# CoRe Board of Directors Position Description Proposed

**2.1 Principal offices:** The principal office of the corporation in the State of North Carolina shall be located in the City of Denver, County of Lincoln. ***(question this segment – can we change without changing iucorporation)***

**2.2 Other Offices.** The corporation may have such other offices, either within or outside of the County of Lincoln, State of North Carolia, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**2.3 Registered Office and Registered Agent.** The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

**4.3 Election and Term of Office**. Each Director shall be elected at the annual meeting of the Service Conference of Co-Dependents Anonymous, for a term of three years, and shall hold office until such Director's successor is elected and qualified. Directors elected at the Conference will assume office at the annual meeting of the Board of Directors of CoDA Resource Publishing, Incorporated (AKA CoRe). A Director may serve a maximum of 3 three year terms.

**4.4 Qualifications:** Directors are elected by the CSC, with consideration of the candidates' capabilities and experience in the following:

1) Worked the *Twelve Steps* and *Twelve Traditions of Co-Dependents Anonymous*.
2. Have attended at least two CSC.
2) Willingness and availability to serve the Fellowship.
3) Have held two years or more of CoDA service positions within their voting entity.
4) Understanding and experience of the group conscience process.
5) Courage to express oneself and the ability to listen and communicate effectively with others.
6) Dedication and commitment to the health of CoDA.
7) Desire to carry the message to the still suffering codependent.

**A Director is expected to:**

1) Commit to his/her own personal growth and to the integrity of the self and of our Program.
2) Continue to work each of the *Twelve Steps* of CoDA.
3) Have a practical working knowledge of the sponsor/sponsee relationship.
5) Have a working knowledge of the CoDA organization structure and documents used to guide the business and spiritual elements of CoDA.
6) Agree to function in a responsible manner, which includes:
   a) Consistently attend and participate in the group conscience process during Board meetings and at Service Conferences.
   b) Prepare reports agreed upon and present them in a timely manner.
   c) Meet deadlines as set forth by the Board.
   d) Recognize his/her time limitations and notify the Board promptly of any time conflicts.
7) Resign the position of Director if he/she is unable to meet their commitment.

**Travel Requirements:**

Directors may be required to travel to Board meetings, finances permitting. Expenses for transportation, hotel, meals and incidentals are reimbursed according to current guidelines.

The CoDA Service Conference is usually held annually, with Board responsibilities from Tuesday through Friday afternoon.

### Legal Commitment:

As a Director of the CoRe Board, each person shall comply with and be bound by all terms and provisions of the By-laws of CoDA Resource Publishing., and all public laws, such as those of the State of Texas, which affect CoRe's nonprofit status and corporation. Directors are expected to exercise the powers vested in them in a manner consistent with the faith that guide the Fellowship of CoDA, guided and inspired by the *Twelve Steps* and in keeping with the *TwelveTraditions*. *Note: Applicants will be asked about any previous felony convictions. A conviction will not automatically disqualify an applicant, but must be disclosed.*

### Time Commitment:

Directors may work 10 or more hours per week during critical times, such as preparation for Conference, and depending upon particular projects and responsibilities. Release time from personal employment must be arranged for travel needed by CoRe.

**4.6 Vacancies.**_ *Copied from current* Any vacancy in the Board of Directors occurring during the year will be filled by an Alternate elected by the Service Conference. If there is no elected Alternate to fill a vacancy, including a vacancy created by an increase in the number of directors, it may remain vacant until the next Service Conference, or it may be filled for the unexpired term by a majority vote of the remaining Directors, at their sole discretion. **ADD TO THIS** If a director is appointed during the time between conferences, that person will stand for ratification at the annual CSC.

**4.7 Annual Meetings.** Each CSC, the directors shall meet for the purpose of organization, the election and installation of directors and officers and the transaction of other business; and, if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of the first such meeting may, however, be fixed by written consent of all the directors. The annual meeting should be held at a time convenient to the Conference.

**4.9 Notice of Meetings.** Notice of all directors' meetings, except as herein otherwise provided, shall be given in person, or by mail or ~~telegraph~~ before the meeting to each director, ~~which notice shall be delivered~~ (~~or, if by mail, presumed delivered under Section 9.03 hereof)~~ at least 48 hours before the time of the meeting. Such notice may be waived by any director. ***Do we need to say this 3 different ways?*** Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any proper business of the corporation may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any proper business of the corporation may be transacted ***does this have to say every director?***. ~~Notice of regular meetings should be published in the Co-NNECTIONS newsletter.~~

**4.11 Quorum.** At all meetings***(added s to meeting)*** of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

**4.13 Powers.** All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of ***North Carolina***, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

**4.15onflicts of Interest.** The directors of CoDA Resource Publications, Incorporated shall not place themselves in a conflict of interest situation with outside business interests, the National CoDA Literature Committee, the Co-Dependents Anonymous Board of Directors, or the CoDA Service Office. The Twelve Steps, Twelve Traditions, and Service Concepts of Co-Dependents Anonymous are to be used as guiding principles. These

remind us to separate the material from the spiritual so that attention is not diverted from our primary spiritual aim.

**5.1 Titles and Term of Office.** The officers of the Corporation shall be a President, on or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint. The officers of the corporation shall be elected annually by the Board of Directors. The ~~Term~~ **term** of office of each officer shall commence with his or her election and shall expire with the election of his or her successor. Any two or more offices may be held by the same person except the offices of President and Secretary. Holding two offices may not create a conflict of interest in responsibilities for writing checks and accounting for funds to the CoDA Fellowship. All officers shall be subject to removal, with or without cause, at any time by a vote of a majority of the whole Board of Directors.

5.8 **Bonding.** At the ~~direction~~ **discretion** of the Board of Directors, the Treasurer and such other officers, agents and employees of the corporation ~~as the Board of Directors shall designate~~ may be required to ~~shall~~ be bonded.

**7.1 Policy of Indemnification and Advancement of Expenses.** To the full extent permitted by the ~~Texas Non-Profit Corporation Act~~, ***does this still apply if we incorporate in NC??*** as amended from time to time, the corporation shall indemnify any Representative against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a Proceeding because the person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

**8.3** ***Can we update this to e-mail instead of mail, what about international?*** **Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these By-Laws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at his or her post office address, as it appears on the books of the corporation~~, and such notice shall be deemed to have been given on the second day on which U.S. mail is delivered after the day of such mailing.~~ A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

~~8.8 **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.~~

**8.10 Books and Records**. ***Can we update this to electronic?*** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the persons entitled to vote. All books and records of the corporation may be inspected for any proper purpose at any reasonable time.

**8.12 Voting Upon Shares of Other Corporations**. ***Do we need this in here since we have no shares?*** The Directors shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meetings of shareholders of any corporation in which this corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.