



## MINUTES OF SPECIAL BOARD MEETING

4 June 2018

3:00 pm Eastern Standard / Noon Pacific

<https://zoom.us/j/943236179>

Call To Order by the Chairman at 3:00 pm Eastern Standard / Noon Pacific

### Roll Call

Present:

Sam E. – Chair  
Joy R. – Treasurer  
Courtney S. – IT / Web  
Carol M. – Host Committee Chair – Toronto 2018  
Thomas B. – Outreach  
Geri B. – Secretary  
Nigel S. – Newsletter

Not present:

Martin D. – Vice Chair  
Dianne P. - Emeritus Member

### Chair's opening comments

This is a special board meeting and our discussion will be limited to ratification by the board of the new bylaws we passed at the last meeting. However we will entertain new business and determine if an additional Special Board meeting will be required prior to ICSAA.

### Upcoming board meeting times

- 23<sup>rd</sup> August 2018 (Toronto, early dinner) 6 pm – time confirmed. Location TBD  
Agenda to be a typical Board Meeting, but with a special emphasis on issues related to, and to prepare the Board for ICSAA 2018 such as:
  - Review agenda for and discuss board duties during Sunday Membership meeting
  - Review agenda for August 26<sup>th</sup> Board Meeting – which will include all current and all newly elected Board Members
- 26<sup>th</sup> August 2018 Membership Meeting during ICSAA 2018
- 26<sup>th</sup> August 2018 (Toronto with New Board after new board members are elected)

- 24<sup>th</sup> November 2018, 2pm Eastern / 11am Pacific (Last board meeting of this board, pass off to new board) possible in-person option in Las Vegas

Chairman called for motion to approve the bylaws as reviewed at our last meeting, and once we have that motion and a second then in the discussion we can entertain motions to amend. Motion made and seconded.

Chair called for discussion or amendments. There being none, the vote was called. Motion passed unanimously.

The Chairman went over the steps regarding the new Bylaws going forward

- 1) Through 16<sup>th</sup> of July maintain the confidentiality of the bylaws to the board level to give the board members ample time to live with the new bylaws (obviously we won't be able to effectively put all the new provisions into practice until after Toronto) and during this time we can, if there is a need, set an additional Special Board Meeting to entertain motions to amend the bylaws. This is a very important part of the process and will give us time to work with the new bylaws and see what could be better BEFORE we present them for the scrutiny of the entire membership.
- 2) The chairman requested all board members review the document. (see attached)
- 3) 16<sup>th</sup> of July publish new bylaws on secularaa.org and inform the membership via newsletter and press release (aabeyondbelief, aaagnostica) that the new bylaws, which will be subject to ratification in Toronto, are now available for review. And also inform the Membership of the bylaws workshop we will be having in Toronto prior to the membership meeting.

(See Attached for full content of Secular AA Bylaws)

There was a discussion about the "Term of Directors" clause. Carol will be asked to stay on as the past ICSAA Host Chair, Dianne will have already served two back to back two year terms, and Thomas has stated he is unable to continue to serve due to health concerns, leaving Martin, Joy, Geri, Nigel and Sam (5 people) to fill 4 two year extensions. The chairman is asking each be willing and available and commit to that availability now. All 5 are needed so there will be a choice in front of the Membership. The chairman asked that, if you don't want to continue to serve, you still be willing, reminding each person that they can always state your lack of desire when presented as a candidate at the membership meeting.

Carol gave a report from the Program Committee, stating that she felt confident in how it was coming together.

It was decided that the statistics and information about the Secular AA website that Courtney keeps, be presented to the membership at the Saturday morning meeting, using his slides.

Carol mentioned that she recorded a Podcast with John Sheldon which will be available on June 10th.

Nigel reported that the next deposit due to the hotel, for \$10,000, is ready and will be delivered on Wednesday. The minimum funds needed to cover the food commitment to the hotel is almost covered, and should be fully funded soon with additional registrations.

The meeting ended at 3:25 pm EST.

NOTE: See Attachments

Attachments to BOD Minutes of Meeting 6/4/2018

1. Simple List of the items in Bylaws which are highlighted..... below
2. WAAFT - IAAC Bylaws - Proposed Changes Highlighted..... pg 6
3. Draft Secular AA Bylaws (full) with Highlights ..... pg 8

For Reference

Here is a simple list of the items highlighted:

- a) Mission Statement
- b) Vision Statement
- c) Relationship to Alcoholics Anonymous clauses
- d) Definition of Secular AA groups
- e) Parliamentary Authority clause
- f) Eligibility for Membership
- g) Notification and Agenda for Membership meeting
- h) Simply for clarification, not that we have a problem, Director Compensation
- i) Nominating committee and Director nominations
- j) Board positions for 2019
- k) Term of Directors – We need 4 existing directors to stand for a two year term extension to make our transition to the new staggered 4 year term system.  
Courtney is willing to take on the IT Chair position going forward as outlined in the new bylaws
- l) Interim Board Meetings
- m) Ad Hoc Board Meetings
- n) Board meetings – Quorum, Voting, and Proxy
- o) Officer Positions – i.e. electing board members at large not to specific positions
- p) Chair, Vice-Chair, Secretary and Treasure duties
- q) Committee process

- r) Nominating Committee
- s) Site Selection Committee
- t) IT Chair
- u) Funding of Conference
- v) ICSAA Reporting
- w) Records and Reports
- x) Amendments and Revisions

Here are the clauses not specifically highlighted; we should follow the old bylaws until ratification by the membership:

- a) Rights of Members
- b) Membership meetings, except as noted above
- c) Immediate past ICSAA Host Committee Chair sitting on the current (2017-2018) board.
- d) New structure to be tabled until new board is elected regarding, Outreach, In-Reach Fellowship and Archives Committees; as well as guidelines for committees.

All other items are really just legal stuff and technically we should be following the new bylaws as the old bylaws give the board the ability to change the bylaws.

## WAAFT - IAAC Bylaws

### Proposed Changes Highlighted

Below are the clauses related to making changes to the bylaws as appearing in the WAAFT-IAAC bylaws which were ratified at the 2016 Austin General Membership Meeting, I have highlighted the most pertinent language:

#### Article 7, Section 9.B.1.

1. At the general membership meeting, held during the convention, all amendments to the Bylaws shall be presented for ratification. Voting shall conform to the provisions noted in Article 18 of these Bylaws.

#### Article 17: Amendments and Revisions

Section 1. Amendments by Directors.

These Bylaws may be amended or repealed by the vote of a two-thirds (2/3) majority of the directors then in office.

a) Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanation thereof, is given in accordance with these Bylaws. The draft of the proposed amendment shall be sent to all Board members at least seventy-two (72) hours before the commencement of the Board meeting.

b) The voting on any proposed amendment must be by head count. Voice voting is not permissible. The Secretary shall record the numbers on each side of the vote (4-3, 7-1, etc.).

c) If such a motion to amend or repeal passes at such a Board meeting, it shall not take effect until at least thirty (30) days have passed and the motion to repeal or amend is ratified by a simple majority at a duly called and held Board meeting at least thirty (30) days after the one in which the change was approved. If the motion is ratified, it shall take place immediately unless there is a delay provision in the motion.

d) It is the intention of this Board that, following an initial vote to change these Bylaws which has been approved by the super majority of the Board, the following thirty days will be used to hear the minority opinion, deliberate and debate via specially held meeting or via mails and so reach a consensus or at least a well-informed electorate, before the ratification meeting is held.

Section 2 Amendments by the Membership.

These Bylaws may also be repealed or amended by a simple majority vote of the members at the biennial conference (a "floor vote"). The proposal to repeal or amend must be submitted in writing at the General Membership meeting and must be read out loud to the General Membership. The proposal must include the precise wording that would be inserted into the Bylaws if the motion carries. Following the passage of a motion to repeal or amend any portion of these Bylaws:

- a) the motion, along with an explanation must be posted on the website of the corporation for at least thirty (30) days following the floor vote at the convention so that the Board members have the opportunity to review the comments and opinions of the membership, and;
- b) the motion to repeal or amend is ratified by a 2/3 majority vote of the directors at a duly called and held meeting, and;
- c) the Board meeting to ratify the proposed amendment is at least 30 days but not more than 45 days following the last day of the convention.

### Section 3. Restrictions on Amendments and Revisions.

- a) No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Service Code of 1986.
- b) Any amendments made to this document shall be consistent with the provisions in the Articles of Incorporation and with the language and spirit of these Bylaws.

### **Article 19: Construction and Definitions**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions of the secular portions of the Twelve Steps and Twelve Traditions of Alcoholics Anonymous and the Twelve Concepts of Alcoholics Anonymous, shall, in that order, govern the construction of these Bylaws. After the primacy of AA, the provisions found in Robert's Rules of Order shall determine the rules found in these Bylaws. Following Robert's Rules, the California Nonprofit Corporation Law as amended from time-to-time shall govern the construction of these Bylaws. Within this document it is understood that the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible:

- a) the remainder of these Bylaws shall be considered valid and operative, and
- b) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

This is a copy of the draft bylaws highlighted with the clauses to specifically attempt to put into practice during this development time prior to ratification by the membership. These are things that may be different, substantively or not, from our previous bylaws.

## **NON-PROFIT BYLAWS OF SECULAR AA**

### **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Nevada and the Articles of Incorporation of Secular AA, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Nevada, said Non-Profit Corporation Act shall be the prevailing controlling law.

### **ARTICLE 1 - NAME**

#### **1.1 Name**

The Non-Profit Corporation/Organization shall be known as Secular AA, Inc., and shall herein be referred to as "Secular AA".

### **ARTICLE 2 - PURPOSE**

#### **2.1 General Purposes**

Secular AA is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for charitable and educational purposes. The purpose for which the Non-Profit Corporation is formed is set forth in the Articles of Incorporation.

#### **2.2 Mission**

Our mission is to assure suffering alcoholics that they can find sobriety in Alcoholics Anonymous without having to accept anyone else's beliefs or deny their own. Secular AA does not endorse or oppose any particular form of religion or belief system and operates in accordance with the Third Tradition of the Alcoholics Anonymous Program: "the only requirement for A.A. membership is a desire to stop drinking".

#### **2.3 Vision**

Secular AA recognizes and honors the immeasurable contributions that Alcoholics Anonymous has made to assist individuals to recover from alcoholism. We seek to ensure that A.A. remains an effective, relevant and inclusive program of recovery in an increasingly secular society. The foundation of Secular AA is grounded in the belief that anyone - regardless of their spiritual



beliefs or lack thereof – can recover in the fellowship of Alcoholics Anonymous. Secular AA exists to serve the community of secularly-minded alcoholics by supporting worldwide access to secularly formatted A.A. meetings and fostering mutual support within a growing population of secularly-minded alcoholics.

## 2.4 Non-Profit

This Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, Secular AA shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes. Secular AA shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Nevada and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization. At no time and in no event shall Secular AA participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

## 2.5 Relation to Alcoholics Anonymous

2.5.1 Secular AA is defined as an Alcoholics Anonymous ("A.A.") Intergroup Office as described in A.A.'s Guidelines for Intergroup Offices: "an A.A. service office that involves partnership among groups in a community — just as A.A. groups themselves are partnerships of individuals. A central/intergroup office is established to carry out certain functions common to all the groups — functions which are best handled by a centralized office — and it is usually maintained, supervised, and supported by these groups in their general interest. It exists to aid the groups in their common purpose of carrying the A.A. message to the alcoholic who still suffers." Secular AA is part of the global A.A. community and therefore does not geographically limit the A.A. groups it serves and is accountable to.

2.5.2 Secular AA shall strive to practice the principles of A.A. as outlined in the A.A. Twelve Concepts for World Service ("The Concept/s"), The A.A. Twelve Traditions ("Tradition/s") with the exceptions noted below, and The A.A. Service Manual. Recognizing that these aforementioned A.A. publications were written, in a different era with a particular cultural bias, any reference therein to a god, a Higher Power, or any deity whatsoever shall be treated as if it was written by culturally biased persons. Therefore the word god therein, or its substitute, shall have no consequence herein.

There are so many significant and valuable principles in the Traditions that we practice the legal principle of "severability" (capable of being divided into legally independent rights or obligations – see Black's Law Dictionary). For example, when we refer to the principle of A.A. Tradition Two, "For our group purpose there is but one ultimate authority — a loving God as He may express Himself in our group conscience." we construe this to mean "For our group purpose there is but one ultimate authority; which may be expressed in our group conscience."

2.5.3 Secular AA is autonomous from A.A. by virtue of Tradition Four "Each group should be autonomous except in matters affecting other groups or A.A. as a whole." Secular AA does

not represent A.A. nor does A.A. represent Secular AA. For clarification there is no legal affiliation or connection between these two legal entities.

## **2.6 Secular AA Groups**

2.6.1 In accordance with the principle of Tradition Four, each Secular AA group should be autonomous except in matters affecting other groups, Secular AA or A.A. as a whole. Secular AA is a service entity and not a governing body, therefore each Secular AA group is free to set their own unique format of its meetings.

2.6.2 Notwithstanding the foregoing, we encourage each Secular AA group to strive to practice the principles of the Traditions and Concepts and we expect that Secular AA groups shall meet the definition of an A.A. Group found in Alcoholics Anonymous' Twelve Concepts for World Service, Concept Twelve, Warranty Six: "any group of alcoholics gathered together for sobriety may call themselves an A.A. group provided that, as a group, they have no other purpose or affiliation".

## **2.7 Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern Secular AA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Secular AA may adopt.

## **ARTICLE 3 - OFFICES**

### **3.1 Offices**

The principal office of Secular AA shall be located at 3440 East Russell Road, Las Vegas, Nevada 89120. Secular AA may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of Secular AA may find a need for from time to time.

## **ARTICLE 4 - MEMBERSHIP**

### **4.1 Eligibility for Membership**

Secular AA shall have members. Any A.A. member who declares that he or she is a member of Secular AA is a member of Secular AA in accordance with the principle in the Third Tradition ("Member/s/ship"). Secular AA does not limit membership to atheists, agnostics or others who identify themselves as secularly-minded. Membership in Secular AA is open to anyone who considers themselves to be a member of A.A. even if they have a stated or unstated religious (i.e. non-secular) belief. Notwithstanding the foregoing, it would be reasonable to suppose that members of Secular AA would share the common belief that the principles of A.A. can be successfully practiced by secularly-minded people and that this message should be (to use A.A. terminology) "carried to alcoholics".

### **4.2 Rights of Members**

4.2.1 Each Member shall be eligible to cast one vote at Membership Meetings. In accordance with the principles in Tradition Two: The Membership, as it may express itself in its group conscience, shall ultimately be in charge and the Board are trusted servants who do not govern.

4.2.2 A Majority vote of the Membership shall have the right to:

4.2.2.1 Approve or disapprove of any action that, pursuant to applicable Law, would also require the affirmative vote of the Members.

4.2.2.2 Fill vacancies on, or remove the members of, the Board of Directors.

4.2.2.3 Approve any self-dealing (see section 9.9.1) transaction, except as provided pursuant to law.

4.2.3 A Super Majority of two-thirds vote of the Membership shall have the right to:

4.2.3.1 Ratify, amend, or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

4.2.3.2 Ratify, amend or repeal any resolution of the Board of Directors.

4.2.3.3 Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of Secular AA otherwise than in the usual and regular course of its business; or revoke any such plan.

### 4.3 Membership Meetings

4.3.1 **Membership Meeting Location and Frequency** - The Membership Meetings will be held as part of the International Conference of Secular AA ("ICSAA") and shall take place no less frequently than biennially.

4.3.2 **Notification** - The time, date and location to be designated and publicized to the Membership by the Board of Directors with not less than 60 days' notice. Such notice shall be provided at a minimum via: the Secular AA "Coffeeshop" Facebook Page (or Secular AA's then current primary internet forum) as well as Secular AA's websites, secularaa.com and secularaa.org.

4.3.3 **Chairperson** - The Membership Meetings shall be chaired by the Board Chairperson, or in their absence the Vice-Chair, of the board of directors, in accordance with these bylaws, the principles outlined in A.A.'s 12 Concepts for World Service, The A.A. Service Manual and Roberts Rules of Order, as applicable.

4.3.4 **Minutes** - Minutes of the Membership Meetings shall be recorded by the board Secretary and subject to the same procedures, including approval by the Board, as the minutes of the regular Board Meetings per Article 6 herein.

4.3.5 **Quorum** - Provided there are at least 40 Members present, in person, at any properly announced meeting shall constitute a quorum.

4.3.6 **Voting** - All issues to be voted on shall be decided by a two thirds majority, unless otherwise stipulated herein, of Members present (in person) at the meeting in which the vote takes place. Notwithstanding the foregoing, Concept 5, the Right of Appeal, shall be employed, which will ensure that any minority opinion will have a second opportunity to present its views.

- 4.3.7 **Agenda** - The Board Chairperson shall set the agenda which shall include: Officer and Committee reports; any old business as well as an opportunity for new business to be introduced by the Members. A preliminary agenda shall be made available to the Membership no less than one month prior to the Membership Meeting. This preliminary agenda shall contain the precise language of any proposed change to any provision of these Bylaws. Members may submit to the Board Chairperson their comments related to agenda items and suggestions for the agenda (Member Submission/s). The Board Chairperson shall see to it that all Member Submissions are either included in the final agenda or discussed during the Membership Meeting. Although there is a requirement for a Member to be present to vote, any Member shall be able to utilize the Member Submission process as means to participate in creating an informed group conscience. Due to potential logistical time restrictions, or the complexity/newness of the issue at hand, after some discussion, the Board Chairperson may commit (transfer) such new business items to the Board for further discussion at the next Board Meeting. The Membership shall vote on:
- 4.3.7.1 Members to become Directors, based on recommendations from the Nominating Committee of the Board of Directors, see section 8.2.1, as needed to fill vacant Board positions.
- 4.3.7.2 The location for the next ICSAA based on the recommendations from the Conference Bid Committee, see section 8.2.2.
- 4.3.7.3 Changes to, or ratification of, any amendments to these bylaws. The intent herein is that any changes to these bylaws will require approval of the Membership, however, changes, or approval, of the Guidelines referred to herein for committees shall only require Board approval. Notwithstanding the foregoing, the Membership may amend these bylaws to include specifications that must be met by the Board in any of the Guidelines so that Secular AA should always follow the principles in the Concepts.

## **ARTICLE 5 - DEDICATION OF ASSETS**

- 5.1 The properties and assets of Secular AA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any Member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of Secular AA shall be distributed to the General Service Board of Alcoholics Anonymous, or upon Board approval any organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c)(3) of the Code.

## **ARTICLE 6 - BOARD OF DIRECTORS**

### **6.1 General Powers and Responsibilities**

Secular AA shall be served by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Nevada. The Board shall establish policies and

directives governing business and programs of Secular AA and shall be guided by the spirit of A.A.'s Twelve Traditions and A.A.'s Twelve Concepts of World Service, especially recognizing the Third Legacy that no action "shall ever be punitive or an incitement to public controversy". Accordingly no Director shall make any public statement of opinion without stating that it is only their personal opinion, and does not represent Secular AA as a whole. Responsibility and authority is delegated to the Chairperson, subject to the provisions of these Bylaws, to see that the policies and directives herein are appropriately followed.

6.2 **Director Compensation** - The volunteer Board shall receive no compensation or personal inducements, monetary or otherwise. In the event a Director receives 'in kind' compensation, or any form of monetary benefit as a result of Secular AA business activities that Director should assure that such a gain is utilized for the benefit of Secular AA and not the Director personally. Hotel award points are an example of one such form of compensation.

### 6.3 **Number and Qualifications of Directors**

Ideally the Board will maintain ten Directors and shall have no fewer than six Directors. In the event there are fewer than six Directors, as soon as practical, the Board shall elect replacement Directors. All Directors shall be members of Secular AA. A Director need not be a resident of the State of Nevada.

### 6.4 **Ex-Officio Directors**

The chairperson of the Current ICSAA Host Committee and the chairperson of the immediate past ICSAA Host Committee shall be Ex-Officio Directors. The Ex-Officio Directors, although their positions on the Board are ex-officio (meaning their position as a Director has been achieved by means other than by election), shall have the same rights and obligations, including voting power, as the other Directors and their attendance shall be calculated in the quorum at the Board meetings. In granting these Ex-Officio Directors the same voting rights as the elected Directors we are practicing the principle in Concept Four of A.A. the "Right of Participation". The immediate past ICSAA Host Committee chairperson shall be a member of the ICSAA Host Committee and shall be charged with board oversight of the committee activities to assure compliance with the ICSAA guidelines.

### 6.5 **Director Elections**

6.5.1 **Nominees** - Directors are elected by the Membership at the Membership Meeting (see paragraph 4.3.7.1), and chosen from a slate of nominees presented by the Nominating Committee (see section 8.2.1).

6.5.2 **Replacement Directors** - In the event a Director is being elected to replace a prematurely vacated position, the Membership shall be informed of the remaining length of the term to be filled prior to the election.

6.5.3 **Board Positions** - The Board itself will assign the various Board Positions (Officers and Committee chairpersons), as needed, to the Directors based on skill sets, willingness, and other criteria as determined by the Board as a whole. Notwithstanding the foregoing, at its first Board meeting following any Membership Meeting at which Board Members are elected, the Board will assign Board Positions, at which time all Board Positions are to be

considered for reassignment. Although there is no requirement to rotate a Director to a new Board Position during their four year term, the Board may find mid-term rotation beneficial for some Board Positions and not for others. If consensus cannot be easily determined, the Board shall practice A.A.'s third legacy procedure to elect Board Positions.

- 6.5.4 **Term of the Directors** – Biennially at a Membership Meeting, four Directors will be elected by the Membership for a term of four years. The term of the Directors shall commence on January 1 after the Membership Meeting at which that Director was elected. For example, if the Membership Meeting where a Director is elected takes place in September, the term of that Director should commence approximately three months later on January 1 to allow for a smooth transition of outgoing and incoming Board Members. In the case of electing a Director to replace a Director who vacated their term prematurely, the replacement Director's term shall be for the remainder of the initial term of the Director who is being replaced. No Director shall serve consecutive terms unless the first of the two terms is for a term of less than two years such as in the case of being elected to replace a prematurely vacated position. Therefore no Director shall serve more than six consecutive years. A person is eligible for additional terms as a Director after approximately two years have passed since the conclusion of their prior directorship. The staggered four year Director term is designed to value institutional memory while practicing A.A.'s principle of rotation.

## 6.6 Director Vacancies

A vacancy on the Board of Directors may exist due to a failure of the Membership, or the Board, to timely fill a vacant directorship or the occurrence of one of the following conditions:

### 6.6.1 Resignation

A Director shall have the right to resign at any time upon written notice thereof to the Chairperson of the Board, or Secretary of the Board, or may resign verbally during a Board Meeting. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof. The acceptance of such resignation shall not be necessary to make it effective; or

### 6.6.2 Incapacity or Death

Upon the legal incapacity, or death, of a Director, such Director's term shall cease when the Board receives a reliable notice of such incapacity or death. If there is a doubt to the reliability of such notice, a two-thirds majority vote of the Board will be required to sustain such reliability; or

### 6.6.3 Disqualification

Upon the inability (or unwillingness) of any Director to declare membership in Secular AA, such Director shall be subject to removal by resolution of at least two-thirds majority vote of the Board; or

### 6.6.4 Removal with Cause

A Director may be removed for cause by a resolution of at least two-thirds majority vote of the Board provided that one of these criteria must be present, the Director: a) has been

declared of unsound mind by a final order of court; b) has been convicted of a felony; c) has been found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Director; or d) has been absent at two consecutive Board meetings (or has exhibited a pattern of absences from Board meetings) without garnering acquiescence of the Board Chairperson (or in the case of the absence of the Board Chairperson acquiescence of the Vice-Chair); or

#### **6.6.5 Removal without Cause**

A resolution of a super-majority of seventy-five-percent (without rounding) of the Directors then currently in office, may remove any Director without cause at any Board Meeting, provided the Director in question has been notified of the potential vote to remove them no less than fourteen days prior to the vote contemplated herein.

#### **6.6.6 Filling a Director Vacancy**

Any vacancy on the Board occurring between Membership Meetings may be filled by vote of majority of the Directors, provided that it is more than three months prior to the next scheduled Membership Meeting. Any Director may nominate a candidate for a mid-term replacement. Such a nomination shall include a second and a completed potential director questionnaire as is required by a director nomination made by the Nominating Committee per paragraph 8.2.1.2 hereunder. A Director elected by the Board to fill a vacancy shall be elected for a term to expire at the end of the calendar year in which the next Membership Meeting takes place.

### **6.7 Board Meetings**

#### **6.7.1 Frequency of Regular Board Meetings**

The Board's regular meetings shall be held at least quarterly, at such time and place as shall be determined by the Board Chairperson. The Board Chairperson must notify the Board Members of the date, time and place (including virtual access) of the Regular Board Meetings at least 60 days in advance of the meeting.

#### **6.7.2 Interim Board Meetings**

The Chairperson of the Board, or a majority of the Directors, may call an Interim Meeting of the Board with 14 days' written notice provided to each Director outlining the purpose of the Interim Meeting. In such a notice and during such a meeting only one item may be brought to a vote. Other business may be discussed if time permits but only the matter as expressed in the notice shall be subject to ballot. A quorum must be attained prior to voting.

#### **6.7.3 Ad Hoc Board Meetings**

The Chairperson of the Board may call an Ad Hoc Board Meeting to be conducted by survey via email to each Director for the purpose of garnering a consensus, vote, or discussion provided that such an Ad Hoc Board Meeting limits its scope to following up on an item already discussed at a Regular or Interim Meeting of the Board. These Ad Hoc Board Meetings are not intended to limit the regular communication of Board Members between the formal meetings.



#### **6.7.4 Time and Place of Board Meetings**

The person(s) authorized to call meetings of the Board shall establish the time, date, and location the meeting is to be conducted, so long as electronic remote access to the meeting is available to the Directors unable to attend in person.

#### **6.7.5 Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every Board Meeting. However, in the event that the Secretary is unavailable, the Chairperson of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be made available to the Board as soon as practical but no less than two weeks prior to the next Board Meeting, during which the Secretary will motion for their approval. Upon approval, the Minutes will be added to the corporate records of Secular AA. Additionally the Secretary will create a list of the motions that were voted on by the Board, from the approved Minutes, and shall make the list, including the results of the votes, available to the Membership via the Secular AA newsletter, the public space on the Secular AA board website or whatever means the then Board deems appropriate.

#### **6.7.6 Confidentiality**

Except for the approved Minutes of the Board, the discussions during Board Meetings, as well as communications between the board members in-between meetings with regards to subjects under Board consideration shall be confidential to the Board. The idea herein is to assure free brainstorming and discussion without the social boundaries of public scrutiny.

#### **6.7.7 Quorum**

A Quorum shall consist of two-thirds of the existing seated Directors. A Director shall be considered present at any meeting of the Board if, during the meeting, he or she is present in person or via electronic remote access. If a quorum is not present at a meeting, the Chairperson may adjourn the meeting without further notice. The Board members present at the meeting may, at their option, continue the meeting as an informal discussion of Board matters. While there will not be a vote, there may be agreements reached among the Board members and those matters shall be recorded by the Secretary (or designated substitute if the Secretary is absent) and made available to those Board members who were not present.

#### **6.7.8 Voting**

All votes shall be decided by a simple majority vote, unless otherwise stated in the provisions of these Bylaws. Each Director shall have one vote except the Chairperson of the Board, who will not have a vote unless a vote results in a tie, then the vote of the Chairperson of the Board shall be the deciding vote. Notwithstanding the foregoing, Concept 5 of The Twelve Concepts for World Service of A.A. the "Right of Appeal" shall apply, which will ensure a minority opinion will have an opportunity to present its views with the possibility of a second vote (see Concept 5 for details). Unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring



otherwise, a resolution that passes at any Board Meeting shall be considered an act of the Board in its entirety.

#### **6.7.9 Proxy**

In keeping with the principles of Concept 3 of The Twelve Concepts for World Service of A.A., the “Right of Decision”, Directors shall not be allowed to vote by proxy. Notwithstanding the foregoing in keeping with the A.A. principle of an “informed group conscience”, a Director who is not present at a Board Meeting is encouraged to submit their thoughts to the Board Chairperson in advance of the Board Meeting, on topics that are scheduled for discussion, and perhaps vote, at the upcoming Board meeting. It will then be the responsibility of the Board Chairperson to assure that the absent Board Member’s thoughts are made part of the discussion on the topic.

### **ARTICLE 7 - OFFICERS**

#### **7.1 Officers and Duties**

##### **7.1.1 Officer Positions**

The Board Member Officer positions will be self-selected by the Board at its first meeting after election by the Membership, or upon vacancy of an Officer position and shall include these Officers: Chairperson of the Board, Vice-Chair, Secretary, and Treasurer (“Officers” or “Officer Position/s”). The same person may not hold multiple Officer Positions; however an Officer of the Board may also hold a Committee chairperson position and sit on various committees. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, by these bylaws, or required by the Guidelines established for the Office by the Board, or any additional duties at the reasonable request of the Board.

##### **7.1.2 Chairperson of the Board**

7.1.2.1 It shall be the responsibility of the Chairperson of the Board to preside over all meetings of the Board of Directors and the Membership. The Chairperson of the Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when otherwise required by law. The Chairperson of the Board shall also serve as the President and Executive Director of the Corporation/Organization.

7.1.2.2 The Chairperson of the Board shall provide guidance and oversight to the Board and Committees, may form ad hoc committees and the Chairperson of the Board shall:

7.1.2.2.1 Supervise and conduct the activities and the overall operations of the corporation.

7.1.2.2.2 Keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation.

7.1.2.2.3 See that all orders and resolutions of the Board are carried into effect.

- 7.1.2.2.4 Be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board.
- 7.1.2.2.5 Be authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation.

### 7.1.3 **Vice-Chair of the Board**

- 7.1.3.1 The Vice-Chair shall chair the Nominating and the Site Selection Committees.
- 7.1.3.2 The Vice-Chair shall, in the absence of the Chairperson of the Board or in the event of his or her inability to act, perform all of the duties of the Chairperson of the Board. When acting as Chairperson of the Board, the Vice-Chair shall have all the powers of, and be subject to all the restrictions on, the Chairperson of the Board.
- 7.1.3.3 The Vice-Chair shall assist the Chairperson of the Board with the duty of providing guidance and oversight per paragraph 7.1.2.2 of these bylaws.

### 7.1.4 **Secretary**

- 7.1.4.1 The Secretary shall ensure all records and documents of the Corporation/Organization are stored electronically on the Board Website, and maintain backup copies.
- 7.1.4.2 The Secretary shall act as secretary at all meetings of the Board of Directors and the Membership, and shall keep the minutes of all such meetings on file in electronic format. For further details see section 9.8.
- 7.1.4.3 The Secretary shall file all required Nevada and Federal Corporate/Organizational forms and updates to assure the legality and non-profit status of Secular AA.
- 7.1.4.4 The Secretary shall attend to the giving and serving of all notices of Secular AA and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of Secular AA under its seal is duly authorized in accordance with the provisions of these bylaws.
- 7.1.4.5 The Secretary shall write, or cause to be written, all amendments to these Bylaws and shall ensure the updated and correct copy of the Bylaws is available on the board website.
- 7.1.4.6 The Secretary shall see that Guidelines for each Office and each Committee of the Board are current, as approved by the Board, and updated in a timely manner as needed.

### 7.1.5 **Treasurer**

- 7.1.5.1 It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business

transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation/Organization. Additionally the Treasurer shall:

- 7.1.5.1.1 Render to the Board of Directors quarterly Income Statements and Balance Sheets in a timely manner. These financial statements shall include copies of any significant financial transactions including, but not limited to, any extraordinary moneys received or disbursed. These financial statements, upon review and approval of the Board at a regularly scheduled Board Meeting, shall be posted on the website of the corporation for viewing by the entire membership.
- 7.1.5.1.2 Ensure annual financial statements are sent to all directors within sixty days after the end of the fiscal year.
- 7.1.5.1.3 Render to the Directors, whenever they reasonably request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation.
- 7.1.5.1.4 Prepare and file annual Corporate/Organizational tax returns, subject to having adequate personal knowledge and experience, or engage the services of a tax professional to do so.
- 7.1.5.1.5 Assure that the Board is practicing the spirit of A.A.'s Tradition Seven of self-support and financial accountability by:
  - 7.1.5.1.5.1 conveying Secular AAs finances in an easily understandable manner to the Membership; and
  - 7.1.5.1.5.2 providing the Membership, and Secular AA Groups, an effective means to make contributions to Secular AA's operations while accepting only contributions from A.A. Members (up to \$1,000 per calendar year per member) or A.A. Groups (up to \$5,000 per calendar year per group); and
  - 7.1.5.1.5.3 establishing a modest prudent reserve, to meet unexpected contingencies. The amount of funds held in reserve shall be established by the Board from time to time.
- 7.1.5.1.6 Provide board oversight to the financial transactions of the ICSAA Host Committee and shall review the thoroughness and accuracy of the ICSAA financial reports prior to these reports being presented to the Board.
- 7.1.5.1.7 Assist each Officer and Committee chairperson in preparing an annual budget for their respective duties.

7.1.5.1.8 Provide the Board with an annual budget for Secular AA. This budget shall be subject to Board approval and shall be submitted by the Treasurer to the Board for approval no less than two weeks prior to the last scheduled Board Meeting of the calendar year preceding the year for which the budget is prepared. Once approved, the Treasurer may expend Secular AA funds consistent with the budget without seeking further Board approval.

7.1.5.1.9 The Treasurer shall perform other duties that may from time-to-time be assigned by the Board and related to the finances of Secular AA including ICSAA, and Board Committees.

## **ARTICLE 8 - COMMITTEES**

### **8.1 Meetings and Actions of Committees**

8.1.1 Meetings and actions of all committees shall be governed by and held in accordance with the provisions of these bylaws concerning meetings and actions of the Directors, with such changes in the context of those bylaws as are necessary to substitute the terms Committee and its Members for the Board of Directors and its Members.

8.1.2 Guidelines for each Committee, as approved by the Board and amended from time to time by the Board, shall govern the actions of each Committee. The Committees shall not make public statements or take actions beyond the scope of their respective Guidelines. Any contemplated Committee action outside the scope of its Guidelines must be brought to the Board for discussion, direction, and perhaps decision, prior to the Committee taking action. Unless otherwise authorized by the Board of Directors, no committee shall compel Secular AA in a contract or agreement or expend Corporation/Organization funds.

### **8.2 Standing Committees**

Each Standing Committee will be chaired by a Director, and will have specific duties and scope to include, but not limited to, descriptions as herein stated which may include specific committee member requirements including additional Directors. Notwithstanding the foregoing, committees should include persons who are not on the Board who will serve at the pleasure (desire) of the Committee Chairperson.

#### **8.2.1 Nominating Committee**

The Nominating Committee shall be chaired by the Vice-Chair of the Board of Directors and shall include at least one additional Director. The Nominating Committee shall present a slate of a minimum of 6, and up to 10 nominees to the General Membership at the Membership Meeting prior to the election. Director nominations by the Nominating Committee shall be presented to the Membership, including the rationale for the nomination, prior to the vote for Directors. Notwithstanding the foregoing, upon completion of the Nominating Committee presenting its Director nominations, the Board Chairperson shall entertain any motion, which has been seconded, to add nominees to the

slate. Such motion shall include the rationale for such nomination. The procedure for determining nominees shall be as follows:

- 8.2.1.1 First, the Nominating Committee shall advertise the opportunity for Members to be of service to Secular AA by joining the Board, by filling upcoming Director vacancies in the Secular AA newsletter, the Secular AA websites, and other outlets as appropriate, as well as by word of mouth, at least 90 days prior to the election;
- 8.2.1.2 Next, each nominee shall complete the questionnaire about their relevant experience and skills applicable to serving on the Board. The questionnaire shall be in the form incorporated into the Guidelines for the Nominating Committee that has been approved by the Board. The Nominating Committee shall review each questionnaire;
- 8.2.1.3 Next, the Nominating Committee shall interview any nominee under consideration for possible presentation to the entire Board and to the Membership;
- 8.2.1.4 Finally, the Nominating Committee shall choose a slate of nominees it believes would be the best candidates for the Board to be presented to the Membership.

#### **8.2.2 Site Selection Committee**

The Site Selection Committee shall be chaired by the Vice-Chair of the Board of Directors and shall include at least one additional Director. The Site Selection Committee shall solicit and coordinate bids for next ICSAA with a goal of having at least three viable bids. At the Membership Meeting, each Host City Bid Committee which has complied with the requirements herein, will present their bids to the Membership. The membership shall, by majority vote, select the city or area for the next ICSAA.

- 8.2.2.1 The Site Selection Committee shall advertise the opportunity for cities to host the upcoming ICSAAs in the Secular AA newsletter, the Secular AA websites, and other outlets as appropriate, as well by word of mouth, at least 180 days prior to the election.
- 8.2.2.2 The Site Selection Committee shall issue a Request for Proposal, hereafter "RFP", in the form most recently approved by the Board, for the next convention no later than six months prior to the start of the upcoming current convention. The RFP shall be posted on Secular AA websites.
- 8.2.2.3 The completed RFP forms shall be provided to the Site Selection Committee, with ample time to review, familiarize and discuss the bids prior to the Membership Meeting. If more than five bids have been submitted to the committee, the committee shall choose the best, in their opinion, five bids to be presented to the Membership.

#### **8.2.3 Outreach Committee**

- 8.2.3.1 The purpose of the Outreach Committee is to assure that Secular AA is practicing the principle in A.A.'s responsibility pledge "When anyone, anywhere, reaches out for help, I want the hand of A.A. always to be there. And for that: I am responsible". More specifically, to inform still suffering alcoholics that enduring recovery from alcoholism

can be had in A.A. by agnostic, atheist, and non-religious people. The Outreach Committee is to undertake this goal by means of:

8.2.3.1.1 Interacting and cooperating with established CPC (Cooperation with Professional Community), Institutions (Corrections and Treatment), PI (Public Information) committees and similar entities within A.A.;

8.2.3.1.2 Acting as the Secular AA CPC, Institutions and PI committees (see A.A. Guidelines for CPC, Institutions and PI committees).

#### 8.2.4 **In-Reach Committee**

8.2.4.1 **Purpose** - The primary purpose of the In-Reach Committee is to assure that others in A.A. are aware of our secular A.A. experience which is that “enduring recovery from alcoholism can be found by agnostic, atheist, and non-religious people, within A.A.”. The secondary purpose of the In-Reach Committee is to promote our ICSAA, regional secular A.A. events, and website resources to A.A. members at large.

8.2.4.2 **Liaising** - The In-Reach Committee shall strive to achieve these goals by liaising within A.A. with: A.A. members, A.A. groups, A.A. Intergroups, A.A. General Service Districts and Areas, the A.A. General Service Office, A.A. World Services, A.A. international General Service Offices and A.A. events such as round-ups, conventions, forums, etc.

#### 8.2.5 **Fellowship Committee**

8.2.5.1 The Fellowship Committee is tasked with supporting a fellowship of Secular AA Members to facilitate “sharing our experience, strength and hope” which shall include but not be limited to the following:

8.2.5.1.1 Maintaining a “help line” to respond to inquiries from still suffering alcoholics;

8.2.5.1.2 Assist Secular AA members in establishing and promoting regional/local secular A.A. events, as well as maintaining a listing of such events available to the Members;

8.2.5.1.3 Maintaining a meeting directory of both physical and online Secular AA meetings;

8.2.5.1.4 Maintain a mechanism to host secularly formatted online A.A. meetings;

8.2.5.1.5 Liaise with other secularly-minded A.A. entities including websites that service the secularly-minded A.A. community.

#### 8.2.6 **Archives Committee**

8.2.6.1 The Archives Committee is tasked with organizing and providing access to our shared secular A.A. experience. The Archives Committee must insure that the dissemination of such information is always coupled with a statement conveying the following or a similar alternative as may be outlined in the Guidelines for the Committee: “Please be

aware that Secular AA does not attest to the accuracy, relevancy, timeliness, or completeness of information obtained from others, including Members of Secular AA, members of A.A., organizations calling themselves A.A. entities, or any other entity or person. We may share information with our Members just as it is provided to us, for the purposes of an open flow of information and ideas, without a critique or review. Therefore the act of Secular AA making the information available does not constitute an approval or endorsement by Secular AA of the information provided.”

#### 8.2.6.2 The Archives Committee shall:

- 8.2.6.2.1 Make available information, such as sample formats, for Members wishing to start a secular A.A. meeting;
- 8.2.6.2.2 Maintain a listing of secularly-inclined A.A. literature as a resource for Members;
- 8.2.6.2.3 Maintain a listing of secularly-inclined A.A. resources such as websites and blogs as a resource for Members and assuring that any listing or link to such a resource is coupled with a statement of group autonomy, and non-endorsement, consistent with the principles in the Traditions;
- 8.2.6.2.4 Maintain a forum to archive Members’ personal and the secularly-minded group’s “experience, strength and hope”, and stories of “what it was like, what happened and what it is like now”;
- 8.2.6.2.5 Maintain historical documents, as they become available, on the history of secularists in A.A.

#### 8.2.7 IT Committee

8.2.7.1 **Responsibilities** - The IT Committee shall be responsible for the technical maintenance, updates and monitoring of Secular AA’s websites, email accounts, blogs, online meeting facilities, social media accounts, etc. All content shall be in accordance with these bylaws, the Guidelines for the Committees and the direction of the Board.

8.2.7.2 **IT Committee Chair** - The chairperson of the IT Committee shall be referred to as the Technology Coordinator, shall be a Member of Secular AA and shall be nominated by the Board Chairperson or the Nominating Committee, taking great care to assure the nominees have sufficient technical knowledge and experience to perform their duties hereunder. Upon approval of a majority vote of the Board, the Technology Coordinator shall serve a two year term which shall be staggered from the standard Board term cycle. In light of the value of consistency and experience for this Technology Coordinator position, no term limits shall apply. The Board must vote on approval of the Technology Coordinator for each two year term. The Technology Coordinator may, from time to time, hire paid consultants for various projects, upon approval of the Board, if the Technology Coordinator needs assistance in performing the services required of the IT Committee. In such cases, the details of the scope of the project, including the duration and the amount of pay, shall be presented to the Board prior to a motion being made by the Technology Coordinator to hire such a consultant. The Technology



Coordinator shall follow the Guidelines, as established by the Board, for the Committee and shall:

8.2.7.2.1 Support the other Board members in their respective duties as they relate to IT.

8.2.7.2.2 Have a full Right of Participation (Concept 4) just like any Board Member. Notwithstanding the foregoing, the Technology Coordinator's presence at a Board Meeting shall not be calculated as part of any Quorum calculations.

## 8.2.8 ICSAA Host Committee (IHC)

8.2.8.1 The ICSAA Host Committee (IHC) shall be considered an ad-hoc committee of the Board to host an International Conference of Secular AA. The IHC shall follow these bylaws as applicable to committees, and the ICSAA guidelines as amended by the Board from time to time. In the spirit of the principles in Tradition Two of A.A., the Board, as representatives of the Membership, shall have full oversight on the activities of the IHC.

**8.2.8.2 IHC Chairperson** – The IHC chairperson shall be chosen by the successful host city bid committee per the ICSAA guidelines approved by the Board and shall be an Ex-Officio Director. The IHC chairperson shall serve a four year term commencing on January 1<sup>st</sup> of the calendar year more than one, but less than two years prior to the upcoming ICSAA. The first two years the IHC chairperson shall serve as the current/upcoming IHC chairperson and the remainder of the term as the immediate past IHC chairperson, see paragraph 6.4.

8.2.8.3 **Business Plan** - The current (upcoming) IHC chairperson shall submit a business plan to the Board for review, discussion and ratification 18 months prior to the conference and shall present an updated budget for the upcoming ICSAA to the Board no less than quarterly thereafter.

8.2.8.4 **ICSAA Guidelines Changes** - The immediate past IHC chairperson shall be responsible to propose any suggested amendments to the ICSAA guidelines that may come up from time to time during the planning and production of the ICSAA to the Board for approval.

8.2.8.5 **Funding of Conference** – In keeping with A.A.'s 7<sup>th</sup> Tradition of self-support, each ICSAA shall attempt to operate on a break even basis, with the exception of contributing to a prudent increase in the ICSAA reserve and seed money funds as set out in the ICSAA Guidelines that have been approved by the Board. If a surplus of funds, beyond expected needs and a prudent reserve, as determined by the Board, exists upon the onset of the ICSAA budget presentation, then the cost of registration for the upcoming ICSAA shall be reduced to expend additional funds and increase affordability for attendees. If a deficit exists, as determined by the Board, in the funds allocated to ICSAA, than Secular AA may provide monies from its general fund, upon approval by a two-thirds majority vote of the Board. Any such motion must include a specific plan to return those monies to the general fund via future ICSAA budgets. The IHC chairperson shall assist the Treasurer in opening a checking account at a bank in the banking jurisdiction (administrative region) where the ICSAA is taking place in the name of "Secular AA (ICSAA 20XX account)" and as more fully described in the ICSAA guidelines.



**8.2.8.6 ICSAA Reporting** – The IHC Chairperson shall see to it that no later than six weeks following the conference, the following are provided to the Board:

8.2.8.6.1 The minutes of all of the IHC meetings and subcommittee meetings; and

8.2.8.6.2 A final financial report of the ICSAA; and

8.2.8.6.3 A written report encompassing the successes and failures of the convention as determined by the IHC chairperson, to include critique of the pre-convention planning, convention execution, and post-convention activities.

## **ARTICLE 9 - STANDARD OF CARE**

### **9.1 General**

9.1.1 A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of Secular AA and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

9.1.2 In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

9.1.2.1 One or more officers or employees of Secular AA whom the director deems to be reliable and competent in the matters presented;

9.1.2.2 Counsel, independent accountants, or other persons, as to matters which the director deems to be within such person's professional or expert competence; or

9.1.2.3 A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

9.1.3 Except as herein provided in this Article, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including but not limited to, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

### **9.2 Loans**

9.2.1 Secular AA shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that Secular AA may advance money to a director or officer of Secular AA or any subsidiary for expenses reasonably anticipated to

be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

- 9.2.2 The purpose of the Conflict of Interest policy, incorporated in these bylaws, is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

### **9.3 Restriction on Interested Directors**

Not more than 20% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is: a) any person currently being compensated by Secular AA for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and b) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

### **9.4 Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

### **9.5 Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

### **9.6 Addressing a Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- 9.6.1 Any interested person may render a request or report at a Board meeting however, upon completion of said request or report, the individual shall be subject to questioning by the Board and shall be excused while the Board further discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest. By a majority vote of the board, any such vote may be suspended until the next Board meeting if Directors believe the matter merits further investigation or consideration.

- 9.6.2 The Chairperson of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate the petition of the interested person and/or alternatives to the proposed transaction or arrangement.
- 9.6.3 After exercising due diligence, the Board shall determine whether Secular AA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- 9.6.4 If a more advantageous arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

### **9.7 Violations of Conflict of Interest Policy**

- 9.7.1 Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- 9.7.2 If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **9.8 Procedures and Records**

- 9.8.1 All minutes of the Board Meetings, when applicable, shall contain the following information:
- 9.8.1.1 The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- 9.8.1.2 The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

### **9.9 Violation of Loyalty - Self-Dealing Contracts**

- 9.9.1 A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between

this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

9.9.1.1 All material facts are fully disclosed to, or otherwise known by, the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));

9.9.1.2 All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interested Director(s) — and the contract is just and reasonable for Secular AA at the time it is authorized, approved, or ratified; or

9.9.1.3 As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to Secular AA at the time it was authorized, approved, or ratified.

9.9.2 Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

## 9.10 Indemnification

9.10.1 To the fullest extent permitted by law, Secular AA shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

9.10.2 Secular AA shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 10 – EXECUTION OF CORPORATE INSTRUMENTS**

### **10.1 Execution of Corporate Instruments**

- 10.1.1 The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.
- 10.1.2 Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations shall be executed, signed, and/or endorsed by an Officer authorized by these bylaws or otherwise authorized by a majority vote of the Board.
- 10.1.3 All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by the Treasurer or the Board Chairperson, or such person or persons as the Board of Directors shall authorize to do so.

### **10.2 Loans and Contracts**

No loans or advances shall be contracted on behalf of Secular AA and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no Director of Secular AA may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

## **ARTICLE 11 – RECORDS AND REPORTS**

- 11.1 Secular AA shall keep on a secure website the original or a copy of the following which shall be open to inspection by the directors at all reasonable times its:
  - 11.1.1 Articles of Incorporation and bylaws as amended to date.
  - 11.1.2 Federal Tax Exemption Application and Annual Information
  - 11.1.3 Federal tax annual information returns for three years from their date of filing, which shall also be open to public inspection and copying to the extent required by law
  - 11.1.4 Adequate and correct books and records of accounts and written minutes of the proceedings of the Board. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form.

11.2 Upon leaving office, each officer, employee, or agent of Secular AA shall turn over to his or her successor or the Chairperson of the Board, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of Secular AA as have been in the custody of such officer, employee, or agent during his or her term of office.

11.3 Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of Secular AA and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

#### 11.4 Preparation of Annual Financial Statements

Secular AA shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be, if required by Federal or State law, audited by an independent certified public accountant, in conformity with generally accepted accounting standards. Secular AA shall make these financial statements available to the Attorney General and members of the public for inspection no later than the required days per applicable law after the close of the fiscal year to which the statements relate.

#### 11.5 Reports

11.5.1 The Board shall ensure an annual report is sent to all directors within sixty days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

11.5.1.1 The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.

11.5.1.2 The principal changes in assets and liabilities, including trust funds, during the fiscal year.

11.5.1.3 The expenses or disbursements of Secular AA for both general and restricted purposes during the fiscal year.

11.5.1.4 The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

11.5.2 The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of Secular AA that such statements were prepared without audit from the books and records of the Corporation/Organization.

**ARTICLE 12 - FISCAL YEAR**

12.1 The fiscal year for this Corporation/Organization shall end on 31 December.

**ARTICLE 13 - AMENDMENTS AND REVISIONS**

13.1 These bylaws may be adopted, amended, or repealed by the vote of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote. Notwithstanding the foregoing in accordance with the principles in Tradition Two of A.A.: The Membership, as it may express itself in its group conscience, shall ultimately be in charge and the Board are trusted servants who do not govern. Therefore, if the Board makes any changes to these bylaws, those changes shall be subject to ratification by the Members at the next Membership Meeting.

**ARTICLE 14 - CONSTRUCTION AND DEFINITIONS**

14.1 Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on \_\_\_\_\_, and that they have not been amended or modified since the above.

EXECUTED on this            day of            , in the County of Clark in the State of Nevada

(Duly Elected Secretary)