

XI.

TRUSTEES

AGENDA

**Joint Meeting of the Conference Committee on Trustees
and**

Trustees' Nominating Committee

Sunday, May 19, 2019 – 5 - 6 p.m.

Room 402

Trustees' Committee Members

Tom A.*
Yolanda F.
Scott H.
Ivan Lemelle⁺
Newton P.
Richard P.**
Ginger R. B.

Conference Committee Members

Panel 68
Shannon C.
Robin G.
Lucien J.*
Jon P.**

Panel 69
John D.
Kris K.
Paul L.
Scott M.
Thomas S.

*chairperson

**alternate and/or vice chairperson

⁺nonalcoholic

- A. Introductions – Tom A., trustees' committee chairperson.
- B. Review Conference committee Composition, Scope and Procedure – Lucien J., Conference committee chairperson.
- C. Review history of Conference committee – Sandra W., secretary.
- D. Report of trustees' committee – Tom A., trustees' committee chairperson.
- E. Discussion of trustees' committee report.
- F. Other subjects.

AGENDA

Conference Committee on Trustees

Monday, May 20, 2019 – 9 a.m. - Noon

Room 402

Chairperson: Lucien J.

Secretary: Sandra W.

Conference Committee Members

Panel 68

Shannon C.

Robin G.

Lucien J.

Jon P.

Panel 69

John D.

Kris K.

Paul L.

Scott M.

Thomas S.

- ◆ Discussion and acceptance of trustees' committee report.
- A. Review resumes of candidates for:
 - 1. Northeast Regional Trustee
 - 2. Southwest Regional Trustee
 - 3. Trustee-at-Large/Canada
- B. Review slates of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.
- C. Review slate of directors of A.A. World Services, Inc.
- D. Review slate of directors of AA Grapevine, Inc.
- E. Review suggested procedure to reorganize the General Service Board.

NOTE: 1989 Conference Advisory Action

Each Conference Committee carefully consider their agenda items and strive to make their recommendations for Advisory Actions to the Conference at the policy level. To be more financially responsible, when a Conference Committee recommendation involves a substantial expenditure of money, an estimate of cost and its impact on the budget be part of that recommendation.

AGENDA

Conference Committee on Trustees
Tuesday, May 21, 2019 – 9 a.m. - Noon
Room 402

- A. Review report of first meeting
- B. Old business
- C. New business
- D. Election of chairperson*

***Election of chairperson**

1. All Panel 69 members are eligible.
2. All committee members vote by written ballot (no verbal nominations).
3. Election by plurality. Second place becomes alternate chairperson.
4. New chairperson serves one year beginning at the close of the Conference.

2019 Conference Committee on Trustees

ITEM A.1: Review resumes of candidates for Northeast Regional Trustee.

Background:

1. Voting Sheet – Northeast Regional Trustee
2. Voting Members – Northeast Regional Trustee
3. Resumes of Candidates – Northeast Regional Trustee (*distributed to Conference Committee on Trustees members only*)

TRUSTEES

Item A.1

Doc. 1

Voting Sheet
NORTHEAST REGIONAL TRUSTEE
 May 2019

Trustees' Nominating Committee:	9
Conference Committee on Trustee:	9
Delegates from Region:	18
TOTAL:	36

2/3 Needed:	24
1/3 of Total:	12
1/5 of Total:	8

Trustee Candidates (Four-Year Term)

<u>Area No.</u>	<u>Area Name</u>	<u>Name of Candidate</u>
11	Connecticut	Patricia M.
12	Delaware	Jonathan R.
13	District of Columbia	<i>[No candidate]</i>
28	Maine	<i>[No candidate]</i>
29	Maryland	Morgan J.
30	Eastern Massachusetts	Francis G.
31	Western Massachusetts	Brian F. O.
43	New Hampshire	Kenneth L.
44	Northern New Jersey	Linda K.
45	Southern New Jersey	Joseph O.
47	Central New York	<i>[No candidate]</i>
48	H/M/B New York	Debra D.
49	Southeastern New York	William C.
50	Western New York	<i>[No candidate]</i>
59	Eastern Pennsylvania	Hugh H.
60	Western Pennsylvania	Yvette N.
61	Rhode Island	John H.
70	Vermont	Jacquelyn P.

Trustees' Nominating Committee (9 votes)

All seven current members of this committee vote, plus two additional trustee voters selected randomly to bring the number of trustee voters up to the nine required for this election.

Conference Committee on Trustees (9 votes)

Nine voters are needed from this committee. Since two committee members will vote as delegates from the Northeast Region, they have been replaced by two delegate voters selected randomly to serve as voters in this election.

Area Delegates (18 votes)

All eighteen delegates from the Northeast Region vote in this election.

Voting Members
NORTHEAST REGIONAL TRUSTEE
May 2019

Area Delegates (18 votes)

All eighteen Delegates from the Northeast Region will vote in this election.

<u>Area No.</u>	<u>Area Name</u>	<u>Name of Delegate</u>
11	Connecticut	John D.
12	Delaware	David C.
13	District of Columbia	Michelle G.
28	Maine	Robin G.
29	Maryland	Don B.
30	Eastern Massachusetts	Jean K.
31	Western Massachusetts	Mike S.
43	New Hampshire	Jim M.
44	Northern New Jersey	Jeff B.
45	Southern New Jersey	Rose S.
47	Central New York	Barb C.
48	H/M/B New York	Don S.
49	Southeastern New York	Jane E.
50	Western New York	Chuck B.
59	Eastern Pennsylvania	Ken D.
60	Western Pennsylvania	Margie S.
61	Rhode Island	Mary K.
70	Vermont	Jan R.

Trustees' Nominating Committee (9 votes)

All seven members of this committee* will vote in this election plus two additional trustee voters to be selected randomly

Tom A.	Rich P.
Yolanda F.	Ginger R. B.
Scott H.	Christine Carpenter**
Ivan L.R. Lemelle*	Cate W.*
Newton P.	

*Serving as additional trustee voters as required for this election.

+ Nonalcoholic

Conference Committee on Trustees (9 votes)

Nine members of this committee** will vote in this election.

Shannon C.
Lucien J.
Jon P.
Kris K.
Paul L.

Scott M.
Thomas S.
Brad A. **
Coleen A. **

**Serving as replacement voters for John D. and Robin G. who will vote as Delegates from the Northeast Region rather than as members of the Conference Committee on Trustees.

2019 Conference Committee on Trustees

ITEM A.2: Review resumes of candidates for Southwest Regional Trustee.

Background:

1. Voting Sheet – Southwest Regional Trustee
2. Voting Members – Southwest Regional Trustee
3. Resumes of Candidates – Southwest Regional Trustee (*distributed to Conference Committee on Trustees members only*)

Voting Sheet
SOUTHWEST REGIONAL TRUSTEE
May 2019

Trustees' Nominating Committee:	5
Conference Committee on Trustee:	6
Delegates from Region:	11
TOTAL:	22

2/3 Needed:	15
1/3 of Total:	8
1/5 of Total:	5

Trustee Candidates (Four-Year Term)

<u>Area No.</u>	<u>Area Name</u>	<u>Name of Candidate</u>
04	Arkansas	Peter R.
10	Colorado	Judith L.
25	Kansas	Michael R.
38	Eastern Missouri	Laura V.
39	Western Missouri	John A.
46	New Mexico	Lori P.
57	Oklahoma	Alan H.
65	Northeast Texas	James D.
66	Northwest Texas	David H.
67	Southeast Texas	Deborah D.
68	Southwest Texas	James H.

Trustees' Nominating Committee (5 votes)

Five members of this committee to be randomly drawn as voters at time of election.

Conference Committee on Trustees (6 votes)

Six members of this committee to be randomly drawn as voters at time of election.

Area Delegates (11 votes)

All eleven delegates from the Southwest Region vote in this election.

Voting Members
SOUTHWEST REGIONAL TRUSTEE
May 2019

Area Delegates (11 votes)

All eleven Delegates from the Southwest Region will vote in this election.

<u>Area No.</u>	<u>Area Name</u>	<u>Name of Delegate</u>
04	Arkansas	Brad M.
10	Colorado	Scott M.
25	Kansas	Dave R.
38	Eastern Missouri	Gene M.
39	Western Missouri	Jenny D.
46	New Mexico	Teresa J.
57	Oklahoma	Steve S.
65	Northeast Texas	Tina P.
66	Northwest Texas	Alicia H.
67	Southeast Texas	Troy B. D.
68	Southwest Texas	Jonathan S.

Trustees' Nominating Committee (5 votes)

Five members of this committee will be randomly selected to vote in this election.

Tom A.	Newton P.
Yolanda F.	Rich P.
Scott H.	Ginger R. B.
Ivan L.R. Lemelle ⁺	

⁺ nonalcoholic

Conference Committee on Trustees (6 votes)

Six members of this committee** will be randomly selected to vote in this election.

Shannon C.	John D.
Robin G.	Kris K.
Lucien J.	Paul L.
Jon P.	Thomas S.

**Scott M. will vote as a Delegate from the Southwest Region rather than as a member of the Conference Committee on Trustees.

2019 Conference Committee on Trustees

ITEM A.3: Review resumes of candidates for Trustee-at-Large/Canada.

Background:

1. Voting Sheet – Trustee-at-Large/Canada
2. Voting Members – Trustee-at-Large/Canada
3. Resumes of Candidates – Trustee-at-Large/Canada (*distributed to Conference Committee on Trustees members only*)

Voting Sheet
TRUSTEE-AT-LARGE/CANADA
May 2019

Votes

Trustees' Nominating Committee:	7
Delegates from Region:	14
TOTAL:	21

2/3 Needed:	18
1/3 of Total:	9
1/5 of Total:	6

Trustee-at-Large/Canada Candidates (Four-Year Term)

(Below section to be completed following Canada regional caucusing sessions to be held during the 69th General Service Conference)

<u>Region Name</u>	<u>Name of Candidate</u>
Eastern Canada	_____

Western Canada	_____

Trustees' Nominating Committee (7 votes)

All seven current members of this committee will vote in this election.

Area Delegates (14 votes)

All fourteen delegates from the Eastern and Western Canada Regions will vote in this election.

Voting Members
TRUSTEE-AT-LARGE/CANADA
May 2019

Area Delegates (14 votes)

All fourteen Delegates from Canada will vote in this election.

<u>Area No.</u>	<u>Area Name</u>	<u>Name of Delegate</u>
78	Alberta/NW Territories	Becky P.
79	British Columbia/Yukon	Gail P.
80	Manitoba	Noni M.
81	New Brunswick/P.E.I.	Earl C.
82	Nova Scotia/Nfld./Lab.	Kirk S.
83	Eastern Ontario	Rob M.
84	North East Ontario	Colleen H.
85	North West Ontario	Lorraine P.
86	Western Ontario	Dale S.
87	Southwest Quebec	Lucien J.
88	Southeast Quebec	Serge V.
89	Northeast Quebec	Alain G.
90	Northwest Quebec	Eric P.
91	Saskatchewan	Ray M.

Trustees' Nominating Committee (7 votes)

All seven current members of this committee will vote in this election:

Tom A.	Newton P.
Yolanda F.	Rich P.
Scott H.	Ginger R. B.
Ivan L.R. Lemelle ⁺	

⁺nonalcoholic

2019 Conference Committee on Trustees

ITEM B: Review slates of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.

Background:

1. Slates of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.
2. Resume of Class A Trustee, Sr. Judith Ann Karam, CSA, FACHE (*distributed to Conference Committee on Trustees members only*)
3. Resume of Class A Trustee, Al J. Mooney, M.D., FAAFP, FASAM (*distributed to Conference Committee on Trustees members only*)

2019 Conference Committee on Trustees

Slate of trustees and officers of the General Service Board of Alcoholics Anonymous, Inc.

Background Notes:

Excerpt from minutes of January 26, 2019 meeting on the trustees' Committee on Nominating:

The committee reviewed and recommended to the General Service Board (G.S.B.) the following slate of trustees for election at the annual meeting of the members of the General Service Board in May 2019, following presentation at the 2019 General Service Conference for disapproval, if any:

Class A Trustees

Leslie S. Backus
Hon. Christine Carpenter
Michele Grinberg, J.D.
Sister Judith Ann Karam, CSA, FACHE
Peter Luongo, Ph.D., LCSW-C
Nancy McCarthy
Al J. Mooney, M.D., FAAFP, FASAM

Class B Trustees (See "Note" below)

Thomas A.
Cathy B.
Carole B.
Beau B.
Mark E.
Kathi F.
Jan L.
David N.
Newton P.
Ginger R. B.
Cate W.
Northeast Regional Trustee-elect
Southwest Regional Trustee-elect
Trustee-at-Large/Canada-elect

[Northeast and Southwest Regional Trustees, and Trustee-at-Large Canada to be selected during May 2019 Conference]

The committee reviewed and recommended to the General Service Board the following slate of officers of the General Service Board for election at the Second Quarterly Meeting of the General Service Board in May 2019, following presentation at the 2019 General Service Conference for disapproval, if any:

Chairperson	Michele Grinberg, J.D.
First Vice-Chairperson	Nancy McCarthy
Second Vice-Chairperson	Newton P.
Treasurer	Leslie S. Backus
Secretary	Ginger R. B.
Assistant Treasurer	Robert Slotterback*
Assistant Secretary	Mary C.*

*G.S.O. employees

2019 Conference Committee on Trustees

ITEM C: Review slate of Directors of A.A. World Services, Inc.

Background:

1. Slate of Directors of A.A. World Services, Inc.

2019 Conference Committee on Trustees

Slate of Directors of A.A. World Service, Inc.

Background Notes:

Excerpt from minutes of January 26, 2019 meeting on the trustees' Committee on Nominating:

The committee reviewed and recommended to the General Service Board the following slate of Directors of A.A. World Services, Inc. for election in May 2019, following presentation at the 2019 General Service Conference for disapproval, if any:

Beau B.
Cathy B.
Mary C.*
Deborah K.
Jan L.

Homer M.
David N.
Greg T.*
Carolyn W.

*G.S.O. employees

2019 Conference Committee on Trustees

ITEM D: Review slate of Directors of AA Grapevine, Inc.

Background:

1. Slate of Directors of AA Grapevine, Inc.
2. Resume of AA Grapevine Publisher Albin Z. (*distributed to Conference Committee on Trustees members only*)

2019 Conference Committee on Trustees

Slate of Directors of AA Grapevine, Inc.

Background Notes:

Excerpt from minutes of January 26, 2019 meeting on the trustees' Committee on Nominating:

The committee reviewed and recommended to the General Service Board the following slate of Directors of AA Grapevine, Inc. for election in May 2019, following presentation at the 2019 General Service Conference for disapproval, if any:

Carole B.
Josh E.
Mark E.
Ino F.
Kathi F.

Tommi H.
Nancy M.
Ginger R. B.
Albin Z.*

*AA Grapevine employee

2019 Conference Committee on Trustees

ITEM E: Review suggested procedure to reorganize the General Service Board.

Background notes:

From the minutes of the January 26, 2019 meeting of the trustees' Committee on Nominating:

The committee agreed to forward the draft procedures for a partial or complete reorganization of the General Service Board to the 2019 Conference Committee on Trustees. Additionally, the committee requested that the General Manager prepare a memorandum summarizing pertinent information forwarded by legal counsel to accompany the draft procedures.

Additional Committee Consideration from the 2018 Conference Committee on Trustees:

The committee reviewed a proposal to reorganize the A.A.W.S. and General Service Boards and took no action. The committee noted that although a reorganization was not considered necessary at this time, the committee requested that the trustees' Committee on Nominating develop procedures for a partial or complete reorganization of the General Service Board, the A.A.W.S. Board or AA Grapevine Board and that a report be brought back to the 2019 Conference Committee on Trustees, including all possible options.

Background:

1. Cover memorandum from G.S.O. General Manager
2. "Suggested Procedure to Reorganize the General Service Board"

February 11, 2019

To: 2019 Conference Committee on Trustees
From: Greg T., General Manager
Re: Suggested Procedure to Reorganize the General Service Board and the boards of A.A. World Services, Inc. and AA Grapevine, Inc.

This is not a privileged communication.

Our general counsel reviewed the trustees' suggested procedure to reorganize the General Service Board and the boards of A.A. World Services, Inc. and AA Grapevine, Inc. (Item E 2)

Please note that if there are to be any substantive amendments to the proposed procedure (or even minor tweaks) made when it is accepted by whatever committee or body, it is suggested that it be given a further legal vetting, of course.

Responses to additional specific questions posed to our general counsel in this regard are noted below:

Do we need to have 21 trustees at the close of the AGM after Conference? We ask this mostly in considering the fairness of electing Class A trustees onto this Interim Board?

Response: Do not have to have exactly 21 trustees at close of AGM; there can be fewer – not a specific number. E.g., if there are a few vacancies, 2 or 3, no problem. If it is a case of more vacancies than that, it would need to be examined. On the issue of fourteen (14) “new” Class Bs electing seven (7) “new” Class As, as provided in the proposed procedures document, that is OK. The problem might arise if there are only 3 or 4 Class As elected (for whatever reason) ... so the new board must be prepared to move to fill vacancies in either role such as may exist or arise after the AGM.

Would the Bylaws need to be amended to allow other types (other than Regional) to stand for election after their rotation as First Rotating Trustees and Second Rotating Trustees and Directors as contemplated in the procedure (I think this would be an amendment to be addressed in future should the need arise)?

Response: As noted in the parenthetical statement above and Note 6 of the proposed procedure: Any such amendment would need to be handled in the usual manner, probably better to anticipate the need in the near future, amend as necessary. If the proposed procedure is to be adopted, it should be noted that bylaws may need to be amended in this or that way and the board should move to do so (with "A.A. speed").

What is counsel's view of the language in Article 4 of the Charter (considering the essay in Concept IV)?

Response: Counsel did review the current bylaws and Conference Charter and Concept IV essay. The documentation supports the following reading: That, in good faith, it would be proper for the trustees not to participate in the vote to reorganize the board, i.e., to recuse themselves. There still must be a vote of three-fourths of the Conference membership, i.e., three-fourths of all registered Conference members minus the recused members, to reorganize. Once the participating voting members of the Conference have voted by three-fourths to reorganize, then the Conference body as a whole (all members participating) under regular order may nominate new trustees, then the current board officially elects the new Class B trustees as its successor membership, followed by election of Class A trustees, etc., following the further steps as outlined in the proposed procedure.

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**SUGGESTED PROCEDURE TO REORGANIZE THE GENERAL SERVICE BOARD
AND THE BOARDS OF A.A.W.S., INC. AND AA GRAPEVINE, INC.**

Whereas:

A. Article 4 of the Conference Charter provides, in part:

"It will be further understood, regardless of the legal prerogatives of the General Service Board, as a matter of tradition, that a three-quarters vote of all Conference members may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential.

"Under such a proceeding, the Conference may request resignations, may nominate new trustees, and may make all other necessary arrangements regardless of the legal prerogatives of the General Service Board. The Conference recognizes the principles contained within the Twelve Concepts, particularly the Right of Participation, and the Rights of Petition and Appeal reflected in Concepts IV and V. In keeping with these principles, the Conference may agree to hear Concept V Appeals brought by members of the Conference structure below the Conference level on the inverted triangle."

B. The essay in Concept III provides, in part:

"There will always be plenty of ultimate authority to correct inefficiency, ineffectiveness, or abuse. If the Conference does not function well, the groups can send in better Delegates. If the Trustees get badly out of line, the Conference can censure them, or even reorganize them. If the Headquarters' services go sour, the Trustees can elect better directors and hire better help. These remedies are ample and direct. But for so long as our world services function reasonably well – and there should always be charity for occasional mistakes – then 'trust' must be our watchword, otherwise we shall wind up leaderless."

C. The essay in Concept X provides, in part:

"Therefore it becomes clear that ultimate authority is something which cannot be used indiscriminately. Indeed, ultimate authority should practically never be used in full, *except in an emergency*. That *emergency* usually arises when delegated authority has gone wrong, when it must be reorganized because it is ineffective, or because it constantly exceeds its defined scope and purpose. For example, if the groups are dissatisfied with the Conference, they can elect better Delegates or withhold funds. If the Delegates must, they can censure or reorganize the Trustees. The Trustees can do the same with the service corporations. If a corporation does not approve of the operations of its executives or staff, any or all of them can be fired."

And later provides:

"Consider next the position of the Trustees. In previous articles we have made it clear that although the Conference has the ultimate authority, the Trustees at most times must insist on their legal right to actively administer our service affairs. Their legal right has been further strengthened and its use encouraged by the traditional 'Right of Decision.' In these articles we also recognize that the Trustees have a legal right of 'veto' over the Conference when, in rare cases, they feel this should be used. By these means we have guaranteed the Trustees an administrative authority equal to their actual responsibility. This has of course been done without denying in any way the ultimate authority of the Conference, or of the Delegates, should it be really necessary to give the Trustees directives or censures, or to reorganize the Board. It should also be noticed that the position of the Trustees is still further strengthened by their 'voting participation' in the Conference and by the recognition that they are A.A.'s primary world service administrators."

And later further provides:

"To sum up: Let us always be sure that there is an abundance of final or ultimate authority to correct or to reorganize; but let us be equally sure that all of our trusted servants have a clearly defined and adequate authority to do their daily work and to discharge their clear responsibilities."

D. The essay in Concept IV provides, in part:

"Hence we ought to be wary of any future tendency to deny either our Trustees or our service people their Conference votes, except in special situations that involve past performances, job qualifications or money compensation, or in case of a sweeping reorganization of the General Service Board itself, occasioned by malfunction of the Board. However, this should never be construed as a bar to Trustee vote on structural changes."

While determining the qualification for voting on a motion regarding reorganization would always be a matter for the Conference body, all Conference members would be voting members in any election of new trustees and directors. (See End Note 1)

E. The law of the State of New York has no definition of the term "restructuring" in relation to a board and outlines no process for how to undertake a reorganization.

F. Beyond the above statement in Article 4 of the Conference Charter, A.A. literature does not describe or provide a process for the reorganization of the boards.

G. There are no defined steps or historical precedent in A.A. to guide any actions after asking for resignations.

H. New York State law requires in all instances that an incorporated not-for-profit organization have a board of directors in place.

I. While there are myriad approaches to electing a replacement board, assuming it would be in the best interests of A.A. to have a board consisting of at least some individuals with a full understanding of A.A. principles, the following process may be the most effective to elect an interim board (the "Interim Board"):

1. Preliminary Matters

- (a) If a three-quarter vote of all of the Conference members is passed, to bring about the reorganization of the General Service Board, the A.A.W.S., Inc. Board and The AA Grapevine, Inc. Board, the current Trustees (the "Existing Trustees") of The General Service Board of Alcoholics Anonymous, Inc. (the "General Service Board") will remain as Trustees and members of the General Service Board until the Interim Board is elected at the Annual General Meeting of the General Service Board immediately following the Conference. The current directors of the A.A.W.S., Inc. Board and the AA Grapevine, Inc. Board shall remain as directors until the Annual General Meetings of the members of A.A.W.S., Inc. and AA Grapevine, Inc., respectively, when the interim board of each corporation is elected. The Interim Board and the interim boards of A.A.W.S., Inc. and AA Grapevine, Inc. will be constituted by the process outlined as follows.
- (b) Upon the passing of the vote of Conference members referred to in sub-paragraph (a) above, the staff member on the Nomination assignment will contact all potential Class A trustee candidates whose resumes are on file with the General Service Board in the file known as "Prospective Class A trustees" to determine if such potential candidates are willing to stand for selection as Class A trustees. Those potential candidates who are willing to stand for selection shall be placed on a list to be considered for election at the Annual General Meeting of the General Service Board immediately following the Conference.
- (c) If no potential Class A candidates are prepared to stand for election as Class A trustees, or the number of potential Class A candidates is less than seven, each Region shall caucus to select two Class A trustee nominees, whose resumes shall be forwarded to the Existing Trustees prior to the end of the Conference. Such resumes shall be presented to the New Class B Trustees (as hereinafter defined) at the Annual General Meeting of the General Service Board immediately following the Conference.

2. Selection of Class B Trustees

- (a) The Conference shall hold elections for eight regional trustees in the following order:
 - (a) Eastern Canada Region;
 - (b) East Central Region;
 - (c) North East Region;
 - (d) Pacific Region;
 - (e) Western Canada Region;
 - (f) West Central Region;
 - (g) South East Region;
 - (h) South West Region.
- (b) The delegate of each Area in each Region shall provide the Chair with the name and resume of its nominee for Regional Trustee in writing. Elections shall be conducted by the Chair following a Third Legacy Election Procedure in accordance with the established voting procedures for the election of Regional trustees.
- (c) Prior to the election of each Class B trustee, the trustees' Nominating Committee shall caucus with the Conference Committee on Trustees to determine the eligibility of each candidate. (See End Note 8)
- (d) Each Region in the U.S. shall caucus to determine a nominee for Trustee-at-Large, U.S. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.
- (e) Each Region in Canada shall caucus to determine two Trustee nominee candidates for Trustee-at-Large, Canada. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.

- (f) An election shall be held first for Trustee-at-Large, U.S. and then Trustee-at-Large, Canada. Elections shall be conducted by the Chair following a Third Legacy Procedure in accordance with the established voting procedures for the election of Trustee-at-Large, U.S. and Trustee-at-Large, Canada, respectively.
- (g) One General Service Trustee to serve on the Alcoholics Anonymous World Services, Inc. ("A.A.W.S., Inc.") Board shall be elected from nominees from Regions in the U.S. One General Service Trustee to serve on the A.A.W.S., Inc. Board shall be elected from nominees from Regions in Canada.
- (h) Each Region in the U.S. shall caucus to determine a nominee for General Service Trustee to serve on the A.A.W.S., Inc. Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.
- (i) An election shall be held for a General Service Trustee for the A.A.W.S., Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S.
- (j) Each Region in Canada shall caucus to determine two nominee candidates for General Service Trustee to serve on the A.A.W.S., Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.
- (k) An election shall be held for a General Service Trustee for the A.A.W.S., Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.
- (l) One General Service Trustee to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in the U.S. One General Service Trustee to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in Canada.

- (m) Each Region in the U.S. shall caucus to determine a nominee for one General Service Trustee to serve on the Alcoholics Anonymous Grapevine, Inc. ("AA Grapevine, Inc.") Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.
- (n) An election shall be held for a General Service Trustee for the AA Grapevine, Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S.
- (o) Each Region in Canada shall caucus to determine two nominee candidates for one General Service Trustee to serve on the AA Grapevine, Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.
- (p) An election shall be held for a General Service Trustee for the AA Grapevine, Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.
- (q) Two Nontrustee Directors to serve on the A.A.W.S., Inc. Board shall be elected from nominees from Regions in the U.S. One Nontrustee Director to serve on the A.A.W.S., Inc. Board shall be elected from nominees from Regions in Canada.
- (r) Each Region in the U.S. shall caucus to determine a nominee for Nontrustee Director to serve on the A.A.W.S., Inc. Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.

- (s) An election shall be held for one Nontrustee Director to serve on the A.A.W.S., Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S. A second election shall be held from the remaining candidates to elect a second Nontrustee Director to serve on the A.A.W.S., Inc. Board.
- (t) Each Region in Canada shall caucus to determine two nominee candidates for Nontrustee Director to serve on the A.A.W.S., Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.
- (u) An election shall be held for election of a Nontrustee Director for the A.A.W.S., Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.
- (v) Two Nontrustee Directors to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in the U.S. One Nontrustee Director to serve on the AA Grapevine, Inc. Board shall be elected from nominees from Regions in Canada.
- (w) Each Region in the U.S. shall caucus to determine a nominee for Nontrustee Director to serve on the A. Grapevine, Inc. Board. The process for determining such nominee shall be agreed by the Area delegates in such Region. The name and resume of such Regional nominee shall be provided to the Chair.
- (x) An election shall be held for one Nontrustee Director to serve on the AA Grapevine, Inc. Board from the U.S. using the same election procedures as for the election of a Trustee-at-Large, U.S. A second election shall be held from the remaining candidates to elect a second Nontrustee Director to serve on the AA Grapevine, Inc. Board.

- (y) Each Region in Canada shall caucus to determine two nominee candidates for Nontrustee Director to serve on the AA Grapevine, Inc. Board. The process for determining such nominees shall be agreed by the Area delegates in such Region. The names and resumes of such Regional nominees shall be provided to the Chair.
- (z) An election shall be held for election of a Nontrustee Director to serve on the AA Grapevine, Inc. Board from Canada using the same election procedures as for the election of a Trustee-at-Large, Canada.

The Trustees elected by the Conference pursuant to the above process are hereinafter called the "New Class B Trustees." (See End Note 2)

3. Election of Members of the Interim General Service Board, A.A.W.S., Inc. Board and A. Grapevine, Inc. Board.
 - (a) On the morning immediately following the close of the Conference, the Existing Trustees shall convene the Annual General Meeting of the General Service Board. The Existing Trustees will elect the New Class B Trustees as trustees of the General Service Board. The Existing Trustees shall then resign as trustees of the General Service Board, which shall cause the Existing Trustees to cease to be members of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc.
 - (b) The New Class B Trustees, acting as members of the General Service Board shall elect seven Class A Trustees from the list of potential candidates. The Annual General Meeting of the General Service Board shall be temporarily adjourned. (See End Note 8)
 - (c) The New Class B Trustees, acting as members of A.A.W.S., Inc., shall convene the Annual General Meeting of the Members of A.A.W.S., Inc. and elect the following persons as directors of A.A.W.S., Inc.:
 - (i) the General Service Trustees selected by the Conference pursuant to paragraphs 12(i) and 12(k) above;

(ii) the Nontrustee Directors selected by the Conference pursuant to paragraphs I2(s) and I2(u) above;

(iii) two Class B Regional Trustees selected by lot;

(iv) two other persons as determined by the New Class B Trustees. (See End Note 3)

When the balance of the business required to be conducted at the Annual General Meeting is concluded, the Annual General Meeting of the Members of A.A.W.S., Inc. shall be adjourned.

(d) A meeting of the directors of A.A.W.S., Inc. will be convened. The directors of A.A.W.S., Inc. shall elect a Chair, Vice-Chair, President, Vice-President, Secretary, Treasurer and Assistant-Treasurer in accordance with the Bylaws of A.A.W.S., Inc. (See End Note 3)

(e) The New Class B Trustees, acting as members of AA Grapevine, Inc., shall convene the Annual General Meeting of the Members of AA Grapevine, Inc. and elect the following persons as directors of AA Grapevine, Inc.:

(i) the General Service Trustees selected by the Conference pursuant to paragraphs I2(n) and I2(p) above;

(ii) the Nontrustee Directors selected by the Conference pursuant to paragraphs I2(v) and I2(x) above;

(iii) two Class B Regional Trustees selected by lot;

(iv) one Class A Trustee selected by lot;

(v) one other person as determined by the New Class B Trustees. (See End Note 4)

When the balance of the business required to be conducted at the Annual General Meeting is concluded, the Annual General Meeting of the Members of AA Grapevine, Inc. will be adjourned.

- (f) A meeting of the directors of AA Grapevine, Inc. shall be convened. The directors of AA Grapevine, Inc. shall elect a Chair, Vice-Chair, President, Vice-President, Treasurer, Assistant-Treasurer, and Secretary in accordance with the Bylaws of AA Grapevine, Inc. (See End Note 4)
 - (g) The Annual General Meeting of the Members of the General Service Board shall be reconvened and the New Class B Trustees shall elect a Chair, First Vice-Chair, Second Vice-Chair, Secretary and Treasurer in accordance with the Bylaws of the General Service Board.
4. Rotation and Election of Regular Board
- (a) The Conference will determine the timing of any subsequent meeting of the delegates to the General Service Conference to elect the trustees of the General Service Board to replace the Interim Board or to confirm the rotation of the trustees of the Interim Board, but the course set out in subparagraphs (b) through (f) below is one option for consideration;
 - (b) At the Conference next following the reorganization of the Board, the Pacific Regional Trustee and Eastern Canada Regional Trustee shall rotate and an election shall be held for Pacific Regional Trustee and Eastern Canada Regional Trustee (the "First Rotating Trustees"). Each of the First Rotating Trustees shall be eligible for election to a full four-year term.
 - (c) At the second Conference following a reorganization, the following trustees will rotate:
 - (i) North East Regional Trustee;
 - (ii) South West Regional Trustee;
 - (iii) Trustee-at-Large, Canada;
 - (iv) one A.A.W.S., Inc. General Service Trustee (see End Note 5);
 - (v) one AA Grapevine, Inc. General Service Trustee (see End Note 5);
 - (vi) two Class A Trustees (see End Note 5);In addition:
 - (vii) two Nontrustee Directors for A.A.W.S. Inc.,
 - (viii) two Nontrustee Directors for AA Grapevine, Inc.

(collectively referred to as the "Second Rotating Trustees and Directors") and an election shall be held for each of the foregoing positions. Each of the Second Rotating Trustees and Directors shall be eligible for re-election for a full four-year term. (See End Note 6 and End Note 7)

(d) At the third Conference following reorganization of the Board, the Western Canada Regional Trustee and West Central Regional Trustee (the "Third Rotating Trustees") shall rotate and an election shall be held for Western Canada Regional Trustee and West Central Regional Trustee. The Third Rotating Regional Trustees shall not be eligible to stand for re-election for any term.

(e) At the fourth Conference after a reorganization of the Board, the following trustees shall rotate:

- (i) South East Regional Trustee;
- (ii) East Central Regional Trustee;
- (iii) one General Service Trustee on A.A.W.S., Inc.;
- (iv) one General Service Trustee on AA Grapevine, Inc.;
- (v) Trustee-at-Large, U.S.; and
- (vi) three Class A Trustees,
(collectively referred to as the "Fourth Rotating Trustees")

In addition:

- (vii) one Nontrustee Director from A.A.W.S., Inc. and one Nontrustee Director from AA Grapevine, Inc. (hereinafter referred to as the "Fourth Rotating Directors").

An election shall be held for each of the foregoing positions (see End Note 5). None of the Fourth Rotating Trustees shall be eligible for re-election. The Fourth Rotating Directors shall be eligible for election as General Service Trustees. (See End Note 7)

(f) At the Sixth Conference following a reorganization of the Board, the final two Class A Trustees elected at the Annual General Meeting of the General Service Board immediately following the reorganization will rotate and an election shall be held for two Class A Trustees. (See End Note 7)

END NOTES

1. Note that contrary to the portion of the essay in Concept IV referred to, Article 4 of the current Conference Charter as partly set out in Section A contemplates “that a three-quarters vote of **all** Conference members may bring about a reorganization of the General Service Board and the directors and staff members of its corporate services, if or when such reorganization is deemed essential” (emphasis added).
2. The process outlined in Paragraphs I2 above speaks to election of Trustees and Directors. This is not the actual election. The election of Trustees actually occurs at the Annual General Meetings of each corporation as contemplated in Paragraph I3.
3. The General Manager of the General Service Office normally serves as a director of A.A.W.S., Inc. and, by custom, as its President. The staff person serving as Staff Coordinator normally serves as a director of A.A.W.S., Inc. and, by custom, as its Secretary. Care should be taken with any employee of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. in changing duties and responsibilities as such changes may have legal and financial consequences. Legal advice should be sought.
4. The Chief Executive of AA Grapevine, Inc. normally serves as a director of AA Grapevine, Inc. and, by custom, as its President. Care should be taken with any employee of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. in changing duties and responsibilities, as such changes may have legal and financial consequences. Legal advice should be sought.
5. It is suggested that at the Annual General Meetings of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. immediately following a reorganization, lots be drawn among Class A Trustees, General Service Trustees and Nontrustee Directors to determine order of rotation.

6. The Trustee Vacancy provisions of the Bylaws of the General Service Board contemplate a Regional Trustee being eligible to serve a full four-year term after serving one or two years in filling a vacancy. They do not speak to a Trustee-at-Large, General Service Trustees or Nontrustee Directors. However, the same spiritual principles apply. The Bylaws of the General Service Board, A.A.W.S., Inc. and AA Grapevine, Inc. may need to be amended to expressly allow this process. Legal advice should be sought.
7. Selection and Election of General Service Trustees, Class A Trustees and Nontrustee Directors should occur following current practices.

Prior to election as a trustee of the General Service Board, any prospective trustee must execute an appropriate instrument addressed to the General Service Board stating that such person agrees to comply with and be bound by all of the terms and provisions of the Bylaws of the General Service Board.

8. The foregoing procedures are adaptable for a partial reorganization or a reorganization of either or both corporate boards.