Missouri VEI 11-02

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 an annual membership meeting.
10-3701. Annual and regular meetings; exceptions (See below).

Proposed new Article/Section: The requirement for a members meeting will be satisfied by the annual CoDA Service Conference that is convened to conduct the business of CoDA. Members are represented by their Voting Entity Delegates.

## 10-3701. Annual and regular meetings; exceptions

A. Unless otherwise provided in the articles of incorporation or bylaws, a corporation with members shall hold a membership meeting annually at a time stated in or fixed in accordance with the bylaws.