

BYLAWS OF S-ANON INTERNATIONAL FAMILY GROUPS, INC.
BOARD OF TRUSTEES
Rev. July 23, 2020

(NOTE: Changes incorporated in this version were adopted by the BOT on July 8, 2011, May 1, 2012, February 2, 2013, June 2, 2015, September 1, 2015, and June 1, 2020.)

ARTICLE I NAME

The name of this organization is S-Anon International Family Groups, Inc. Board of Trustees, hereafter referred to as the Board.

ARTICLE II PURPOSE

The purpose of the Board is to be of service to the groups in carrying the message of S-Anon recovery to the fellowship. The Board conducts S-Anon International Family Groups, Inc. (SIFG) business matters, makes policy and procedure suggestions for approval by the fellowship of S-Anon, publishes S-Anon Conference Approved Literature (CAL) and Service Literature, and coordinates semi-annual conventions and annual World Service Conferences (WSC).

ARTICLE III MEMBERS

Section 1: Suggested Experience

It is suggested that potential Board members have been working the S-Anon program long enough to have gained experience at other S-Anon service levels (suggested five years), demonstrated the leadership skills necessary to serve as a Trustee, and have the personal skill set to meet any special requirements for a particular BOT position.

Section 2: Regional Trustees

- A. An S-Anon member residing in the Region and elected to the Board by their Region shall be seated as the Trustee for that Region, with no further discussion.
- B. The individual Regions are responsible for maintaining active Board representation. If a Region is not sufficiently organized for an election, the Board will appoint a volunteer to be the Trustee for that Region. A suggested Regional Trustee Election Process is published in the S-Anon/S-Ateen Service Manual.

Section 3: Trustees-At-Large

- A. Chairpersons of BOT Standing Committees are Trustees-At-Large.
- B. The Chair of the Board may appoint a committee chair or the committee itself may elect a chair from its members.
- C. The BOT Chairperson can appoint an interim Standing Committee Chairperson with a voice but not a vote to serve until a Standing Committee Chairperson is nominated and elected by the BOT.
- D. Trustees-At-Large are nominated and elected to the BOT by the Board of Trustees.

Section 4: Officers

See ARTICLE IV.

Section 5: Executive Director

The Executive Director of the World Service Office is a Trustee of the Board, with a voice and a vote. If, however, the Executive Director position is vacant, or if the Executive Director or Office Administrator is not qualified to serve as a Trustee in accordance with Article III, Section 3, that person will participate in Board meetings ex officio, with a voice, but no vote.

Section 6: Term of Office

- A. With the exception of the Executive Director of the World Service Office, whose Board term coincides with his or her term of employment as Executive Director, Trustees shall be elected to serve for a period of three (3) years.
- B. Trustees, after having served two consecutive terms on the Board of Trustees in any position or combination of positions, it is suggested that an individual step down from serving on the Board of Trustees in any position.
- C. After an interval of one (1) year, they may be eligible to serve again in any Board of Trustees position.
- D. To the extent practical, Trustee terms will be staggered such that approximately one-third end in any single year. To this end, an individual Trustee's term may be lengthened or shortened by at most one (1) year at the discretion of and with the approval of the Board.

Section 7: Three quarters of WSC members registered at the World Service Conference may bring about a reorganization of the WSO if or when it is deemed essential and may request the resignation of the whole Board and nominate a new slate of trustees.

Section 8: All persons either elected or appointed to the S-Anon International Family Groups, Inc. Board of Trustees (including but not limited to any Board or Committee member) prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of S-Anon International Family Groups, Inc. A conflict of interest is defined as any situation in which a member's influence, decisions or votes could substantially and directly affect the member's professional, personal, financial, or business interests. In the event that a person nominated for or serving as a Trustee or Committee member finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the Board or Committee Chairperson and recuse himself or herself at any Board, Committee, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest.

ARTICLE IV OFFICERS

Section 1: The officers of the Board of Trustees shall consist of the Chairperson, the Co-Chairperson, the Secretary and the Treasurer.

Section 2: General Qualifications for the Board Officers

- A. Have worked the Twelve Steps of the S-Anon program for a suggested minimum of five (5) years, have completed all 12 Steps and currently attend S-Anon meetings.
- B. Be familiar with the Twelve Traditions and the Twelve Concepts.
- C. Willing to learn the necessary leadership skills to serve as an Officer, and have the personal skill set to meet any special requirements for an Officer position, as detailed under Section 5, below.

Section 3: Method of Elections

- A. Officers are nominated and elected to the Board by the Board.

Section 4: Term of Office

- A. As a general rule, officers shall be elected to serve for a period of three (3) years. Whenever possible, terms will be staggered such that no more than two (2) Officer terms end in any single year. To this end, a particular Officer's term may be lengthened or shortened in special circumstances by at most one (1) year at the discretion of the Board solely to provide for staggering of Officer terms.
- B. Officers shall serve no more than two (2) consecutive terms in the same or any combination of BOT positions. After having served two consecutive terms as an Officer, it is suggested that an individual step down from serving in any position on the Board of Trustees.
- C. After an interval of one (1) year, they may be eligible to serve again in any Board of Trustees position.
- D. The outgoing BOT chairperson may remain on the Executive Committee as an advisor to the incoming BOT chair for up to 18 months. The outgoing BOT chairperson will participate in Executive Committee meetings with a voice but no vote.

Section 5: Specific Responsibilities of the Officers

- A. Chairperson
 - 1. Shall preside at all regular and special meetings and telephone conference calls of this Board.
 - 2. Shall be responsible for establishing the agenda for all Board and Executive Committee meetings.
- B. Co-Chair
 - 1. Shall serve in the absence of the Chairperson.
 - 2. Shall assist the Chairperson whenever needed.
 - 3. Shall be responsible for the implementation and upkeep of these bylaws.
- C. Secretary
 - 1. Shall see that minutes are kept of all Executive Committee and Board meetings and that a copy of said minutes is made available to each Board member and to the World Service Office for archiving.
 - 2. Shall be responsible for the implementation and upkeep of these minutes.

D. Treasurer

1. Shall maintain all banking accounts for dispersal of Board funds.
2. Shall submit financial reports at each Board meeting.
3. Shall chair the Finance Committee of the Board.

ARTICLE V MEETINGS

Section 1: Regular Meetings

The Board shall meet monthly at a time and place designated by a majority of the voting members. The Board may elect to meet more or less often by a vote of a majority of voting members, but the Board shall meet at least quarterly.

Section 2: Special Meeting

- A. A special meeting may be called at any time by a majority vote of the Board and by giving sufficient notice by email or telephone.
- B. Special Meeting for the purpose of this BOT is defined as a time sensitive event, issue, catastrophe, or emergency, etc.

Section 3: Voting Members

- A. The four Officers of the Board
- B. The World Service Office Executive Director, unless the Executive Director position, if filled, is filled by a person who does not qualify to serve as a Trustee in accordance with Article III, Section 3.
- C. The eight Regional Trustees
- D. The Trustees-At-Large, i.e. Chairpersons of Board of Trustees Standing Committees.

Section 4: Quorum

Two thirds (2/3) of the Board members shall constitute a quorum for all proceedings of the Board.

ARTICLE VI COMMITTEES

Section 1: Standing Committees

The following standing committees have been established to carry out the purpose of the Board in the most effective and efficient manner:

- A. Executive
- B. Finance
- C. Literature
- D. International Conventions
- E. World Service Conference
- F. Public Information and Outreach
- G. Archives
- H. S-Ateen

- I. Policy and Service Communications
- J. Other committees, standing or special, deemed necessary to carry on special work.

Section 2: Committee Chairperson Appointments

- A. The Board shall designate such committees as are deemed necessary for the welfare and operation of the Board.
- B. The Chair of the Board may appoint a committee chair or the committee itself may submit a candidate from its members for consideration by the Board.
- C. If BOT Chair appoints an interim standing committee chair, that chair shall serve for the remainder of the S-Anon service year, with a voice, but not a vote.

Section 3: Committee Chairperson Procedure

Each standing committee Chairperson may prescribe his or her own methods and procedures, subject to the guidelines of the Twelve Traditions and the Twelve Concepts, except in matters affecting another BOT committee or the BOT or S-Anon as a whole.

Section 4: Committee Chairperson Responsibility

- A. Each committee chairperson shall submit a written monthly report to the Board.
- B. Each committee chairperson shall review all the monthly reports and motions submitted, paying special attention to the Financial Report to the Board to verify committee expenditures.
- C. Each committee chairperson shall actively participate in the monthly BOT meetings.

ARTICLE VII VACANCIES, RESIGNATIONS, AND REMOVAL FROM OFFICE

All Sections of *Article VII: Vacancies, Resignations and Removal from Office* apply equally to all Members of the S-Anon Board of Trustees.

Section 1: VACANCIES

Should a vacancy, resignation or removal of any BOT member occur, all pertinent information shall be turned over to the Executive Committee.

Filling of Vacancies

- A. Vacancies shall be filled by a majority vote at that meeting in which the vacancy is determined, or at a subsequent meeting. Persons elected to fill said vacancies shall serve for the remainder of the current term.
- B. A person chosen to fill a vacant BOT position shall meet the qualifications as defined in Articles III and IV and be aware of all responsibilities of that position as described and defined in those Articles.

Section 2: Resignations

- A. Any BOT Member may resign at any time for any reason by giving the Chairperson of the Board two-week written notice.

Section 3: Removal from Office

- A. If a member of the BOT fails to attend two (2) BOT meetings with or without prior notice, during one S-Anon service year, his/her position may be declared vacant by a majority of BOT members present and voting.
- B. Any BOT member may be removed from office by a two-thirds (2/3) vote of the Board, with the motion to remove having been announced prior to that meeting.

ARTICLE VIII SOURCE OF FUNDS

Section 1: Source of Funds

- A. Sources of funds include voluntary contributions from individual members, individual S-Anon groups, S-Anon Intergroups, International Conventions, Recordings by WSO, Copyright Licensing Royalties, Local/Regional Events, and income from literature sales.
- B. Other sources of income may be such occasional projects or activities as may be authorized by the Board according to Traditions Six and Seven.
- C. The maximum allowable annual donation in a calendar year to S-Anon by an individual member is limited to 5% of total revenue as identified in the previous year's financials, provided its use is not restricted by the donor.
- D. The WSO may accept a *one-time* bequest from a deceased S-Anon member in any amount, provided its use is not restricted by the donor. Bequest amounts up to ten percent of the total revenue as identified in the previous year's financials will be placed in the General Fund. Any portion of the bequest above ten percent will be placed in the Prudent Reserve as necessary in order to maintain policy-based balances and reported separately on the financial statements. The S-Anon Board of Trustees will authorize the use of these excess amounts according to our policy for use of the Prudent Reserve.
- E. The acceptance of bequests or donations from any outside source is prohibited.

Section 2: There shall be no accumulation of funds beyond current necessities, with retention of only an ample prudent reserve for contingencies.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1: The rules contained in the current edition of Robert's Rules of Order shall govern this Board in all cases where they are applicable and in which they are not inconsistent with these Bylaws, the Twelve Traditions and Concepts, or any special rules of order this Board may adopt.

ARTICLE X AMENDMENTS TO THESE BYLAWS

Section 1: These Bylaws may be amended at any time by a two-thirds (2/3) vote of the Board Members at any regular or special meeting of the Board. The Bylaws of S-Anon International Family Groups, Inc. Board of Trustees and any amendments thereto are subject to recall by the World Service Conference (WSC) by a two-thirds vote of all its members. All Bylaw amendments will be presented to the first WSC to be held after their adoption by the Board of Trustees.

ARTICLE XI MAJOR POLICY MATTERS

Section 1: In accordance with Article X.E. of the World Service Conference Charter, "Except in great emergency the Board of Trustees ought never take action which could greatly affect S-Anon as a whole without consulting the [World Service] Conference. However, it is understood that the Board shall reserve the right to decide which of its decisions may require referral to the Conference."

ARTICLE XII DISSOLUTION

(Language to be developed by the attorney for S-Anon and subsequently approved by the Board.)