

III. WSO BOARD OF TRUSTEES

A. General

The number of individuals seated on the ACA WSO Board shall not exceed 20 at any one time.

Such individuals, hereinafter referred to as Trustees, shall be members of the ACA fellowship who express a profound faith in the ACA recovery program.

Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation. (Bylaw IV.4)

Trustees shall have all the powers provided for in the bylaws and which are normally vested in the "Board of Directors" under the laws of the State of California. They may, by general resolution, delegate to committees or to officers of the ACA WSO such powers as they deem appropriate in the service of the purposes to which the Board is dedicated.

B. Responsibilities

The general responsibilities of the Trustees are to:

1. Exercise the powers vested in them by the laws of the State of California, in a manner consonant with the faith that permeates and guides the fellowship of ACA, inspired by the Twelve Steps of ACA, in accordance with the Twelve Traditions and Twelve Concepts of ACA, and in keeping with the directives of the ACA Annual Business Conference (ABC).
2. Contribute substantial time in order to perform the service required. This is further explained in the "Qualifications for Board Membership" section below.
3. Perform any and all responsibilities and duties imposed on them collectively or individually by law, the Articles of Incorporation, and/or the Bylaws.
4. Appoint and remove, employ and discharge, and except as otherwise provided in the bylaws, prescribe the duties and fix the compensation, if any, for agents and employees of the corporation.
5. Oversee all agents and senior level employees of the corporation to ensure that their duties are performed according to their assigned responsibilities.
6. Be responsible for advising the ACA fellowship with respect to the areas they represent, especially as it pertains to matters of policy.
7. Serve actively on at least one committee of the Board.
8. Read and be familiar with the content of this document (OPPM) and, until they become

incorporated into the whole, be aware of any policy motions that are passed by the Board that impact this document.

C. Compensation

Per the ACA WSO Conflict of Interest Policy that all Trustees are required to sign, (see Appendix VIII) Trustees may not be compensated for rendering services to the corporation as a trustee,

Trustees shall, however, be paid reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties.

D. ACA WSO Property

Trustees entrusted with any property of WSO, whether tangible or intangible, including but not limited to addresses, books, funds, keys, literature, meeting information, names, telephone lists, computer and other equipment and other information or property of the ACA WSO fellowship, shall provide exemplary care and utilization of such items during their period of service and shall protect these things from loss, mutilation, or use outside the service of ACA Twelve Step Groups or their individual members.

No person shall interpret ACA WSO material or property entrusted to his or her care as their personal or private property.

Within two weeks after the end of their Board tenure or tenure in a specific role within the organization, Trustees shall return all such property to the Board Secretary, or to the next individual filling that role. In the case of any additions being made to Board property that incurs financial costs, prior approval is necessary and receipts must be provided for reimbursement. (Motion 2019_1214)

Additionally, upon notification by the Board at any other time and for cause, a Trustee may be asked to return WSO property. This may be done by registered or certified mail, or during an in-person or teleconferenced meeting of the Board at which a quorum is present. Such property shall be promptly returned (within 10 business days) to ACA WSO by turning it over to a designated member of the Board or if requested, ensuring delivery to the ACA WSO office.

E. Correspondence

To ensure that necessary records and documents, paper or electronic, are adequately protected and maintained as determined by the Board and in keeping with the laws of the State of California, the issue of correspondence will follow the guidelines of the ACA WSO Document Retention Policy (See Section (to be added)).

Trustees, when answering mail for the Board, may not speak for ACA, ACA WSO, or the Board unless directed to do so by the Board, unless it is designated to be their responsibility by virtue of their office. Trustees may, however, share their personal knowledge and recovery as long as it is made clear that it is their personal experience. This is appropriate whether the communication is by email or an online forum that may be set up for both Board and Fellowship participation, such as www.acawso.Slack.com, which is in use as of this writing.

Trustees who receive and answer correspondence from the fellowship should do so using a WSO email account or an email account that can be surrendered to WSO when requested. For paper correspondence, the original correspondence and a copy of the reply should be forwarded to the office for filing.

Any correspondence generated or intended for distribution beyond the workings of the Board must be reviewed by the Board for purpose of policy, procedure and Tradition consistency.

F. Term of Service

A single term of service of a Trustee shall be two (2) years. Trustees are eligible to serve a - maximum of three (3) terms of service.

Starting January 1, 2019, all new Trustees will commence their terms of service on the day they are installed on the Board, whether that is at the ABC or sometime mid-year. For example, if a Trustee is installed on February 1, 2019, their two-year term will end on January 31, 2021. If they remain on the Board for their full three terms, their service as a Trustee will end on January 31, 2025. However, if a Trustee's term of service starts at the ABC, their official start time will be the end of Day 2, thus making the end of their term the end of Day 2 of the ABC two years hence.

Regional Trustees are required to commit to a minimum of one two-year term of service, in the interest of continuity.

G. Vacation, Leave of Absence, and Self-Care

Self-care is an important part of ACA, and all Trustees should honor their need for rest, renewal, and personal recovery. This should include time off for all Trustees.

Because time off for any individual Trustee affects others, all Trustees should communicate any planned absences to the greatest extent possible. The Board recognizes that in some circumstances, such as a sudden medical emergency, a Trustee may not be able to communicate with the Board.

Trustees are expected to attend the Annual Business Conference (ABC). Any leave or vacation that conflicts with the ABC must be approved in advance by the Board. The Board, in turn, will strive to honor bona fide emergencies and grant leave when needed, even during the ABC.

1. Vacation

- a) Trustees should generally plan to take up to four weeks of vacation from Board work annually. Vacations are defined as a temporary but substantial withdrawal from normal Board activity.
- b) Trustees should be protective of their vacation and rest time, but they may choose to periodically monitor Slack channels and engage in light Board tasks and communication. Except in emergencies, Trustees are not expected to attend Board- or committee-related meetings while on vacation.
- c) If a vacation requires a Trustee to miss a Working Session, monthly teleconference, strategic planning session, or other significant Board event, they will give the Board as much advance notice as possible.

2. Leave of Absence

- a) Leave is defined as a temporary separation from the Board.
- b) Where possible, leave plans should be submitted to the Board in writing, and include a beginning and ending date. Those seeking leave are encouraged to give at least a general reason for their request, while respecting the Trustee's need for privacy about specifics.
- c) A Trustee may declare a leave of up to six weeks at one time without Board approval. Additional leave must be requested in writing and approved in advance by a Board vote.
- d) Trustees may take leave more than once. In any given year, maximum allowed leave is 12 weeks, unless the Board approves additional leave time. A maximum of six months' total leave may be granted to a Trustee over multiple years, unless the Board grants additional leave time.
- e) Trustees taking leave should, if possible, make themselves available on a limited basis for up to a week to make sure that all necessary handoffs of duties are completed smoothly. This should include providing the Board (as much as possible) with a list of committees and other projects that the Trustee is currently working on.
- f) Once all major handoffs are complete, a Trustee on leave should be removed from Slack channels accessed only by Trustees.
- g) If a Board officer takes leave, the officer's position is considered vacated for the duration of the leave. In the event of a Board officer's leave or vacation, the Board may choose to appoint an interim officer to perform duties normally assigned to the officer.

3. Self-Care

In all aspects of this policy, the prevailing value should be individual and group self-care. Trustees should be open to reasonable accommodations to support other Trustees taking leave or vacation, while setting appropriate limits if essential board functions are compromised. Likewise, Trustees taking leave or vacation may be adding to the workload of fellow Trustees and should manage and communicate about a pending absence in ways that reduces any burden to others.

H. Commitment to Service

All members of the Board shall agree to comply with, and be bound by, all terms and provisions of the ACA WSO bylaws as well as the policies and procedures as set forth in this document. As a condition of service, and prior to their election to the Board, potential Trustees shall sign the ACA WSO Suggested Commitment to Service. A copy of this document may either be obtained from the Board Secretary or downloaded from the WSO website. It is also shown on pages 601 and 602 in our fellowship text (BRB).

If a Board candidate is unwilling to sign this document, they must send a statement to the Board explaining their objection. If the Board determines that the reason does not violate the Traditions and is not otherwise objectionable, said statement will be published on the website Repository. This will allow the Fellowship to view such statement and ask questions prior to their election to the Board.

I. Categories of Trustees

There are two categories of Trustees:

1. At Large – from the general fellowship, with not more than two from a single geographic region
2. Regional (see Section III-L below)

Note: It is suggested that, when possible, there be at least two Trustees who reside outside of North America, whether they are At Large or Regional Trustees.

J. Board Nominating Committee

The Nominating Committee was established in December 2017 (see Appendix IV; note that the language in this section of the OPPM supersedes said Appendix if there are any discrepancies.)

1. Purpose - to identify and vet (review the credentials of) ACA members who are interested in serving as Trustees.
2. Goals - committee goals are:

- a. To represent the fellowship's broad values by making the nomination and vetting process fair and transparent.
- b. To present candidates to the Board who can capably carry out the WSO's business and service needs.
- c. Remain aware of the benefits of having a Board from diverse backgrounds.

One Trustee will serve as a non-voting liaison to the committee.

In addition to the qualifications for committee membership listed in Appendix IV, the requirement to have attended six of the previous 12 Board TCs is waived for past WSO Trustees who served a minimum of two years on the Board.

K. Qualifications for Board Membership

The following are the desired qualifications that Board candidates should meet before being considered for the position of Trustee. This applies to both At Large and Regional candidates:

1. Continuous attendance at ACA meetings for at least the previous five years.
2. One year or more of combined service to an ACA intergroup, region or WSO committee, with at least six months of active participation on a WSO Committee.
3. Attendance on at least six WSO monthly Board teleconference calls within the previous 12 months.
4. Working knowledge of ACA's Steps, Traditions and Concepts of Service.
5. WSO Trustees may not hold a similar position in another 12-Step Fellowship.
6. Demonstrated skill at working in a group setting and completing projects.
7. Ability to donate substantial time that minimally includes the following:
 - 7.1. Attend at least 3 Board meetings per month.
 - 7.2. Become a working member of at least one standing committee.
 - 7.3. Attend the yearly ABC and AWC.
 - 7.4. Attend the Board's annual Strategic Planning meeting/training retreats.
 - 7.5. Maintain communication with other Trustees as necessary to complete commitments (via email, telephone, and other web-based communication platforms)
 - 7.6. Fulfill any additional commitments of Board membership as deemed necessary.
8. Willingness to sign both the Commitment to Service and the WSO Conflict of Interest Statement.

Note: The Nominating Committee can ask the Board to consider exceptions to these desired qualifications. Such a request, and the reason for the exception, will be submitted in writing to the Board.

L. Regional Trustees

A Regional Trustee can be elected to the Board when a vacancy is available and the candidate has been properly presented to the Nominating Committee for consideration.

It is recognized that a Regional Trustee is essentially serving two groups simultaneously, i.e., ACA WSO and their Region. While it should be self-evident about the differences in these roles, the following general guidance is offered to help avoid confusion.

1. When doing general Board work and committee work, which includes attending WSO Board meetings, the Regional Trustee is serving the entire ACA Fellowship rather than one geographical region. This Trustee is, therefore, directly responsible to the entire ACA Fellowship.
2. The Regional Trustee will represent both the minority and majority concerns of those in their Region to the Board. When they become a Trustee, it is understood that their Region accepts on faith that they may have information available to them that perhaps the Region does not have nor will be given, and therefore the Regional Trustee is expected to act in service to ACA WSO to the best of their ability.

M. Board Norms of Conduct

Norms of Conduct were created to help encourage respect and civility in WSO interactions. See Appendix XI. (Motion 2019-0112-07 and Motion 2020-0813)

N. Impeachment/Removal, Resignation, Vacancy

1. Impeachment/Removal

In keeping with the Commitment to Service, any Trustee, whether At Large or Regional, may be removed by request or cause. Tradition violations, working outside the boundaries of the Policies and Procedures as set forth in this document or that have become common practice before being added to this document, abuse of fiscal responsibility, or other action seen as adverse to the operation of the Board or in service to the Fellowship, as determined by the majority of the members of the body (the Board or ABC) will serve as just cause.

A Trustee who shall be absent from three (3) consecutive regular monthly meetings of the Board, without notice to the Board, shall automatically be removed from the Board unless such absences are due to emergency situations for which the Board declares exceptions

Absence by a Trustee from four (4) out of 12 monthly meetings is cause for concern and the Trustee will be put on notice.

The Board may declare a Trustee's office vacant who has been declared of unsound mind by a final order of a court, conviction of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following the California Nonprofit Public Benefit Corporation Law.

Action for removal may be taken up at any Board meeting in keeping with meeting Requirements.

If a Regional Trustee is removed from or wishes to leave the Board, the Region they represent will be notified as soon as possible. In such cases, only a non-confidential reason for termination will be included in any documentation and thus stated in the notification to the Region. Upon request, the Board will have a confidential call with the Region's officers to communicate anything that should not be released as public information.

The Region may then present a suitable replacement to the Nominating Committee.

2. Resignations

Any Trustee may resign, either effective immediately or effective at a later specified time, upon giving written notice to either the Executive Committee, or the full Board. However, no Trustee may resign if the corporation would then be left without a duly elected Trustee or Trustees in charge of its affairs, except upon notice to the Attorney General of the State of California.

3. Vacancy

If this Corporation has vacancies on the Board created by the removal or resignation of a Trustee, such a Vacancy may be filled through the nomination process.