

Austin Al-Anon/Alateen Information Center
By-Laws Suggestions received during March 2013,
With responses from the By-Laws Committee

March 16, 2013

Eight suggested revisions to the By-Laws have arisen. It turns out all of the issues that have been brought up so far this year were discussed by the By-Laws Committee during their sentence-by-sentence review last year.

The By-Laws Committee is grateful for this opportunity to explain some of the points discussed during the lengthy Committee meetings last year.

The purpose of the By-Laws is to establish policy. The By-Laws document is our constitution that need not be changed very often. Within the bounds established by the By-Laws, the Board and Officers are as free as possible to decide upon implementation methods. We don't need the By-Laws to specify details of how an Officer is to do things.

Each suggestion that has been received is listed below. The indented paragraph(s) beneath each item is a response from the By-Laws Committee.

6.3.6 - "A person who serves as a Member of the Board during three (3) consecutive calendar year terms shall not be eligible to serve as a Member of the Board during the following calendar year term."

Proposed – We need to manage this article. Suggestions so far:

- Add the question to the sign-in sheet and ask attendees to verify
- Ask attendees to sign a statement at each meeting or once a year.

Clause 6.3.6 is one of eight clauses (6.3.1 through 6.3.8) that establish the eligibility requirements for Members of the Board.

The Board is not responsible for policing who is eligible to serve on the Board. That is the responsibility of the Al-Anon groups and the representatives they send to our Board meetings. However, Officers can respectfully remind Members of the Board that there are eligibility requirements.

The By-Laws Committee, during its 2012 deliberations, discussed ways in which Members of the Board could be reminded of their eligibility requirements. One method is the following: The text of Section 6.3 could be printed on the back of the sign-in sheet so that each person attending the Board meeting has the eligibility requirements for voting Members of the

Board readily available. The sign-in sheet could then include a way for each person to indicate that they are an Officer (if so, which office), a Member of the Board (if so, representing which group, plus an acknowledgement that they meet the eligibility requirements listed in Section 6.3 of the By-Laws) or a visitor.

The By-Laws Committee feels the Board should be free to establish its own reminder procedure, and that no amendment to the By-Laws is needed.

6.4.9 Quorum

The quorum of Members of the Board that is necessary to hold a Board meeting during the current calendar year is 75% of the average of the total number of Members of the Board at all of the Board meetings during the previous calendar year.

Proposed – Add the following sentence to the this article.

Quorum will be calculated and declared at the first meeting of each calendar year for inclusion in the minutes.

The By-Laws Committee, during its 2012 deliberations, sought to minimize unnecessary micromanaging. The current By-Laws require that the quorum for the year be calculated sometime at or before the first Board meeting of the year. No further direction is needed from the By-Laws. Also the Secretary would normally include the details of the quorum in the minutes.

Thus the By-Laws Committee recommends that Clause 6.4.9 not be modified.

7.3 Election of Officers

The Officers of the Corporation shall be elected by the Board at the annual Election

meeting and at any other Board meeting when there is an Officer position vacancy. Prior

to the election of any Officer, the eligibility requirements for Officers shall be read.

Volunteers and nominations shall be accepted. Candidates shall be asked to leave the

room to allow discussion if requested by any board member. The voting shall be by written ballot.

Proposed – add the words in red to the article.

The By-Laws Committee discussed this during its 2012 deliberations. The Committee feels all candidates should be treated equally. During the election of the Treasurer who later was found to have embezzled our funds, at least one person had misgivings about that candidate but felt railroaded into a unanimous vote with no opportunity to speak of concerns. The By-Laws Committee felt the voting environment should allow someone with misgivings to have an opportunity to speak out. To keep principles above personalities, the Committee feels that all candidates should be asked to leave the room, even when there is only one candidate.

Thus the By-Laws Committee recommends that Clause 7.3 not be modified.

7.8.3 The Secretary shall provide all Members of the Board, upon their being seated on the Board, a copy of the current By-Laws.

Proposed - remove this section.

By-Laws are available online. It is the duty of all Board Members to avail themselves of a copy of the By Laws. Five hard copies of the By-Laws will be provided by the Secretary to the Information Center for Board Member distribution if needed.

Upon reflection, this seems like unnecessary micromanaging. The By-Laws Committee agrees that Clause 7.8.3 should be removed.

However, since it has rather minimal effect on operations, perhaps this revision can be held until more revisions to the document seem necessary. If we revise the By-Laws every two months the list on the bottom of the title page will get very long.

7.8.5 The Secretary shall provide an electronic draft copy of the minutes of each Board meeting to all Officers and Members of the Board prior to the next Board meeting.

Proposed – add the words in red to the article.

The By-Laws Committee feels we should welcome people who are not digitally connected. The word “provide” is used so that an electronic copy (or a link) can be sent via email to those who listed an electronic address on the Board meeting sign-in sheet. In addition, “provide” allows a paper copy could be mailed to those who signed in with a postal address.

Thus the By-Laws Committee recommends that Clause 7.8.5 not be modified.

7.8.6 The minutes shall be read at the succeeding Board meeting for amendment and approval.

Proposed – change this article to read, “The minutes will be read by Board Member before the succeeding Board meeting for amendment and approval.”

During its 2012 deliberations, the By-Laws Committee discussed at considerable length whether we should continue to read the minutes of the previous meeting. Yes, the meeting would go faster if we didn’t read the minutes.

However, the Committee concluded that reading the minutes of the previous Board meeting allows everyone in the room to feel more equally involved. A new Member of the Board benefits the most from hearing what happened at the last meeting.

Thus the By-Laws Committee recommends that Clause 7.8.6 not be modified.

7.8.7 After the minutes have been amended and approved by the Board, the Secretary shall provide a copy of the final minutes of each Board meeting to all Officers and Members of the Board.

Proposed – change this article to read, “After the minutes have been amended and approved by the Board, the Secretary shall provide an electronic copy to the web master for posting to the website.”

As with Clause 7.8.5, the By-Laws Committee feels the word “provide” allows the final minutes to be provided both electronically and via paper copy, which ever is desired by each attendee.

However, the By-Laws Committee also feels simply posting the minutes and notices on the website is too passive. Each person should receive an email, either attaching the document or with a link to the document.

Thus the By-Laws Committee recommends that Clause 7.8.7 not be modified.

Article 17 -- Amendment

Proposals for amending these By-Laws shall be presented in writing and read at a Board meeting and voted on at the next Board meeting. These By-Laws may be amended by a vote of two thirds of the Members of the Board present. The Secretary shall maintain a file of By-Law amendments.

Proposed – change the wording of the amendment to read as follows:

- Proposals for amending these By-Laws shall be presented and discussed at a Board Meeting and voted on at the next Board meeting.
- These By-Laws may be amended by a vote of two thirds of the Members of the Board present.
- The Secretary shall incorporate the Amendments into the By-Laws with a title (header) of the Article number and the word Amendment.

The By-Laws Committee believes that suggested By-Laws revisions need to continue to be presented to the Board in writing. The Members of the Board need a written copy to take back to their groups for discussion. They need to see the actual wording of suggestions in order to consider them in relation to the rest of the By-Laws document. The proposed By-Laws revisions also need to be filed with the minutes to keep a complete written record to be handed on to future Boards.

Thus the By-Laws Committee recommends that Article 17 not be modified.

The By-Laws Committee is unclear on the intent of the third bullet listed above. As the current By-Laws read, after the By-Laws are revised, the Secretary is to distribute the new document and add a copy of it to a file that includes (supposedly) all past By-Laws documents. That file is kept in the Information Center Office. In addition, the approval date of every amendment is listed at the bottom of the first page of the By-Laws document.

What is being suggested? Are you looking for a summary of the revisions approved on January 21, 2013? If so the report from our Committee presented to the Board last August, and presumably attached to the minutes of that meeting, included a list of 17 functional changes to the document.

Are you asking for a revisions list to be included at the end of the By-Laws document? The By-Laws Committee is happy to prepare a summary of the changes agreed to this past January. However, a detailed list of every word changed would be entirely too lengthy to be of use, since many words and phrases were altered to make the document more readable that did not change the overall meaning. Our Committee is not offering to try to reconstruct revisions made during the preceding 26 years!

Austin Al-Anon/Alateen Information Center
By-Laws Suggestions Received During the March 18, 2013, Board Meeting
With responses from the By-Laws Committee

May 1, 2013

All of the issues that have been brought up so far this year were discussed by the By-Laws Committee during their sentence-by-sentence review last year. The By-Laws Committee is grateful for this opportunity to explain some of the points discussed during the lengthy Committee meetings last year.

Each suggestion that was received during the March 18, 2013, Board Meeting is listed below. The indented paragraph(s) beneath each item is a response from the By-Laws Committee. No additional suggestions have been received by the By-Laws Committee since March 18th.

Article 2, Purpose: Jean suggested adding “and any other activities or services related to the purpose of this organization”

Many corporations may want a clause as suggested so that the Board can in the future start up new functions not anticipated when the By-Laws were created. The purpose of our By-Laws is to limit the Board. As an outlandish example, we wouldn't want a future Board to be allowed to open a treatment center for families as an additional function under our Information Center non-profit corporation.

Thus the By-Laws Committee recommends that Article 2 not be modified.

Article 4.1: Sissy asked about owning real estate; Jean clarified the legal difference between personal property and real estate

The By-Laws Committee recommends that Article 4.1 not be modified.

Article 4.2: Maggie asked if there were provisions for approval of paying for contracts. Bill referred to Article 10

Article 9/10/11: Maggie asked if these sections would be referenced in 4.2, or if 4.2 would be referenced in these sections; another option is to reference the process and procedures manual. Sissy suggested that 4.2 could refer to Articles 9, 10, and 11, and those Articles could refer back to 4.2 as well

There are a couple of places in the document where the By-Laws Committee considered cross-references. However, that would make the document substantially more difficult to read. In order to understand a paragraph one would also have to read all of the cross-referenced paragraphs. One of the major goals of the revisions to the By-Laws was to make the document easier for Members of the Board to understand and use. Cross-references would go against that principle.

The Board may create a process and procedures manual as long as all activities are within the boundaries established by the By-Laws. But the By-Laws do not require that such a manual be written or used.

Thus the By-Laws Committee recommends that Article 4.2 not be modified.

Article 5: Peggy asked whether it was wise to use Travis County, in case the Information Center moved to another county. Bill H responded that the old bylaws referred to the city limits of Austin

It is believed that this cannot be enlarged further because the purpose of this article is to specify in which county any lawsuit needs to be filed.

Thus the By-Laws Committee recommends that Article 5 not be modified.

Article 6.3.4-5: Maggie asked about requirements to serve on the Board. Bill clarified that there are legal ramifications for nonprofits of allowing children under 18 to serve on the Board; also, 6.3.5 is taken directly from the Al-Anon Service Manual (recovering alcoholics are not allowed to serve in Al-Anon beyond the group level)

The By-Laws Committee recommends that Article 6.3 not be modified.

Article 6.3.6: Arlyle thought only officers had term limits. It's clarified that after a three-year term, Board members can sit out one year and then return as a Board member. The purpose is to encourage participation. Larry asked if a year is considered a full calendar year or three Board meetings. 6.3.7 clarifies that attendance at three or more Board meetings in a calendar year is considered to have served during that calendar year. Lorelei wanted to discuss managing 6.3.6 (procedurally, not with a bylaws amendment) at the next Board meeting.

The limit on the number of years an officer can serve, and on the number of consecutive years a Member of the Board can serve have not changed since the Information Center was opened.

The By-Laws Committee recommends that Article 6.3 not be modified.