also guaranteed the right to respectfully dissent during the group conscience decision making process. A member may freely and safely express any personal grievances as long as no particular person or group is unexpectedly singled out as the subject of the grievance. Members are encouraged to honor their own integrity as well as the integrity of others.
7. Trusted servants do practice the Twelve Steps and Twelve Traditions in their service work and in all of their affairs. Trusted servants do not seek power, prestige, wealth, status, or acclaim; do not govern, coerce, or attempt to control others; and do not push a personal agenda, promote controversy, or advance outside issues at CoDA's expense. Since issues over authority, will, money, property, and prestige can and do arise in service work, trusted servants need to practice emotional sobriety, including anonymity, humility, tolerance, gratitude, making amends, and forgiveness.
8. The CoDA Service Conference (Conference), through its group conscience decision making process, guides the Fellowship in making policy decisions and in following the Twelve Steps and Twelve Traditions. The Conference, though providing guidelines, holds no authority over the decision making process of individual groups. The group conscience process is our decision making process. Failure to honor this process may violate Traditions One and Four and a sanction may be imposed. The harshest sanction Conference can impose on an individual or group is to no longer recognize it as belonging to CoDA; this sanction may only be imposed on those who consistently violate

the Twelve Steps and Twelve Traditions, as determined by guidelines accepted by Conference.

9. By tradition, the CoDA Service Conference gives responsibilities to working committees composed of Conference Delegates and other CoDA volunteers or to separate service boards or corporations. All are directly responsible to the Conference. The scope of the work a committee does is determined by the Conference group conscience. The chairperson of each committee assumes the responsibility to ensure the work assigned to the committee is completed in a timely manner.
10. When the CoDA Service Conference is in session, the CoDA Board of Trustees is directly responsible to the Conference. When not in session, the Conference assigns its decision-making authority on material matters to the Trustees. The Board of Trustees is authorized to monitor the work of Conference-appointed service committees and may provide assistance or guidelines when necessary. The Trustees serve as the board of directors of CoDA, Inc., the non-profit corporation, are assigned custodial control of all money and property held in trust for the Fellowship, and are responsible for prudent management of its finances.
11. The powers of the CoDA Service Conference derive from the pre-eminent authority of the group conscience decision-making process. Arizona State law gives the Board of Trustees legal rights and responsibilities to act for the Fellowship in certain situations. CoDA, Inc.'s Articles of Incorporation and Bylaws are legal documents enumerating these Board rights and responsibilities.
12. The Fellowship strives to practice and encourage spiritual principles in all its material, financial, and business affairs, including fairness, equality, and respect for individual rights. Every member within CoDA has a voice and is encouraged to use it. Every member has the right to know what is happening within our organization. To honor this right, and in the spirit of CoDA unity, our CoDA, Inc. organization publishes and distributes group conscience decisions, such as minutes of our service boards and motions from our CoDA Service Conferences, in the most inclusive and timely manner possible.

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## **Article I – Offices**

Co-Dependents Anonymous, Inc. shall maintain a known place of business which may be the office of its statutory agent in the State of Arizona. The agent may be either an individual who has been a resident of the state for three years, a domestic corporation, or a foreign corporation authorized to do business within the State of Arizona. CoDA, Inc. may change its known place of business or statutory agent upon delivery to the appropriate commission of the State of Arizona a statement setting forth:

1. The name of the Corporation.
2. The Corporation's current address or the name and address of its current statutory agent. If the statutory agent or his/her address is to be changed, the name and address of the new statutory agent, or the new address must be filed with the State of Arizona.

3. Notice that the change is authorized by Co-Dependents Anonymous, Inc.

## **Article II- Accounting Period, Audit and Records**

The accounting period of the Corporation shall be a calendar year and end on December 31. At the close of the accounting period, all records of accounts and an inventory of assets shall be submitted to an independent accounting firm who is to submit a report of their findings to the Trustees. The Trustees shall present the report to the Fellowship at the next CoDA Service Conference. The officers of the Corporation shall maintain an accurate and complete set of records at the Corporations office. If the Corporation does not maintain a place of business with Arizona, a complete set shall be maintained at the office of its statutory agent or other such designee as approved by the Board of Trustees. Upon written request, records and minutes of meetings may be inspected by a member of the Fellowship, at any reasonable time, with the exception of certain legal documents and personnel records.

## **Article III – Dues and Contributions**

As defined in the Traditions, CoDA is self-supporting through its own contributions, and shall decline all outside contributions. CoDA has no fees or dues for membership. Contributions by members of the Fellowship (known as Seventh Tradition donations) are used to support the activities of the Fellowship, the Conference, the Trustees, and all committees and service boards, as directed by the Fellowship and the Traditions.

## **Article IV – Membership and Voting**

### Section 1. Membership.

In adherence with Tradition 3, the only requirement for membership in CoDA is a desire for healthy and loving relationships. Members of the Fellowship of CoDA shall not be considered Voting Members, except as set forth herein. This Corporation shall have Voting Members as defined in the Arizona Nonprofit Corporation Act. A Voting Member refers to a member who has voting rights at the CoDA Service Conference. A voting Member may be a Delegate, Trustee of CoDA, Inc., or Director of CoRe, Inc. and, under certain circumstances, an Alternate Delegate. No Voting Member will have more than one vote.

### Section 2. Voting Entities (Entities).

Each State and Territory of the United States of America and each Country is established as a Voting Entity (VE) and entitled to send two (2) Delegates to the Service Conference. A single Voting Entity is established to represent all “Alternative Format Meetings” (AFM) and is entitled to send two (2) Delegates. AFM is defined as all meetings that do not physically meet face-to-face in a physical location.

Any Voting Entity may surrender its two (2) Delegates and request to subdivide. The governing principle is that a member of the Fellowship will only be represented by one

(1) set of two (2) Delegates. An entity may request sub-divisions for reasons of geographical separation, language, or other recognizable characteristics. Each entity may request that it be split along an internally agreed upon division and each sub-division of the entity granted two (2) Delegates. Each sub-division should have enough members and meetings to support a viable service group so that all meetings are still represented.

The Issues Mediation Committee will handle requests for CoDA to recognize Voting Entities. Through the group conscience process, Voting Entities select Delegates and Alternate Delegates to carry the will of the membership of CoDA, Inc. meetings. In order to guarantee voting rights, each Voting Entity service board must be duly authorized by the Issues Mediation Committee. In the absence of a Voting Entity service board, members of that Entity shall present an alternative selection process based on group conscience decision making to the Issues Mediation Committee. This procedure insures adherence to the program of recovery endorsed by this Fellowship.

### Section 3. Voting Member Selection/Election.

A Delegate (Delegate) is a member and trusted servant in the CoDA Fellowship of the Voting Entity represented and has an active interest in carrying the message to other codependents who still suffer. The Delegate is duly selected/elected by a method which the Voting Entity where the member resides or provides service work has established, and is to be that Voting Entity's representative at Conference. A Delegate has one (1) vote at Conference. Each Voting Entity may select/elect no more than two (2) Delegates. Each Voting Entity may determine its own method of selection/election, qualifications and requirements for office, and length of term of office for a Delegate. If a Voting Entity consists of multiple regions, members of that Entity may determine the method of selection of two Delegates on a regional basis. In regions consisting of two or more Voting Entities, members of that region may determine their own method of selecting Delegates, but the total number of Delegates from that region may not exceed the total permitted number of Delegates [number of Voting Entities in the region multiplied by (2)]. It is the responsibility of each Voting Entity's service board to notify, in writing, the Secretary of the Board of the selection/election to office of its Delegates and terms of office. Generally, this notification is provided at least thirty (30) days prior to Conference. In the absence of such notification, a Delegate's voting rights are subject to review by the Issues Mediation Committee.

An Alternate Delegate is a member and trusted servant in the Voting Entity's Fellowship who has an active interest in carrying the message to other codependents who still suffer and is duly selected/elected to act as an Alternate Delegate at the Conference. Each Voting Entity may select/elect as many Alternate Delegates as it chooses. If a Voting Entity consists of multiple regions, members of that Voting Entity may determine the method of selection of Alternate Delegates on a regional basis. In regions consisting of two or more Voting Entities, members of that region may determine their own method of selecting Alternate Delegates. In the event the duly selected/elected Delegate is unable to serve the term of office, or resigns or blatantly reveals an unwillingness to

execute these responsibilities as a Delegate, an Alternate Delegate becomes the Delegate until the Voting Entity acts to select/elect a new Delegate according to its selection/election process. Each Voting Entity's service board must notify the Secretary of the Board of the selection/election to office of its Alternate Delegates, their order of replacement, and term of office. This notification is generally provided at least thirty (30) days prior to the Conference. In the absence of such notification, an Alternate Delegate's voting rights as a replacement for a Delegate are subject to review by the Issues Mediation Committee.

A Trustee is a member and trusted servant in the Fellowship who has an active interest in carrying out the will of the Fellowship as determined at the Conference, abides by the provisions of the By Laws, and is duly elected at Conference to oversee the day to day business affairs of CoDA and the Corporation. A CoDA Trustee has one (1) vote at Conference. The CoRe, Inc. Board of Directors is granted two (2) votes at Conference, to be allocated as they see fit among CoRe Directors present. A CoDA Trustee cannot serve as a Delegate or Alternate Delegate during a term of office.

An Alternate Trustee is a member and trusted servant in the Fellowship who has an active interest in carrying out the will of the Fellowship as determined at Conference, abides by the provisions of the By Laws, and is duly elected at Conference as an Alternate Trustee, but has no special status other than that of a non-voting member and/or Delegate until the member replaces a Trustee on the Board. In such an event, the Alternate Trustee becomes a Trustee. Alternate Trustee will have no vote at Conference unless serving in the capacity of Delegate, but if they become a Trustee, they must resign their position as Delegate.

Voting Members must be present and accounted for at the Conference in order to vote.

#### Section 4. Others.

The Conference may extend voice or vote privileges at the Conference to any member of the CoDA Fellowship that it deems appropriate or necessary. Voice or vote may be granted for the entire Conference, or on individual issues. This flexibility is sometimes needed to gain the valuable input and services of members who are not specifically included in the above paragraphs.

#### Section 5. Assignment of Voting Rights at Conference

If a Delegate leaves the Conference floor, that Delegate may assign voting privileges to a person from the same Entity. This is called "passing the badge." If an Entity sends an Alternate Delegate to Conference the badge is passed to that Entity's Alternate Delegate. If an Entity does not send Alternate Delegates, the badge may be passed to another member from that Entity. This insures that each Entity has full voting representation at Conference. If a Voting Delegate passes a badge and leaves the room temporarily, and a motion is made in the Delegate's absence, the Delegate cannot

retrieve the badge until after the vote on that motion. This allows the people who have heard the entire discussion on the motion to vote on that motion.

## **Article V – Meetings of Voting Members**

### Section 1. CoDA Service Conference

The Corporation shall annually hold the CoDA Service Conference for Voting Entity Delegates to conduct the Corporation's business. The Board of Trustees is responsible to monitor the work of Conference-appointed service committees and may provide assistance or guidelines when necessary. Where it becomes evident that the work of a committee is not being undertaken, the Board may request volunteers or another standing committee to take on that work until the next Conference. The Trustees who serve on the Board of Trustees of CoDA are assigned custodial control of all money and property held in trust for the Fellowship, and are responsible for prudent management of its finances. The spiritual and non-legal authority of the Board comes from the Fellowship as expressed by group conscience of the selected/elected Delegates to the CoDA Service Conference held once each year. The date and place of the Conference are customarily set by the preceding Conference.

### Section 2. Notice of CoDA Service Conference or Special Meeting.

The Secretary of the Board of Trustees or a designated officer shall notify the Voting Members of the Fellowship of the date, time and place of the Conference at least forty-five days but not more than sixty in advance of the Conference and provide appropriate information and registration details.

### Section 3. Conference and Special Meeting Procedures.

Conference procedures are discussed in a separate document, the CoDA Fellowship Service Manual.

### Section 4. Quorum and Resolution.

The Secretary of the Board of Trustees will determine how many Voting Members are present at the Conference or Special Meeting and will then determine a quorum. This quorum is established at the beginning of the first business meeting of the Conference or Special Meeting. A two-thirds (2/3) count of the registered and accounted for accredited Delegates and Trustees in attendance shall constitute a quorum. Once the quorum has been determined, the business of the Corporation may proceed. Voting Members who arrive after this quorum is determined may vote and exercise all the rights and privileges accorded to Voting Members, but the quorum count does not change. If the Conference continues over several days, the presence of a quorum must be determined at the beginning of each business session. If a quorum is present, business may proceed. A quorum count may be requested before any vote.

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. A two-thirds (2/3) vote of the total number of Voting Members present is binding upon the Trustees, except to the extent the implementation of such a motion would cause the Trustees to be in violation of the Board of Trustees' legal responsibilities to the Corporation and its members or would put the fiscal integrity of the Corporation at risk.

#### Section 5. Special Meetings.

During the year, a Special Meeting of the Fellowship may be called by a two-thirds (2/3) majority vote of the Trustees, or by a petition from not less than two-thirds (2/3) of the Delegates. The quantifying number of Delegates is defined as a number equal to or greater than the two-thirds (2/3) of the Delegates attending the Conference immediately preceding the request for a special meeting. The petition is to be addressed to the Board of Trustees and shall specify the reasons that a Special meeting is being called. It is then incumbent upon the Trustees and the Events Committee to arrange the meeting as soon as possible. The Secretary of the Board of Trustees, or a designated officer, is to initiate the same notification process as for a CoDA Service Conference indicated in Section 2 above.

### **Article VI – Committees**

The Conference may create, appoint and terminate CoDA service committees, standing and ad hoc committees, subcommittees or service boards to fulfill any task or duty the Fellowship has mandated, or as specified in the By Laws. All committees have but one purpose: that of serving the Fellowship of Co-Dependents Anonymous.

Pursuant to the Arizona Nonprofit Corporations Act, a committee shall not take any of the following actions:

1. Authorize distributions of the corporate assets.
2. Approve any action that requires the Voting Members' approval under the Arizona Nonprofit Corporations Act.
3. Fill vacancies on the Board of Trustees.
4. Adopt, amend, or repeal bylaws of the Corporation.
5. Fix the compensation or reimbursed expenses of Trustees for serving on the Board of Trustees or any committee.

### **Article VII – Board of Trustees**

#### Section 1. Authority.

Pursuant to the Arizona Nonprofit Corporations Act, all corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of the Board of Trustees, subject to any limitation set forth in the Articles of Incorporation as described above in Article V. Subject to the legal and

fiduciary obligations of the Board of Trustees to the Corporation and its members, the ultimate authority in CoDA comes from the Fellowship as expressed by the group conscience at the Conference. Subject to the legal and fiduciary authority of the Board required by the laws of the State of Arizona and applicable federal laws, the Conference reminds the Board of Trustees of the Second Tradition, "For our group purpose there is but one ultimate authority - a loving higher power as expressed to our group conscience. Our leaders are but trusted servants; they do not govern."

## Section 2. Number of Trustees.

Co-Dependents Anonymous, Inc. shall be managed by Trustees on the Board whose number may be as many as eleven (11), but not less than five (5). Up to three (3) Alternate Delegates may be available to assume vacancies on the Board. A maximum of two Trustees may be from the same Voting Entity. The exact number of Trustees may be fixed or changed within the minimum and maximum, by the Voting Members while the Conference is in session.

## Section 3. Qualifications of Trustees.

Trustees are elected by the Voting Members with consideration of the candidates' capabilities and experience in the following:

1. Working knowledge of the Twelve Steps and Twelve Traditions of Co-Dependents Anonymous.
2. Willingness and availability to serve the Fellowship through major service projects.
3. Demonstration of skills and abilities while doing CoDA Service for two or more years.
4. Understanding and experience of the group conscience process.
5. Courage to express oneself and the ability to listen and communicate effectively with others.
6. Dedication and commitment to the health of CoDA.
7. Desire to carry the message to the still suffering codependent.
8. Skills and experience necessary for the Board of Trustees to fulfill its legal and fiscal responsibilities to the Corporation.
9. Attendance at a previous CSC.

## Section 4. Election and Term of Office.

Trustees shall be elected by the Conference for a term of three (3) years and may serve a maximum of two (2) terms, but there must be a lapse of at least two (2) years between each elected term. Elected Trustees replace outgoing Trustees and assume their positions, prerogatives and responsibilities at the end of the Conference. Alternate Trustees are elected by the Conference for one (1) year. The order in which they would fill vacancies on the Board is designated by the vote of the Conference at time of election.

If an Alternate Trustee has assumed the position of Trustee since the previous Conference, the Election Committee or Conference Chair shall present said Trustee for ratification by a two-thirds (2/3) majority of the Voting Members at Conference. Said Trustee may request election by the Conference for a full term of three (3) years.

#### Section 5. Vacancies.

In the event of a vacancy on the Board, by death, resignation or disqualification, the Board shall officially acknowledge the assumption of the vacant position by the designated Alternate Trustee. This acknowledgment shall take the form of a motion at any regular or special meeting of the Trustees. Upon passage of that motion, the Alternate Trustee becomes Trustee, with the prerogatives and responsibilities associated with that position until the next election of Trustees, when that Trustee is ratified by Conference, or the successor is qualified and elected by Voting Members. If no Alternate Trustee is available to fill the position, any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Trustees even though less than a quorum. If there is only one remaining Trustee, that Trustee shall elect sufficient Trustees to meet the required minimum number of Members of the Board which is five (5). Any Trustee so chosen shall hold office until the next election of Trustees when that Trustee is ratified by Voting Members or the successor is qualified and elected. A Trustee so elected will complete the term in office of the Trustee's position that is to be filled.

#### Section 6. Removal of Trustee.

A Trustee who is remiss in the duties of a Trustee, and reveals an inability or unwillingness to execute these responsibilities as a Trustee, may be relieved of office and removed from the Board by an affirmative two-thirds (2/3) vote of the Trustees present and voting at a meeting at which a quorum is present. Such removal must be presented for ratification at the next Conference. Any Trustee so removed and whose removal fails to be ratified by the Voting Members, shall be subject to normal election procedures for Trustees set forth in these By Laws.

#### Section 7. Liability of Trustees.

Under the Arizona Nonprofit Corporations Act, any individuals who serve as Trustees to the Corporation shall be immune from civil liability for their actions as Trustees, and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury, if such people were acting in good faith and within the scope of their official capacities within this organization, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such people.

#### Section 8. Regular and Special Board Meetings.

Regular meetings of the Trustees shall be held each yearly quarter within or without the State of Arizona at a time and place determined to be geographically and economically feasible for all Trustees. These meetings may be face to face or teleconference or similar means of communication whereby all persons participating in the meeting can

hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. A Special Meeting of the Trustees may be called at the request of a majority of Trustees. Trustees should be notified of the time and place at least five (5) days prior to the meeting, unless an agreement has otherwise been reached by a two-thirds (2/3) majority of the Trustees prior to the meeting.

- A. Action required or permitted to be taken at a meeting of the Board of Trustees meeting may be taken without a meeting, if the action is taken by all of the Trustees. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee and included in the minutes or filed with the corporate records reflecting the action taken.
- B. Action taken under this section is effective when the last Trustee signs the consent, unless the consent specifies a different effective date.
- C. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- D. Any Trustee may revoke consent by delivering a signed revocation of the consent to the chairperson or secretary before the date the last Trustee signs the consent or consents.

#### Section 9. Quorum and Resolution.

The number of Trustees necessary to constitute a quorum for doing business shall be a majority of the elected Trustees, except in the case of resignation or vacancy, (see Section 5). Resolution on any action taken by the Trustees requires a simple majority vote.

#### Section 10. Compensation.

Trustees shall not receive any stated or fixed salaries for their services; but an expense reimbursement for participating in a Trustees meeting may be allowed. A Trustee may not serve the Corporation in any other capacity for which he/she receives compensation. This is to avoid any conflict of interests involving the issues of money, property or prestige. It is the intent of the Fellowship that all legitimate expenses relating to participation on the Board shall be borne by the Corporation; however, reimbursement shall only be made as funding allows.

### **Article VIII – Officers of the Corporation**

#### Section 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, 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.

## Section 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 Arizona Nonprofit Corporations Act and by the Conference. 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 Conference, 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 Conference and Trustees.

## Section 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 Conference, Chairperson or Trustees.

## Section 4. Secretary.

The Secretary shall supervise the performance of all duties associated with the office of Secretary to include, but not limited to:

1. Keep a register of the mailing address and email address of each Trustee.
2. Keep minutes of all Trustees meetings, in one or more books or electronic formats provided for that purpose.
3. Prepare and send all notices as required under these By Laws.
4. Be the custodian of the corporate records in accordance with the provisions of these By Laws.
5. Attend to correspondence from the Fellowship.
6. Maintain an accurate and current record of selected/elected Delegates, Alternate Delegates and Fellowship Chairs.
7. Perform other duties as from time to time may be assigned by the Conference, Chairperson or the Board
8. Maintain the Conference written motions and recorded documents and tapes.
9. Document elections.

## Section 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 to include, but not limited to:

1. Supervision of all funds and securities of the Corporation.
2. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever.
3. Deposit these monies in such banks, trust companies, or other depositories as shall be selected by the Trustees.
4. Be responsible for the payment of accounts payable.
5. Maintain appropriate ledgers documenting monies received and paid.
6. Provide periodic financial reports to the Trustees and Membership.
7. Perform such duties as may be assigned by the Conference, Chairperson or the Trustees.

#### Section 6. 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.

#### **Article IX – Amendment of By Laws**

These By Laws may be amended by two-thirds (2/3) vote at the CoDA Service Conference, or Special Meeting. Proposed amendments to the By Laws must be submitted to the Secretary of the Board at least seventy-five (75) days prior to Conference for distribution to Delegates, Alternate Delegates, Trustees and Committee Chairpersons. This distribution shall be at least thirty (30) days prior to Conference, but preferably longer in order to allow discussion by the Fellowship. This distribution requirement may be met by any one of the following:

1. Publishing the proposed amendments in the Quarterly Service Report;
2. Including the proposed amendments in a mailing with other Conference related materials;
3. Sending a special mailing to the Delegates

No proposed amendments may be accepted for presentation to the Conference until it has met this distribution requirement.

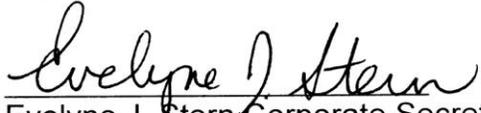
These By Laws may be amended by the Trustees if such amendments are needed to bring these By Laws into conformity with existing law, or in the event that changes in federal or state laws require amendments to these By Laws. Should this happen between meetings of the CoDA Service Conference, the Trustees are specifically authorized by the Conference to use their best judgment and guidance of the Twelve Traditions to amend these By Laws for such purposes and to bring such amendment(s)

to the next CoDA Service Conference for ratification in accordance with the above guidelines.

Certification by Secretary:

The undersigned Secretary of the Corporation attests that these By Laws were amended by the affirmative vote of the Voting Members in accordance with these By Laws at the CoDA Service Conference convened on July 10-13, 2012.

Signed:

  
Evelyne J. Stern, Corporate Secretary

Date: July 30, 2012