



# Co-Dependents Anonymous, Inc.

## By Laws

This copy includes amendments made at the CoDA Service Conference, September 2006

Table of Contents	
<b>Purpose</b> .....	2
<b>Corporation</b> .....	3
<b>Guidelines</b> .....	4
<b>Article I - Offices</b> .....	5
<b>Article II - Accounting Period, Audit and Records</b> .....	6
<b>Article III - Dues and Contributions</b> .....	6
<b>Article IV - Membership and Voting</b> .....	6
<b>Section 1, Membership Terminology</b> .....	6
<b>Section 2, Definition of “Voting Entities” (Entities) that can send Delegates</b> .....	6
<b>Section 3, Voting Member selection/election explained:</b> .....	7
<b>Section 4, Others</b> .....	8
<b>Section 5, Assignment of Voting Rights at Conference</b> .....	8
<b>Article V - Meetings of Members</b> .....	9
<b>Section 1, CoDA Service Conference</b> .....	9
<b>Section 2, Notice of CoDA Service Conference or Special Meeting</b> .....	9

<b>Section 3, Conference and Special Meeting Procedures.....</b>	<b>9</b>
<b>Section 4, Quorum and Resolution .....</b>	<b>9</b>
<b>Section 5, Special Meetings .....</b>	<b>10</b>
<b>Article VI - Committees .....</b>	<b>10</b>
<b>Article VII - Board of Trustees.....</b>	<b>10</b>
<b>Section 1, Authority.....</b>	<b>10</b>
<b>Section 2, Number of Trustees .....</b>	<b>10</b>
<b>Section 3, Election and Term of Office .....</b>	<b>10</b>
<b>Section 4, Vacancies .....</b>	<b>11</b>
<b>Section 5, Removal of Trustee.....</b>	<b>11</b>
<b>Section 6, Liability of Trustees .....</b>	<b>11</b>
<b>Section 7, Regular and Special Board Meetings.....</b>	<b>12</b>
<b>Section 8, Quorum and Resolution .....</b>	<b>12</b>
<b>Section 9, Compensation .....</b>	<b>12</b>
<b>Article VIII - Officers of the Corporation.....</b>	<b>13</b>
<b>Section 1, Election and Term of Office .....</b>	<b>13</b>
<b>Section 2, Chairperson .....</b>	<b>13</b>
<b>Section 3, Vice Chairperson .....</b>	<b>13</b>
<b>Section 4, Secretary.....</b>	<b>13</b>
<b>Section 5, Treasurer .....</b>	<b>14</b>
<b>Section 6, Removal of Officers .....</b>	<b>14</b>
<b>Article IX, Amendment of By Laws .....</b>	<b>14</b>

## Purpose

Co-Dependents Anonymous, Inc. is a not-for-profit Corporation ( hereinafter the Corporation) which serves the Fellowship of Co-Dependents Anonymous (Fellowship), and their organization (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 or Trustees), is responsible for the legal and business needs of the Fellowship. The Board has but one 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 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.
  - b. Receive and deposit Seventh (7th) Tradition and other income.
  - c. Update Contact 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 audit 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 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 and Trademarks.
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.

## 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.)

## 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.

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

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 expressed in 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 co-dependents 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 Traditions reprinted for adaptation with permission of Alcoholics Anonymous World Services, Inc.)

## 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 Corporation's office. If the Corporation does not maintain a place of business within Arizona, a complete set shall be maintained at the office of its statutory agent. Upon written request, records and minutes of meetings may be inspected by any 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 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 Terminology

In adherence with Tradition 3, the only requirement for membership in CoDA is a desire for healthy and loving relationships. 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, Definition of "Voting Entities" (Entities) that can send Delegates

Each State and Territory of the United States of America and each Country is established as a Voting Entity and entitled to send two (2) Delegates. 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 subdivisions 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 to 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 explained:

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 co-dependents 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 two (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 co-dependents 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 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 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 dictated 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 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 a Delegate.

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

#### Section 4, Others

The Conference may extend voice or vote privileges at Conference to any member 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 Members

### Section 1, CoDA Service Conference

The 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 Fellowship with a time span of not less than forty-five (45) days and not more than seventy-five (75) days 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 only be made by Voting Members. 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.

## 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-third (2/3) of the Delegates. The quantifying number of Delegates is defined as a number equal to or greater than 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 Conference 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.

## Article VII - Board of Trustees

### Section 1, Authority

The ultimate authority in CoDA comes from the Fellowship as expressed by the group conscience at the Conference. The Conference has delegated authority over business and legal affairs to the Board of Trustees, reminding them 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.

### Section 3, 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 Conference. Alternate Trustees are elected by the Conference for one year. The order in which they would fill vacancies on the Board is designated by 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 4, Vacancies

In the event of a vacancy on the Board, by death, resignation and 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 5, 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. Such a removal must be presented for ratification at the next Conference.

#### Section 6, Liability of Trustees

Under the laws of the State of Arizona, 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 7, 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 directors' meeting may be taken without a meeting, if the action is taken by all of the directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director 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 director 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 director may revoke consent by delivering a signed revocation of the consent to the president or secretary before the date the last director signs the consent or consents.

#### Section 8, 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 4). Resolution on any action taken by the Trustees requires a simple majority vote.

#### Section 9, Compensation

Trustees shall not receive any stated or fixed salaries for their services; but a fixed sum or 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. No more than one office may be held by a person 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 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 of each Trustee; 2) keep minutes of all Trustees meetings, in one or more books provided for that purpose; 3) prepare and send all notices as required under these By Laws, or as required by law; 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; and 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) and perform such duties as may be assigned from time to time 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.

#### Article IX, Amendment of By Laws

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.

Changes in federal or state laws could require changes in 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 the guidance of the Twelve Traditions to temporarily comply with such changes, while proposing the necessary amendment(s) to the next CoDA Service Conference in accordance with the above guidelines.