Missouri VEI 11-03

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: 10-3705. Notice of meeting ( see below)

Proposed new Article/Section: The membership shall be notified of the annual CoDA Service Conference by an announcement in the CoDA Quarterly Service Report (QSR) at least ninety (90) days prior to the meeting. Any member, intergroup, or Voting Entity can subscribe to the QSR mailing list on the CoDA web site. A notice of the CoDA Service Conference may also be posted on the CoDA web site (coda.org) at least ninety (90) days in advance.

10-3705. Notice of meeting

A. Except as provided in section 33-2208, a corporation shall notify members of the date, time and place of each annual, regular and special members' meeting at least ten days but not more than sixty days before the meeting date. Unless chapters 24 through 40 of this title or the articles of incorporation or bylaws require otherwise, the corporation shall give notice only to members entitled to vote at the meeting.

B. Unless chapters 24 through 40 of this title or the articles of incorporation or bylaws require otherwise, the notice of an annual or regular meeting does not require a description of the purpose or purposes for which the meeting is called.

C. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

D. If not otherwise fixed under section 10-3703 or 10-3707, the record date for determining members entitled to notice of and to vote at an annual, regular or special members' meeting is the day before the effective date of the first notice to the members.

E. Unless the bylaws require otherwise, if an annual, regular or special members' meeting is adjourned to a different date, time or place, a notice of the new date, time or place is not required if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is or must be fixed under section 10-3707, the corporation shall give notice of the adjourned meeting pursuant to this section to persons who are members as of the new record date.