

**CEA-HOW Board of Directors Meeting
July 14 and 15, 2011**

Meeting began July 14, 2011, at 4:37 p.m.

Board Members present: Sherry S., Mindy D., Carl B., Lupita B., Carol S., Marybeth M., Merrie Anne B., and Jim C.

Corporate Officers present: Pamela K., Woody N., and Irish C.

Visitor: Coco C.

Woody N. presented the Projected Budget for 2011-2012. The line item of Payroll Expenses was outlined and discussed. **Motion was made to recommend that the Projected Budget which includes hiring a salaried President be adopted by the 2011-2012 Board. Motion adopted unanimously.**

Bylaw Motions presented by the Finance Committee:

A motion was made to amend Bylaws Part A, Article 6—Officers, Section 6. Duties of President:

Add this sentence at the end:

The Executive Committee will provide support and guidance to the President of the Corporation. Motion passed.

A motion was made to amend Part A., Article 4 – Board of Directors, Section 6, Executive Committee:

Add the following sections:

d) The Executive Committee will provide support and guidance to the President of the Corporation.

e) The Executive Committee will meet bi-monthly to conduct its business.

Motion passed

Proposed policy motion: **The Chair and Co-Chair of the Global Convention shall work under the full and final oversight of the WSO Board of Directors. The Board of Directors shall be responsible for ensuring that the content of the Global Convention adheres to CEA-HOW principles, specifically, the 12 Steps, the 12 Traditions, the Seven Tools and the CEA-HOW Concept. Motion passed.**

Proposed policy motion:

An application will be created for Co-Chair service to the Global Convention. The application will be provided to the Convention Chair to solicit a volunteer from the Convention Committee and to the participants of the Global Convention.

Applications will be given to the Board for selection with preference given to

current and past Convention Committee members. Applications will be given to the Board no later than 9 p.m. on the Saturday night of the Global Convention with the announcement given on Sunday morning at the close. Motion passed.

Meeting recessed at 6:10 p.m.

Friday, July 15, 2011

Meeting reconvened at 8:02 a.m. with the Serenity Prayer

A motion was made to amend Part A., Article 4 – Board of Directors, Section 6, Executive Committee as follows:

Section 6: Executive Committee

- a) The Executive Committee shall be composed of a minimum of six individuals: the Chair and Vice Chair of the Board, one other board member elected by the Board of Directors, the President, Treasurer and Secretary of the Corporation. The Board may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:
- 1) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of a two-thirds (2/3) majority vote of the Board of Directors.
 - 2) The filling of vacancies on the Board or any committee which has the authority of the Board.
 - 3) The amendment or repeal of Bylaws or on any committee which has the authority of the Board.
 - 4) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
 - 5) The expenditure of corporate funds to support a nominee for Director
- b) By a majority vote of the Board of Directors, the Board of Directors may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below six (6) the number of members of the Executive Committee, elect Corporate officers to serve on the Executive Committee so long as a majority of the members are Directors, and fill vacancies therein from members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.
- c) The Executive Committee by a majority vote shall appoint the members of all committees of the Board of Directors.

- d) The Executive Committee will provide support and guidance to the President of the Corporation.
- e) The Executive Committee will meet bi-monthly to conduct its business.
- f) The President of the Corporation will be the Chair of the Executive Committee.

Motion passed

Motion: That the minutes of the May 21st meeting were amended as proposed: Old Business, a. Convention Update, 2. The abstinence requirements for the Global Convention Chair and Co-Chair, Workshop Chair, and Speaker Chair shall be as stated in the Sponsor's Guide, 2 years in the CEA-How fellowship and 1 year of abstinence and completion of all 12 Steps. Proposed policy motion amendment: The abstinence requirements for the Workshop Chair and the Speaker Chair of the Global Convention will be the same as the Chair and Co-Chair of the Global Convention. **Motion passed.**

Motion made to approve the Draft minutes of May 21, 2011, subject to editing for punctuation, spelling and grammar. **Motion passed. ACTION ITEM: Irish will go through the minutes for edits and send them to Coletta for posting to the website.**

Meeting adjourned at 8:37 a.m.