

**REVISED BYLAWS DRAFT
EXPLANATION
MAY 1, 2008**

Table of Contents:

The Articles, Sections, and sub-sections are organized and formatted based on the recommendations found in Robert's Rules of Order Newly Revised and The Standard Code of Parliamentary Procedure (Alice Sturgis).

Article I Names, Place of Business

Section 1:

Goal was to make the terms/names as clear as possible; to maintain the distinction between the corporation (WSI) and Fellowship/Program (FA); and to designate one term for each entity to use throughout the document.

- Refrained from using “FA” as descriptive of anything having to do with the incorporated organization such as the WSB, WSI, the Conference, the Convention, etc. Therefore, it is the WS Board, WS Convention, WS Conference, WS Committees, WSI Chair, etc. and not the “FA WSB” or FA Convention, etc.
- FA is used descriptively when referring to things having to do with the fellowship or the program. e.g. Twelve Steps of FA, FA member, FA Fellowship, abstinence in FA
- Also used FA descriptively when referring to FA Meeting Groups, FA Intergroups, FA Chapters as these descriptions indicate that these entities meet the requirements to designate themselves as FA.
- Designated terms are highlighted and noted in the section in which they first appear.
- Designated terms are as follows:
 - **WSI** is the designation for the corporation a.k.a Food Addicts in Recovery Anonymous, Inc.; World Service, Inc.; World Service Organization
 - **FA** is the designation for Food Addicts in Recovery (without the Inc.) which refers to either the 12 Step program or the fellowship
 - **“the Fellowship”** is the designation for the society of FA members or the FA Fellowship, fellowship as a whole, etc.
 - **“member of the fellowship”** is the designation always used to refer to FA members
 - **WSO** is always used to refer to the World Service Office
 - **WSB** is always used to refer to the World Service Board, Board of Trustees, or Board
 - **WS Conference** is the designation always used for the World Service Conference or FA Conference and refers to the group of voting members
 - **WSC member(s)** is used when referring to the members of the WS Conference
 - **WSBC** is always used to refer to the annual business meeting, World Service Convention or FA Convention or FA World Service Convention or FA Annual Convention

Section 2:

- By Mass. law the WSO must reside within the state of incorporation

Article II Fundamental Principles

- “Purpose” was used in the original bylaws for this Article. Michael Malamut (MM), the parliamentarian pointed out that purpose has a legal meaning and recommended that we rename this article, “Fundamental Principles” and rename section 1 “Objectives”. The legal purpose of the organization is stated in Article II of the Articles of Organization and reads as follows:
 "The corporation is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. Such purposes shall include (but only to the extent not inconsistent with the foregoing):
 (a) educating individuals and the public about food addiction and how to abstain from addictive eating;
 (b) helping food addicts recover from their addictions through adherence to the Twelve Steps of Food Addicts in Recovery Anonymous (the "Twelve Steps"); and
 (c) all such other purposes as are permissible for a corporation organized under Chapter 180 of the Massachusetts General Laws and described under Section 501 (c) (3) of the Internal Revenue Code, as amended."
- **Section 3** defines AWOL. Point (1) is taken from the original bylaws; Points (2) & (3) are from the WSB statement drafted in September of 2007 for further clarification.

Article III World Service Conference

- This article refers to Members of WSI (i.e. members of the corporation). The term “members” has a legal meaning and confers certain rights on those with that designation which include the right to make motions, the right to debate at meetings, and the right to vote on corporate actions. Therefore, only voting members of the Conference are considered members of the Corporation. This is a legal designation which we cannot override with our bylaws.
- This Article is named “World Service Conference” to avoid the confusion that arises from using the term “member” and more clearly differentiates a member of WSI from a member of the fellowship.
- FA members (or members of the fellowship) is defined in Article I Section 1 (c) to avoid confusion between the term FA member and WSI member.
- **Section 2** is entitled “Voting Members” rather than voting delegates.
 - Only those members elected by an FA Meeting Group are termed delegates. Members of Boards (WSB, FA IG, FA Chapters) are ex officio voting members of the WS Conference. Ex officio in that they are members by virtue of the office or position that they hold.
 - Item (a) defines which members of the fellowship are considered members of WSI.
 - Item (b) states the only those members identified in item (a) with 5 years of abstinence in FA are considered a voting member.
 - Item (c) notes that voting members as described in this article are one and the same as the members of the organization defined by the state statute and our Articles of Organization and therefore have all the legal rights and responsibilities outlined in that statute and Article.
- **Section 3:**
 - The WS Conference does not dissolve at the end of the Convention so the delegates must have a stated term (per MM). That term is provided here. To qualify as a delegate, the delegate must enroll as a delegate at the Convention

- Members of Boards (WSB, FA IG, FA Chapters) are ex officio members of the WS Conference and therefore, their WSC membership goes along with the office/position they hold. Their WSC membership passes to their successor along with their office/position.
- The non-voting delegate (delegates with 1 year of abstinence but not 2 years) designation has been eliminated because a non-voting delegate cannot be designated as a member of WSI if they do not have all the legal rights provided by state law or our Articles of Incorporation. Without the right to vote they are not considered members of the corporation or the WS Conference as only voting members are designated as such by state statute.

Article IV Constituent Groups

- “Organizational bodies” is the term used in the current bylaws. MM suggested Constituent Units or groups. Constituent Groups seems to be the best description.
- **Section 4** provides for WSB approval of IG bylaws and revocation of registration of IGs or Chapters not in compliance with Traditions, Concepts, or bylaws of WSI.

Article V Officers

- **Section 1** Differentiates officers from trustees. While trustees are technically officers, differentiating seems clearer. Use the term “WSI Chair” throughout the bylaws. Gets very confusing when we don’t identify the Chair as such as there are so many “chairs”. It would be good practice to always use the term WSI Chair when referring to the WSI presiding officer.
- **Section 2**—inserted wording that clarifies the officers’ roles and duties
- **Section 4**—Nomination procedures were contained in the Convention Committee’s Policies and Procedures and should be in the bylaws.
- **Section 5**—item (b) added the wording “and qualified” which is a legal term. For our purposes, when the meeting ends they are considered qualified.
- **Section 6**—Item (c) adds notice requirement for officers being removed by the WSB as the WSB must demonstrate cause. This is not necessary for officers or trustees being removed by the WS Conference as they can be removed with or without cause—all that is required is a 2/3 vote of the WSC members.

Item (d) an officer or trustee that is appointed to fill a vacancy will serve out the remainder of the vacated term as opposed to serving until the next convention. This keeps things simple, maintains consistency on the board, and is easier to stay in sync with our election rotation. If the WS Conference does not like an appointment they can remove any officer or trustee with a 2/3 vote pursuant to Article V, Section 6, (c) as stated above.

Article VI Board of Trustees

- **Section 2**—Item(a)(5) was added as this is a legal requirement. MM explained that individuals are easier to find than corporations so there must be a contact that lives in the state that can be located. Usually the secretary would be this person—therefore if the secretary does not live in the state we must provide for a resident agent. This can be a volunteer or we can hire an agent for an annual fee to act this contact.
- **Section 3**—In the original bylaws, WSB meeting procedures were handled under the article on meetings along with the meetings of WSI. This was very confusing. So WSB meetings are handled here and Executive Committee meetings are handled under Article VII which provides

for an Executive Committee. Meetings of the WSI—the Annual Meeting or Convention and any special meetings are handled under Article VIII in the revision.

- Item(e) allows for flexibility in our following of parliamentary procedures during WSB meetings. For example we can set procedures that the chair has a voice during discussion which under standard parliamentary procedure for a board our size would be out of order.

Article VII Executive Committee

- **Section 1**—this provides for an Executive Committee (EC). While we have used the officers as an EC in practice our current bylaws did not provide for this committee. If we are going to use the officers as an EC that committee must be provided for by our bylaws.
- **Section 2**— Item (a)—By law there are certain duties and powers of the WSB that cannot be delegated to the Executive Committee. The ones that apply to WSI are listed here
- **Section 3**—Item(a) needs to state who can call a meeting and what notice to committee members is necessary

Article VIII Annual Meeting

- Only meetings of WSI are handled under this article.
- **Section 1—Item (a)** The annual meeting is called the World Service Business Convention and is designated WSBC throughout the document. Item (b) All members of the fellowship are welcome and may attend, however, they are not legal “members” of WSI and therefore cannot vote, speak, or make motions.
- **Section 2**—These provisions were found in the Convention committee’s policies and procedures and need to be in the bylaws. **Item(a)** names the first notice requirement as the “Constituent Group Contact Notice” to differentiate it from the notice that is required and sent to the WS Conference members mentioned in item (c). **Item (b) (4)** uses the term “WSC members” instead of delegates because “WSC members” is the more inclusive term. The term delegate refers only to those WSC members that are elected by FA Meeting Groups. Elected WS/IG/Chapter board members are not delegates but they are WSC members. **Item (b)(5)** is a reminder that all delegates must be elected and registered in time to receive the “WSC Members Notice” described in item (c). **Item (d)**—there are specific motions that by state law require prior notice be given to the voting membership to inform them that these decisions will be made at the convention. Election of officers and amendments to bylaws are two such motions required by law. This is to ensure that motions of significant importance such as elections and bylaw amendments don’t get snuck through because voting members weren’t informed that they were coming up for vote. Adoption of conference-approved literature is an FA-specific item that is included here because it is one of those significant and important decisions. This also means that these items would be exempt from the emergency new business procedure as appropriate prior notice cannot be given to the voting members.
- **Section 3**—Most organizations require that all proposals (main motions) for consideration by the voting body be submitted by a certain date in advance of the convention. Because we follow this practice, MM said we must make provision for motion submission in our bylaws. We had thought it could be an adopted procedure but it can not so the necessary provisions are stated here. **Item (a)** Main motions coming from meeting groups was eliminated; the rationale is explained in detail in the WSI Chair’s letter posted on FAdocs.org. as is the rationale for sending proposed main motions to the WSC members for decision on their hearing at the convention
- **Section 4 Item (b)**—The no proxy statement ensures that each WSC member has only one vote.

- **Section 5** Since we use the term “register” for when WSC members register prior to the convention, the term enroll is used here for when they sign in at the convention. Quorum is decided by the number that sign in at the convention and not the number that send a registration form prior to the convention.
- **Section 6** By law we must make provisions for special meetings to be called.

Article IX Committees

- **Sections 1-9** list the standing Committees. (1) The Teens and Twenties Committee has been absorbed into the PI and 12th Step Committees. (2) MM said it was appropriate to add abstinent requirements for committee membership for those committees that we felt it was important. The 12th step committee and the Traditions committee include these requirements here.
- **Section 10** MM suggested the changes to Special Committee creation and chair appointment. The WSB creates the committee and the WSI Chair appoints the special committee chair. The special committee chair then appoints the members. Special committees are in existence until the job they have been charged with is completed.

Article X Finances

- MM reiterated the need for an Audit committee independent from the finance committee. MM explained it this way: Finance Committee does budgeting and Audit reviews spending. The same people looking at money coming in should not be the ones overlooking the spending. IRS recommends (and the new 990 form asks for) an auditing committee
- **Section 1** The budget prepared by the Executive Committee is a draft budget. It becomes the WSI budget when it is approved by the WSB. In this capacity, the Executive Committee is currently acting as a finance committee. Should we create a finance committee it would be its job to draft the budget for WSB approval.
- **Section 2** Wording was adjusted in this section based on recommendations from the Traditions Review Committee. **Item (a) (1)** caps individual donations at \$2000 per fiscal year rather than \$5000 over a lifetime. It was felt that keeping an account of contributions over an individual’s lifetime was too cumbersome. \$2000/year is the amount set by AA. **Item (a) (2)** safeguards the identity of individual donors so no individual member becomes a “big shot” or tries to “call the shots” due to financial influence. **Item (a) (3)** aligns this section with the 7th Tradition in keeping FA self-supporting.

Article XI Parliamentary Authority

MM recommended that we might want to adopt the current edition of *The Standard Code of Parliamentary Procedure (Sturgis)* as our parliamentary authority rather than Roberts Rules as it is simpler and more in keeping with current language and practices. Both the WSB and the Bylaws Revision Committee have been using it as a resource and find it to be so.

Article XII

Outlines the procedure for bylaws amendments.

Article XIII

Outlines the procedure for amending the Steps, Traditions, and Concepts. All of which must go directly to the meeting groups.