

**CoDA Service Conference 2018**

**Motion Form**

**Committee: Service Structure Date: 7/26/18**

**Motion Number: SSC #3 Revision #: 1**

**Revision Date: 8/7/18**

**Result (data entry purposes only)\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Motion: That the following Board decisions over the past year be overturned since they violate the Bylaws and the Fellowship Service Manual. The Board did need to take action to get the work done however they do not have the authority to repeal a CSC motion or to change a committee to a work group:**

* **17250 - Repeal 2014 motion #14056 from SPO and to have the TMC send Spanish translated manuscripts directly to the Board in future. The Board will then pass those documents along to CoRe, to be published.**
* **17264 -Motion that Spanish Outreach become a work group. Intent: to follow the in force motion that defines a committee as minimum two people. Remarks: SPO for many months has not had any committee members, only a chair. The chair has been contacted about the need to have members, and to have meetings and minutes - to no avail. Reverting to workgroup status will allow time for the committee to be reformed. There will be no financial funds for attendance at CSC, as there is no functioning committee.**

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**Intent: The Board has been violating the CoDA Bylaws and the Fellowship Service manual by making decisions that are not theirs to make. This motion is intended to overturn these motions and ensure that none of these decisions are made without the approval of the CoDA Service Conference (CSC).**

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**Remarks:**

**The following is taken from the CoDA Bylaws:**

**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."**

**The following is taken from the Fellowship Service Manual:**

### CoDA Standing Committees

**A committee requires a minimum of two (2) members in order to be a functioning committee of CoDA, Inc. A committee that does not have at least two members for 6 months or more will be presented to the next CoDA Service Conference (CSC) and CSC will determine how to proceed.**

**Service Concept 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 boards of directors of CoDA, 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.**

### CoDA Service Boards and Trustees

**To provide continuity of CoDA's work between Conferences, Delegates at the CoDA Service Conference (CSC) elect members to serve on two service boards -Co-Dependents Anonymous, Inc. (CoDA), and CoDA Resource Publishing, Inc. (CoRe). Within each board, members elect their own officers.**

**Participation on either board excludes participation on the other. Trustees serve as volunteers and are not paid. The term of office is three years. Trustees are responsible for the legal and business needs of CoDA or CoRe. Each board has but one purpose: to serve the Fellowship. Trustees are elected by the will and through the consent of the Fellowship as expressed through the group conscience of the conference.**

**This motion requires changes to: (please check any that apply)**

**By Laws FSM P1 FSM P2**

**FSM P3 FSM P4 FSM P5**

**Change of Responsibility**

**X Other: Deletion of two board motions**