

# CoDA Texas Bylaws

## Purpose

CoDA Texas is a voting entity of Co-Dependents Anonymous, Inc., a not-for-profit Corporation (hereinafter the Corporation) that serves the Fellowship of Co-Dependents Anonymous (Fellowship), and their organization (CoDA). CoDA is a recovery program for men and women seeking to improve relationships with themselves and others and is based on the Twelve Steps, Twelve Traditions, (Steps and Traditions), and Twelve Service Concepts, listed below. These Steps, Traditions, and Service Concepts constitute the program upon which CoDA is established and provide the basis for other materials approved by the Membership at the annual CoDA Service Conference (CSC).

The program of recovery endorsed by the Fellowship is spiritual in nature, and maintains membership services for those who are seeking, through CoDA, spiritual and emotional assistance in personal and professional relationships. The power of CoDA and its program rests with the Members of the Fellowship who elect/select Delegates to represent them at the CoDA Service Conference through the group conscience process.

## The Twelve Steps

1. We admitted we were powerless over others - that our lives had become unmanageable.
2. Came to believe that a power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God, as we understood God.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked God to remove our shortcomings.
8. Made a list of all persons we had harmed and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God, as we understood God, praying only for knowledge of God's will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to other codependents, and to practice these principles in all our affairs.

## CoDA Texas

CoDA Texas elects Officers and Delegates (herein referred to as the Board) as Trusted Servants of CoDA Texas but the power of CoDA Texas rests with the Members of the Fellowship of Texas who elect/select the Officers and two Delegates (Delegates attend CSC) to represent the CoDA Texas Fellowship. The CoDA Texas Board has but one purpose: that of serving the Texas Fellowship. The Board members are elected by the will and through the consent of the Fellowship as expressed through the group conscience at a Texas business meeting, to perform specific functions and to hold specific responsibilities, including but not limited to the following:

1. Conduct the daily business affairs and operations of CoDA Texas:
  - a. Receive and deposit Seventh (7th) Tradition donations and other income.
  - b. Update Contact and Meeting Directories of CoDA groups.
  - c. Facilitate communication to and from the Fellowship.
  - d. Support the Fellowship by providing opportunities for education and fellowship.
2. Oversee all financial matters of CoDA Texas.
3. Advise the Fellowship of the practical and financial realities of CoDA Texas.
4. Rent, lease, purchase, hold and manage the minimum amount of real and personal property and equipment necessary to perform CoDA business. The Board is reminded that the Fellowship believes that owning, leasing, or renting property may divert CoDA from its primary spiritual aim.
5. Be directly responsible to the CoDA Fellowship, being guided and directed by the group conscience as expressed at the business meeting(s).

### **Guidelines**

The Board members claim no property rights for the CoDA Twelve (12) Steps, ~~and~~ Traditions, and Service Concepts in a recovery program, as all spiritual truths may now be regarded as available to all humankind. On behalf of the Fellowship, the Board members shall act to prevent, within their power, any modifications, alterations or extensions of these Steps, ~~and~~ Traditions, and Service Concepts. Accordingly, the Board in their deliberations and decision making process shall be guided in spirit by the CoDA Twelve (12) Steps, ~~and~~ Traditions, and Service Concepts and shall use their best efforts to insure that these Steps, ~~and~~ Traditions, and Service Concepts are upheld.

The Twelve Traditions are as follows:

1. Our common welfare should come first; personal recovery depends upon CoDA unity.
2. For our group purpose there is but one ultimate authority - a loving higher power expressed in our group conscience. Our leaders are but trusted servants - they do not govern.
3. The only requirement for membership in CoDA is a desire for healthy and loving relationships.
4. Each group should remain autonomous except in matters affecting other groups or CoDA as a whole.
5. Each group has but one primary purpose - to carry its message to other co-dependents who still suffer.
6. A CoDA group ought never endorse, finance or lend the CoDA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary spiritual aim.
7. Every CoDA group ought to be fully self-supporting, declining outside contributions.
8. Co-dependents Anonymous should remain forever nonprofessional, but our service centers may employ special workers.
9. CoDA, as such, ought never be organized, but we may create service boards or committees directly responsible to those they serve.
10. CoDA has no opinion on outside issues; hence the CoDA name ought never be drawn into public controversy,
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio and films.
12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

(The Twelve Traditions reprinted for adaptation with permission of Alcoholics Anonymous World Services, Inc.)

The Twelve Service Concepts are as follows:

1. The members of the Fellowship of Co-Dependents Anonymous, in carrying out the will of a loving Higher Power, advance their individual recoveries, work to insure the continuance of their groups and their program, and carry the message to codependents who still suffer. They may also collectively authorize and establish service boards or committees and empower trusted servants to perform service work.
2. The Fellowship of CoDA has the responsibility of determining, through its group conscience, the service work to be performed, and the best manner to perform such work. This authority is expressed through our group conscience. Authority carries responsibility; thus, CoDA groups conscientiously provide adequate funding and support for the service work they authorize.
3. Decisions about service work in the Fellowship and all CoDA affairs are made through the group conscience decision making process. For this spiritual democratic process to work, every member of the group is encouraged to participate, consider all the facts and options concerning the issue, listen respectfully to all opinions expressed, then reflect and meditate to find a loving Higher Power's will. Finally, we deliberate honestly and respectfully to determine the proper course of action. Unanimity in the group is the desired outcome; a majority vote is a group conscience.
4. All those who volunteer to do service work for CoDA by serving on committees, boards, or corporations are trusted servants, not authority figures. Ideally, trusted servants volunteer out of a desire to follow their Higher Power's will, out of gratitude for the gifts they have received from CoDA, out of a desire to grow in their ability to create and keep healthy relationships, and to contribute what they can of themselves to CoDA. The Fellowship recognizes the need to select the most qualified people willing to serve as trusted servants. At times, trusted servants may hire individuals outside of the Fellowship for commercial services.
5. Trusted servants are directly responsible to those they serve and are bound to honor the group conscience decision making process and uphold those decisions concerning their service work. The Fellowship also recognizes the need and right for members to honor their own experience, strength, and hope and their Higher Power's will as expressed to them. When the group conscience violates an individual's own truth and makes participation impossible, the individual may relinquish the service position.
6. The Fellowship guarantees trusted servants the right and authority to freely make decisions commensurate with their responsibilities and the right to participate in group conscience decisions affecting their responsibilities. Each CoDA member is also guaranteed the right to respectfully dissent during the group conscience decision making process. A member may freely and safely express any personal grievances as long as no particular person or group is unexpectedly singled out as the subject of the grievance. Members are encouraged to honor their own integrity as well as the integrity of others.
7. Trusted servants do practice the Twelve Steps and Twelve Traditions in their service work and in all of their affairs. Trusted servants do not seek power, prestige, wealth, status, or acclaim; do not govern, coerce, or attempt to control others; and do not push a personal agenda, promote controversy, or advance outside issues at CoDA's expense. Since issues over authority, will, money, property, and prestige can and do arise in service work, trusted servants need to practice emotional sobriety, including anonymity, humility, tolerance, gratitude, making amends, and forgiveness.
8. The CoDA Service Conference (Conference), through its group conscience decision making process, guides the Fellowship in making policy decisions and in following the Twelve Steps and Twelve Traditions. The Conference, though providing guidelines, holds no authority over the decision making process of individual groups. The group conscience process is our decision making process. Failure to honor this process may violate Traditions One and Four and a sanction may be imposed. The harshest sanction Conference can impose on an individual or group is to no longer recognize it as belonging to CoDA; this sanction may only be imposed on those who consistently violate the Twelve Steps and Twelve Traditions, as determined by guidelines accepted by Conference.

9. By tradition, the CoDA Service Conference gives responsibilities to working committees composed of Conference Delegates and other CoDA volunteers or to separate service boards or corporations. All are directly responsible to the Conference. The scope of the work a committee does is determined by the Conference group conscience. The chairperson of each committee assumes the responsibility to ensure the work assigned to the committee is completed in a timely manner.
10. When the CoDA Service Conference is in session, the CoDA Board of Trustees is directly responsible to the Conference. When not in session, the Conference assigns its decision-making authority on material matters to the Trustees. The Board of Trustees is authorized to monitor the work of Conference-appointed service committees and may provide assistance or guidelines when necessary. The Trustees serve as the board of directors of CoDA, Inc., the non-profit corporation, are assigned custodial control of all money and property held in trust for the Fellowship, and are responsible for prudent management of its finances.
11. The powers of the CoDA Service Conference derive from the pre-eminent authority of the group conscience decision-making process. Arizona State law gives the Board of Trustees legal rights and responsibilities to act for the Fellowship in certain situations. CoDA, Inc.'s Articles of Incorporation and Bylaws are legal documents enumerating these Board rights and responsibilities.
12. The Fellowship strives to practice and encourage spiritual principles in all its material, financial, and business affairs, including fairness, equality, and respect for individual rights. Every member within CoDA has a voice and is encouraged to use it. Every member has the right to know what is happening within our organization. To honor this right, and in the spirit of CoDA unity, our CoDA, Inc. organization publishes and distributes group conscience decisions, such as minutes of our service boards and motions from our CoDA Service Conferences, in the most inclusive and timely manner possible.

**The *Twelve Service Concepts* may not be reprinted or republished without the express written consent of Co-Dependents Anonymous, Inc. This document may be reprinted from the website [www.coda.org](http://www.coda.org) (CoDA) for use by members of the CoDA Fellowship.**

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## **Article I - Dues and Contributions**

As defined in the Traditions, CoDA Texas is self-supporting through its own contributions, and shall decline all outside contributions. CoDA Texas has no fees or dues for membership; members and groups are encouraged to donate as they can. Contributions are used to support the activities of the Texas Fellowship, the Texas Board and other Trusted Servants, and all committees as directed by the Fellowship and the Traditions.

## **Article II - Membership and Voting**

### *Section 1. Membership Terminology*

In adherence with Tradition 3, the only requirement for membership in CoDA Texas is a desire for healthy and loving relationships. A Voting Member refers to a Group Representative or officer who has voting rights at the Texas business meeting(s). No Voting Member will have more than one vote. A motion may be made at the business meeting(s) to give all CoDA members present a vote. The motion must be seconded and voted on by the Voting Members present at the meeting.

### *Section 2. Voting Member Selection/Election Explained*

A Group Representative (GR) is a Member and trusted servant in the CoDA Fellowship of Texas who represents their Texas meeting and has an active interest in carrying the message to other co-dependents who still suffer. The GR is duly selected/elected by a method the meeting has established (usually group conscience process as outlined in the CoDA Fellowship Service

Manual), and is to be that meeting's representative at business meeting(s). A GR has one (1) vote.

### **Article III – Meetings of Members**

#### *Section 1. CoDA Texas Business Meeting*

The authority of the Texas Board comes from the Fellowship as expressed by group conscience of the selected/elected GRs to the CoDA Texas business meeting. The date and place of the business meeting are customarily rotated between major cities in Texas where there are enough volunteers to set up and operate the meeting.

#### *Section 2. Notice of CoDA Texas Business Meeting or Special Meeting*

The Chair of the Texas Board or a designated officer shall notify the Texas Fellowship with a time span of not less than 30 days in advance of the business meeting and provide appropriate information and registration details, if required. See Article VII for notification and distribution procedures.

#### *Section 3. Special Meetings*

During the year, a Special Meeting of the Fellowship may be called by a two-thirds (2/3) majority vote of the Board, or by a petition from not less than one-third (1/3) of the Group Representatives of all current registered Texas meetings. The petition is to be addressed to the Texas Board and shall specify the reasons that a Special Meeting is being called. It is then incumbent upon the Texas Board to arrange the meeting as soon as possible. The Secretary of the Board or a designated officer is to initiate the same notification process as for a CoDA Texas business meeting indicated in Article VII.

### **Article IV – Committees**

The Business meeting may create, appoint, and terminate CoDA service committees, standing and ad hoc committees, subcommittees or service boards to fulfill any task or duty the Texas Fellowship has mandated, or as specified in the Bylaws. All committees have but one purpose: that of serving the Fellowship of Co-Dependents Anonymous.

### **Article V – CoDA Texas Officers and Delegates**

#### *Section 1. Authority*

The ultimate authority in CoDA comes from the Fellowship as expressed by the group conscience at the business meeting. The meeting has delegated authority over business and legal affairs to the Texas Board, reminding them of the Second Tradition: "For our group purpose there is but one ultimate authority: a loving Higher Power as expressed to our group conscience. Our leaders are but trusted servants, they do not govern."

#### *Section 2. Number and Election of Officers and Delegates*

CoDA Texas shall have four officers: Chair, Vice Chair, Treasurer, and Secretary and two Delegates. Election of officers and delegates are held annually as determined by group conscience decision. Generally, any CoDA member can volunteer or nominate an officer or delegate (with that individual's agreement/permission). Duties for officer and delegate positions follow in Sections 8 and 9. Election procedures are determined at a business meeting but are usually by simple majority or group conscience adhering to our CoDA Traditions.

### *Section 3. Vacancies*

In the event of a vacancy of the Chair, by death, resignation, or disqualification, the Vice Chair shall officially assume all duties of the Chair with the prerogatives and responsibilities associated with that position until the next election of Officers at the business meeting. If any other Office position is vacated, the position shall be filled by the affirmative vote of a majority of the remaining Officers. If there is only one remaining Officer, that Officer shall appoint sufficient Officers to meet the required minimum number of Officers, which is four (4). Any Officer so chosen shall hold office until the next election of Officers at a business meeting. Delegates are replaced from the list of Alternate Delegates created at a business meeting. If none of the Delegates and Alternate Delegates is able to attend CSC, the Board may assign at least one and at most two individuals as the CoDA Texas Voting Entity Delegate(s).

### *Section 4. Removal of a Board Member*

A Board member who is remiss in the duties and reveals an inability or unwillingness to execute these responsibilities, may be relieved of office and removed from the Board by an affirmative two-thirds (2/3) vote of the other Board members. Such a removal must be presented for ratification at the next business meeting.

### *Section 5. Quorum and Resolution*

The number of Officers necessary for doing business shall be a majority of the elected officers, except in the case of resignation or vacancy, (see Section 4). Resolution of any action taken by the Officers requires a simple majority vote of attendees at a Business Meeting (including electronic meetings).

### *Section 6. Compensation*

Officers shall not receive any stated or fixed salaries for their services; but a fixed sum or an expense reimbursement for participating in a board meeting may be allowed. An Officer may not serve the CoDA Texas in any other capacity for which he/she receives compensation. This is to avoid any conflict of interests involving the issues of money, property, or prestige. It is the intent of the Fellowship that legitimate expenses relating to participation on the Board shall be borne by CoDA Texas; however, reimbursement shall only be made as funding allows.

### *Section 7. Terms of Service*

Term of office begins at the end of the business meeting in the year elected through the year to the following business meeting until the term of office expires. Each term of office is 2 years. Positions should be staggered so the Board has at least one person continuing in one of the positions to prevent having all new people on a Board without any crossover. New trusted servants will preside at the next meeting, but may communicate as required beforehand. Each outgoing servant shall pass along all records **within 90 days** and communicate with the incoming counterpart to discuss his/her responsibilities to achieve a smooth transition of duties.

### *Section 8. Duties of Texas Officers*

#### Chair

Duties include, but are not limited to, the following:

- Facilitating the Business Meeting(s) according to the Fellowship Service Manual Guidelines.
- Communicating with other Texas Trusted Servants and Committees along with group members to formulate agenda items for the business meetings.

- Providing assistance to business meeting host city and keeps abreast of host city progress in making arrangements.
- Signatory on bank account and other legal documents (e.g., hotel contracts).

#### Vice Chair

Vice Chair takes a leadership role if the Chair cannot fulfill his/her duties. Assists Chair as needed and participates in votes and Board meetings. The Vice Chair shall perform such other duties from time to time as may be requested by the business meeting or Chairperson.

#### Treasurer

Duties include, but are not limited to, the following:

- Keeping accurate financial records for CoDA Texas.
- Providing a report at the business meeting(s) regarding income, expenses, and prudent reserve.
- Depositing incoming funds in bank.
- Disbursing funds as approved by CoDA. Checks require the signature of the Treasurer. The Chair is a back up person on the bank account.

#### Secretary

Duties include, but are not limited to, the following:

- Taking minutes at business meeting(s) (to include a list of attendees).
- Preparing a draft version of the minutes and distributing them to Board members and Business Meeting attendees.
- Bringing the draft copy to next Board Meeting for final review and making required changes.
- Distributing the final copy of business meeting(s) minutes.
- Sending Voting Entity issues to CoDA, Inc. Board at least 70 days prior to the annual CoDA Service Conference (CSC).
- Provide names and addresses of Delegates attending the CSC to CoDA, Inc.

#### *Section 9A. CSC Voting Entity Delegates*

CSC Delegates are members of the Texas Board and have full voting rights. A Delegate does not serve a group, community, region, or city. Rather, the service role is on behalf of the state, and indirectly, CoDA as a whole. Delegates represent CoDA Texas at the annual CSC. A delegate reads the CSC packet sent by CoDA, Inc. before Conference and consults with the other Delegate, state or regional officers, and community members for input on issues. The Delegates provide a report at the next business meeting after the CSC on the business conducted during the CSC. Delegates attend the business meeting at which Voting Entity issues are determined for submittal to the following CSC. For additional information, see the CoDA Fellowship Service Manual. If there is a difference between these bylaws and the CoDA Fellowship Service Manual, then the CoDA Fellowship Service manual preempts these bylaws.

In order to provide continuity in this process, CoDA Texas has a Senior and Junior Delegate. The Junior Delegate moves into the Senior Delegate position at the end of the Junior Delegate's year. A new junior Delegate is selected by majority vote at a business meeting. If one or both of the Delegates cannot attend CSC, an Alternate Delegate may attend in their place.

#### *Section 9B. Alternate Conference Delegates*

In case one or both of the Conference Delegates is/are unable to fulfill his/her duties, an Alternate Delegate ~~list~~ is selected from the list ~~is~~ created at the previous business meeting to fill

the position(s). If none of the Alternate Delegates can attend CSC or fulfill the Delegate's duties, the CoDA Texas Board may elect one or more (maximum two) Delegates to attend CSC.

*Section 10. Nonliability of Board Members*

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of CoDA Texas.

## **Article VI. Amendment of Bylaws**

Bylaws may be amended by two-thirds (2/3) vote at the Texas business meeting or Special Meeting. Proposed amendments to the Bylaws must be submitted to the Texas Board Secretary at least 45 days prior to an official Board meeting for distribution to the Texas Fellowship. This distribution shall take place at least thirty (30) days prior to a business meeting, but preferably longer in order to allow discussion by the Fellowship. This distribution requirement may be met by any one of the following: (1) publishing the proposed amendments in the Texas Newsletter; (2) including the proposed amendments in a mailing with other business meeting related materials; (3) sending a special mailing to the Group Representatives and Board, and/or (4) sending an e-mail to the State e-mail list. No proposed amendments may be accepted for presentation to the business meeting until it has met this distribution requirement.

Changes in Federal or State laws could require changes in these Bylaws. Should this happen between business meetings, the Texas Board is specifically authorized by the CoDA Texas Fellowship to use their best judgment and the guidance of the Twelve Traditions and Twelve Service Concepts to temporarily comply with such changes, while proposing the necessary amendment(s) to the next CoDA Texas business meeting in accordance with the above guidelines.

## **Article VII. Matters Not Covered by these Bylaws**

All issues not addressed by these Bylaws may be decided by group conscience at a business meeting.