

KNOWLEDGE BASED DECISION MAKING FORM/FORMAT

Topic: Ohio Area Bylaws Quorum Requirement

FRAMING: Our Ohio Area Bylaws stipulate a quorum requirement of 50 Group Representatives be present to make any changes to the Bylaws.

Bylaws, Article IX

B. Proposed amendments will also require the approval of two-thirds (2/3) of those voting at the Assembly at which the proposals are presented and at which a quorum of fifty (50) Group Representatives is present. (*motion 1992/10 - # 10*) (*motion 2025/10 - # 3*)

BACKGROUND INFORMATION: What we know: We have been operating on a Handbook motion, approved for a 5 year trial period. That trial period ends this October, 2026.

Handbook, Section III – Amendment Procedures, Article B –

On a five (5) year trial basis, a quorum shall be the number of voting members registered and present at the beginning of each Area Assembly meeting. Effective Immediately. (*motion 2021/10 - # 3*)

Historical perspective:

The Ohio Area Assemblies (OAA) have not consistently had 50 voting GR's in attendance since 2018.

Existing Motions that appertain to this topic:

A KBDM on Voting Procedures was written in 2021, and presented at Fall Assembly. At that Assembly a Handbook motion was made to allow, on a 5 year trial basis, a quorum to consist of the number of GR's registered at the start of each Assembly.

What do we know about our member's or prospective member's wants, needs, and preferences that are relevant to this discussion?

We believe our members want to be able to participate in both discussion and vote, and that those who do attend want to participate fully.

What do we know about the capacity and strategic position of the organization relative to this issue?

Conference Procedures at the WSC, states:

e. A quorum shall consist of two-thirds of the members registered at the Conference. (Service Manual, page 232.)

In seeking ESH from other Areas, quorum requirements varied greatly:

There were Areas with no quorum requirement.

Others defined quorum as “a majority of members”, “one quarter of the registered meetings”, “10% of the registered groups”, and “2/3 of the voting members present at the beginning of each meeting”.

See the last page of this document for more details.

What do we know about the current realities and evolving dynamics that are relevant to this discussion?

While we are hopeful that Assembly participation will again grow to the level in the early 2000's (60-75), we cannot at this time predict there will be at least 50 GR's present at Assembly. Without being able to make Bylaws changes, we are unable to move forward with changes to keep our Area current.

What are the ethical implications of our choices (pro and cons)? This includes consideration of how the Legacies apply. Identify both pros and cons:

If we do nothing, the trial expires, and we return to the 50 GR requirement. This puts constraints on our organization moving forward.

We could extend the trial, again hoping for increased participation. This does not rectify of Bylaws requirement of 50 GR's, which still stands.

We could adopt the current Handbook motion as a permanent Bylaws motion.

We could, if 50 GR's are present, or under the Handbook trial, amend the Bylaws to a quorum definition that more closely matches our reality. Keeping in mind that Ohio currently has roughly 300 registered groups.

What do we wish we knew, but don't?

We wish we could predict future attendance at Assembly meetings.

We wish we knew how to increase participation at Assemblies.

Questions and clarification- no timing at the mic

Need for a motion? If so, use the motion form provided by the Area Chairman

Presented By: Theresa M, for Thought Force on Quorum Requirement

Supporting Information:

Iowa Area, regarding a quorum as per our Policy and Procedure Manual and the By-Laws:

The majority of the AWSC members shall constitute a quorum for the transaction of business at any AWSC meeting.

For Assemblies - it is based on the number of GR's registered and present at the business meeting.

1 vote per member as per the By-Laws.

In the absence of a quorum, the majority of the AWSC members present may adjourn until a quorum is obtained.

Quorum is established for voting purposes at the beginning of each year.

In **New Hampshire**, an Assembly quorum consists of 1/4 of the registered meetings in the Area as established by the Group Records Coordinator (by counting all registered meetings in our Area). This avoids as set # as the number of meetings shift in our Area.

Since our status as a 501c3 Corp is a legal issue, not traditional, our Board of Directors legally makes changes to our Bylaws, not our Assembly (which is traditional). But our Board of Directors (our Board is also our Area Officers bc we're small) only implement changes to the Bylaws with direction from our Assembly per the Spiritual Agreement between our Board and our Assembly. 3 of our 5 Board members must be present for a quorum.

We have specific timelines for introducing a Bylaw change (it must be announced and discussed at 2 AWSC and 1 Assembly meeting before a vote), ways to recall amendments should the Board not abide by Assembly votes, and the Board can be fired by a 3/4 majority vote of the Assembly.

Our documents were completely revised in 2019 because we had accidentally incorporated our Assembly and in doing so, inadvertently made our traditional/spiritual body our legal body. Now we have our Area Bylaws (legal), Area Statement of Policies and Procedures (traditional) and our Area Spiritual Agreement (traditional) which governs how these two bodies work together to serve our Area while following our Legacies. It's made it much easier to make revisions in our Policies and Procedures document - like coordinator positions or AWSC and Assembly meeting changes. There are no legal concerns in making changes because it only impacts our traditional body. We go by a two-thirds majority vote of the Assembly (who's quorum is 1/4 of registered groups in Area) when making these updates.

And since there isn't really a lot of meat to our Bylaws that concern the daily business of our New Hampshire Area, there hasn't been a call to make any Bylaw changes since these updates. I should state that we don't have an office or LDC in our Area which allows us to keep it this simple.

Before our 2019 Area documents update, it would take us a really long time and money to make document revisions. Any proposed changes had to be printed and shipped USPS to all meetings in our Area two months prior to an Assembly.

Here in the **WV Area** we do not have a set quorum for Assembly. Those who are present, and eligible to vote, vote on the addressed topics. This decision was made after study of the Service Manual showed no set quorum for Assembly mentioned and our Area was struggling with GR participation.

We are an Area with fewer members and our Assembly usually doesn't consist of more than 40 participants, which makes this set-up feasible for us. I would imagine larger Areas would definitely benefit from a set quorum.

Here is **Arizona's** policy:

"Quorum and Manner of Acting. Members representing ten percent or more of the groups registered with the Area, in attendance, shall constitute a quorum at a meeting of members. If a quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, the Manual, the Guidelines, or these By-laws. Cumulative voting of members shall not be allowed."

Michigan AFG, Inc has the following statement written in our BY-LAWS regarding changing the BY-LAWS; "The World Service Board shall have the power to amend or alter these BY-LAWS in whole or in part by the affirmative vote of two-thirds (2/3) of the members at a meeting called for the purpose of amending the BY-LAWS." For clarification the Area World Service Board is defined earlier in the BY-LAWS as The Area World Service Committee (AWSC).

Florida South Area 10 establish quorum at the beginning of each day of both AWSC and Assembly Meetings. The quorum is based on 2/3 of the voting members present in the room when the quorum is taken. (100 people divided by 3, multiplied by 2 and rounded up = 67) The established quorum is now 67 for the

day. After any breaks we do a "confirmation of quorum" to ensure we have the requisite number (in this case 67) present to conduct business/votes.

Our Area also requires 60% majority for any motion to pass during our AWSC/Assemblies.