Missouri VEI 11-04

Background: The State of Arizona passed a set of laws in 1998 that specifies a default business structure and the responsibilities of the corporate Officers and members. The default structure and responsibilities conflict with the CoDA organization structure. The State of Arizona recognized that their default rules may not be desirable for all corporations, so many of the requirements allow for alternate structures and changes to the responsibilities of the Officers and members as detailed in either the Articles of Incorporation (AI) or the By-Laws (BL). Arizona provided for corporations incorporated before December 31, 1998 to retain their existing Articles of Incorporation and By-Laws in Chapter 40. See MO 2011 VEI's Note 1.docx .

CoDA's original Articles of Incorporation do not accurately reflect our current CoDA structure and do not include many of the items that Arizona suggests be included in the Articles of Incorporation. See MO 2011 VEI's Note 2.docx for a partial list. Additionally there are numerous references in Chapters 25 through 40 that allow and require explanation of alternative procedures or responsibilities in either the Articles of Incorporation or the By-Laws. There are additional minor Arizona Laws in Title 10 that could be addressed in addition to those included in Missouri VEI's 11-01 through 11-07.

To address these many conflicts and assert CoDA's intention to operate using our inverted pyramid structure, it is necessary for CoDA to re-state the Articles of Incorporation and/or add Sections to the By-Laws. Each Article or Section should reference the Chapter and Article of Arizona Law that is being modified or nullified.

A proposal for Service Structure Committee to present for CSC approval an Article to the AI (or Section to the BL as they determine appropriate) regarding Requirement for preparing an alphabetical list of members to be notified of the meeting.. 10-3720. Members' list for meeting (See below)

Proposed new Article in AI: CoDA chooses not to comply with 10-3720. CoDA does not keep detailed records of members because of the desire for anonymity expressed in Tradition 12. The membership is organized into Voting Entities which are authorized two voting delegates at Conference. Functional Voting Entities have not been established in many of the countries of the world. Some Voting Entities have formed and disappeared as the local structure has grown or collapsed. CoDA attempts to maintain a list of active Voting Entities with the last known contact information so that isolated meetings can try to contact their Voting Entity. CoDA maintains a web site and several mailing lists for distribution of information to the Members, meetings, Intergroups, and Voting Entities. Notice of meetings (Service Conference) will be announced in at least two Quarterly Service Reports and posted to the CoDA web site at least 90 days in advance in a News category. This shall satisfy the requirement to notify the members.

10-3720. Members' list for meeting

A. After fixing a record date for a meeting, a corporation shall prepare an alphabetical list of the names of all of its members who are entitled to notice of the meeting. The list shall show the

address and number of votes each member is entitled to vote at the meeting. The corporation shall prepare on a current basis through the time of the membership meeting another list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting and the corporation shall prepare that list on the same basis and make it a part of the list of members.

B. For the purpose of communication with other members concerning the meeting the corporation shall make the list of members available for inspection by any member at the corporation's principal office or at another place identified in the meeting notice in the city where the meeting will be held. On written demand a member, a member's agent or a member's attorney may inspect and, subject to the limitations of section 10-11602, subsection C, and section 10-11605, may copy the list, during regular business hours and at the member's expense, during the period it is available for inspection.

C. The corporation shall make the list of members available at the meeting, and any member, a member's agent or a member's attorney may inspect the list at any time during the meeting or during any adjournment.

D. If the corporation refuses to allow a member, a member's agent or a member's attorney to inspect the list of members before or at the meeting or copy the list as permitted by subsection B of this section, the court in the county where a corporation's principal office is located, or if no principal office is located in this state, the court in the county where a corporation's known place of business is located, on application of the member, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete.

E. Refusal or failure to comply with this section does not affect the validity of any action taken at the meeting.

F. The articles of incorporation or bylaws of a corporation organized primarily for religious purposes may limit or abolish the rights of a member under this section to inspect and copy any corporate record.