



## Board Minutes for CoDA World Board Conference Call August 14, 2016

The Board of Trustees met on Sunday, August 14th by teleconference. Members in attendance included: Gerald B, Chris H., Denny H., Mary I., and Lorraine O. as voting members.

After opening procedures, the following Group Conscience Motions were reviewed:

- **July 10, 2016 Minutes, and July 10, 2016 Summary - approval of minutes and summary was tabled and moved to email for review and email vote**
- **The following by-law motions (submitted via e-mail) were ratified:**
  - By law Motion 1 - **By Law Change:** In Article V – Section 1. *CoDA Service Conference; Change the sentence - “The date and place of the Conference are customarily set by the preceding Conference.” to read “The date and place of the CoDA Service Conference is to be between June 1 and August 30 (with the exception of July 4 weekend) each year. The following year’s CoDA Service Conference dates and location are to be announced at the current CoDA Service Conference.*
  - By law Motion 2 - **Add to the CoDA by-laws the following:** *Distribution of Assets Upon Dissolution.* *Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or the corresponding section of any future federal tax code. Any remaining funds will be distributed to Alcoholics Anonymous. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.*
  - By law Motion 3 - **Add to the CoRe by-laws the following:** *Distribution of Assets Upon Dissolution.* *Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code (or the corresponding section of any future federal tax code. Any and all assets will be turned over to CoDA, INC. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.*
  - By law Motion 4 - To correct the wording of the following section: **CURRENT APPROVED BYLAWS wording with changes shown** Section 5: *Vacancies; In the event of a vacancy on the Board, by death, resignation or disqualification, the Board shall officially acknowledge the assumption of the vacant position by the designated Alternate Trustee. This*

*acknowledgement 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.~~*

- o *Web ex 3 month extension*
- o *permission to setup temp Microsoft users group*

**Motion** - *Lorraine made a motion to approve the above four by law changes. Gerry seconded. Approved unanimously*

**Motion** - *Denny made a motion that Co-Dependents Anonymous' official corporate language is English. Intent: to have a consistent format as best business practice is to have one language. Mary seconded. Approved unanimously*

## **AGENDA ITEMS FOR DISCUSSION**

### **Prudent Reserve**

The Finance Committee would like to propose a motion to lower the Prudent Reserve. The Board discussed this and is in favor of their motion.

### **CoDA Resource Publishing (CoRe) Royalties**

**Motion** - *Mary made a motion for CoDA Service Conference (CSC) that the CoRe royalties be raised from 30% to 40%, as well as an additional 7<sup>th</sup> Tradition Donation payable at the end of each quarter, to be a minimum of 10% of their net income. Lorraine seconded. Approved unanimously*

### **Group Exemption**

SoCal requested a VE/Motion for a group exemption, using CoDA Inc.'s EIN or Tax ID number. The Board discussed this and will make their recommendation at the Convention. The Board is not in favor of this motion due to the financial liability issues for CoDA Inc.

### **Board Report**

The Board Report and budget are due by September 18, 2016. The items are to be ready for discussion at the next Board meeting on September 11, 2016.

### ***Action Items:***

- ✓ Board Treasurer to work with Vice Chair on budget.
- ✓ Board Secretary and Chairperson to work on Board Report.

### **Items for New Board Members at CSC**

SOS Association Management Solutions is to supply items for the new Board members elected at CSC. This includes signature pages and Policy/Procedure Manual. The PPM can be supplied via thumb-drive, as this is a large and lengthy document with multiple tabs. SOS will be asked to provide thumbdrives for all new Board members.

**Motion** - Lorraine made a motion for SOS to make 1 paper copy of the Manual, along with flash-drives for all new Board members. Mary seconded. Approved unanimously.

### **Action Items:**

- ✓ Board Chair to ask SOS to make thumb-drives for new Board members, and one hard copy.
- ✓ Appropriate Board Member to supply New Board Member Information sheet.

**Motion** - Mary made a motion to extend the meeting until 4pm. Denny seconded. Approved unanimously.

### **CSC Conference**

The current contract for the hotel hosting CSC does not include internet services. An additional fee will have to be paid in order to utilize Wi-Fi services for the filing of motions, taking of minutes, and other international needs during the Conference.

**Mary made a motion to allow up to \$700 for Wi-Fi services at CSC, for Conni from SOS to negotiate. Gerry seconded. Approved unanimously**

### **Action Item:**

- ✓ Board Chair to speak with Conni at SOS regarding this matter

Board arrival and departures were discussed regarding the hotel for CSC. Arrival is scheduled for the 14<sup>th</sup>, with possible ride-sharing. Super shuttle service is also available to the Carefree Resort. A separate Board Meeting Room has been reserved for the entire Conference beginning on the 15<sup>th</sup>. It was noted that all Board meetings are open to the Fellowship, unless they are in Executive Session.

### **Action Item:**

- ✓ Board Treasurer to confirm hotel reservations for all 5 Board members as it currently unclear if they are spaces reserved for only 4 or for all 5. Board meeting room is also to be confirmed.

### **Voting Entity (VE) Issues**

Formal notification needs to be sent to Arizona and Pennsylvania that their VE issues from 2015 have been resolved. Notification is to be sent to the party that originally submitted it. Pennsylvania has been notified.

**Action Item:**

- ✓ Board Chair to supply contact information to Board Secretary for Arizona.
- ✓ Board Secretary to notify Arizona of resolution.

**Translation Management Committee (TMC)**

TMC items are ready for signatures from various countries such as Iceland, Australia, Los Angeles, and Greece. CoDA utilizes an on-line service that allows signatures to be captured and recorded electronically from all over the world. Three signatures/per month are allowed at no cost.

**Action Item:**

- ✓ Board Chair to send out fee schedule to the rest of the Board for increasing the number of signatures per month.

**Giving Wise Report**

There is consensus from all parties that it would be prudent to transition away from PayPal and begin using Giving Wise Solutions. This item has been moved to email for a vote.

**Action Item:**

- ✓ Board Treasurer to make a motion via e-mail to change to Giving Wise Solutions.

**Quarterly Service Report (QSR)**

The Board has been considering and discussing, via e-mail, raising the QSR allotted hours to a maximum of 2 hours.

**Action Item:**

- ✓ Board Secretary to make a motion via e-mail re: raising QSR allotted hours.

**CoRe Response Letter**

The hard copy letter sent to CoRe by the Board previously, was returned by the U.S. Postal Service. However, CoRe has responded via other means. The Board feels it is prudent to re-send the hard copy letter. Further discussion on this will be moved to e-mail.

**Action Item:**

- ✓ Board Chair and Secretary to discuss CoRe Response letter via e-mail.

**International Meeting Locator**

The Board Chair has asked the Web Liaison to make sure progress on the issues with the International Meeting Locator page on the website keeps moving forward. SOS has made some suggestions on this issue.

**Action Item:**

- ✓ Board Web Liaison to conduct e-mail conversations regarding any further needs for these issues.

### **Spanish Outreach (SPO) Website**

It was decided that further discussion is needed to determine if the content of the SPO Website should be translated into English and reviewed, prior to items being posted on the SPO website. It was noted that there are some legalities to consider.

#### ***Action Item:***

- ✓ Board SPO Liaison is to initiate further e-mail discussion regarding these issues.

### **Email Address Conversion**

The conversion of coda.org email addresses from the old service provider to MSN is complete. The e-mail addresses have not changed on the front end, only on the back-end or how they are getting routed. This will allow of archiving of emails.

#### ***Action Item:***

- ✓ Legal Work Group Chair to continue explanation of technical issues via e-mail or during F2F discussion during Work Group call.

### **Mexico Domains**

There was discussion on renewing the domain names held for Mexico by Go Daddy. This item was moved to e-mail discussion.

#### ***Action Item:***

- ✓ Board SPO Liaison to send further information on these issues to the rest of the Board.

### **Chase Checking Account**

There was discussion on whether or not to transfer funds from the checking account to the savings account. It was deemed prudent to leave the current funds in the checking account as CSC is so close and we will incur expenses.

### **Board Work Group Meeting**

Board Work Group Meeting is scheduled on the 4th Thursday of the month, August 25, 2016 at 5:30pm PST

### **Chairs Meeting**

Previously the Chairs Meeting has been attended by a rotating member of the Board.

#### ***Action Item:***

- ✓ Board Secretary and Treasurer to continue discussion via e-mail.

### **Issues Mediation Committee (IMC) VE List**

The IMC will require some more direction on what to do with the VE list. This topic was moved to email discussion.

#### ***Action Item:***

- ✓ Board Chair to continue discussion re: IMC VE list via e-mail

## **REPORTS**

### **Treasurer's Report – Denny**

The following was submitted after the close of the meeting:

- Business Money Market Premium: \$180,317.09
- CoDA Checking: \$83,139.13
- CoDA Business Saving: \$60,056.46

### **Next Meetings:**

**Work Study Group to meet August 25<sup>th</sup>, 5:30pm PST**

**Board Meeting – Conference Call, Sunday, September 11th, 2:00pm, PST**

**Following Closing Prayer, the meeting adjourned at 3:40 pm PST.**