

## PROPOSED BYLAWS REVISION - HIGHLIGHTS

June 12, 2019

Our current Area bylaws represent an exceptional effort by the bylaws committee which drafted the document in 2016-2017, driven by the need to have organizational bylaws in place in order to obtain approval from the IRS for nonprofit status. Our proposed rewrite of the bylaws adds some flexibility to the conduct of Area business while preserving the fundamentally sound principles written in the current version, and eliminates some of the wording that duplicates or parallels provisions in the Service Manual.

Key changes:

1. The current bylaws allow only the Area Treasurer and the Area Chair to make financial transactions, including the signing of contracts, on behalf of the Area (Current: Page 7, Article VII, Section 3). The proposed bylaws allow only the Area Chair and the Area Alternate Chair to sign contracts on behalf of the Area, and allow only the Area Chair, the Area Treasurer and the Area Alternate Treasurer to make individual financial transactions on behalf of the Area. In our draft, these three officers holding this authority may delegate their authority in writing on a one-time basis for a specific purpose to another officer, to cover those rare situations where the Chair, the Treasurer or the Alternate Treasurer may be unavailable (Proposed: Page 5, lines 19 & 23).
2. The current bylaws require that all voting issues be decided by unanimity or at least a two thirds majority (Current: Page 8, Article IX). The Service Manual applies this principle to elections of officers, but not necessarily to other issues voted upon by the Area, in which case General Warranty No. 3 is the applicable guideline. In the proposed bylaws we have made the provisions on voting compliant with General Warranty No. 3, the Service Manual and other AI-Anon guidelines, including the Informed Group Conscience Decision process, leaving open the flexibility for the Assembly to decide Area policy on this matter separately from the bylaws (Proposed: Page 3, line 42, Page 4, line 32).
3. In the current bylaws, a voting quorum is not defined. In the proposed bylaws, a quorum is defined as the number of voting members present (Proposed: Page 3, Lines 5 and 22).
4. In the current bylaws, passing an amendment to the bylaws requires discussion and voting at two VAWSC meetings and at two meetings of the Assembly (Current: Page 8, Article X). The proposed bylaws retain this process (Proposed: Page 6, Line 40), but new wording clarifies the sequence of consideration and voting at VAWSC meetings and at meetings of the Assembly: (1) VAWSC meeting 1 (decide to amend or not), (2) next Assembly [meeting 1] (presentation of amendment – request feedback), (3) next VAWSC [meeting 2] (incorporate feedback from groups; vote to present to next Assembly), and (4) next Assembly [meeting 2] (vote whether to accept the amendment(s)). A minimum two thirds majority is required for passage.
5. In the current bylaws language relating to our status as a 501(c)(3) nonprofit Virginia corporation, including language required by the IRS appear in amendments I and II (Current: Pages 8-9). In the proposed bylaws, we have included this language in the body of the document (Proposed: Page 5, Line 43; Page 6, Line 4).
6. Generally throughout the proposed bylaws, we have eliminated language redundant with language in the Service Manual and we have intended, by reference, to make our bylaws compliant with, but not more restrictive than, the provisions of the Service Manual and the General Warranties.