

September 12, 2021

Subject line: **Ratification of the Newly-Elected GSB Trustees and Officers by the WSC 2021**

Dear UA GSB Trustees, Clara, Toni, Rina, Chuck and John A:

The GSR Committee discussed, voted and passed with substantial unanimity today a Motion to Approve and Send the Bylaws Working Group's Letter to the GSB Trustees on Ratification of the Newly-Elected GSB Trustees and Officers by the WSC 2021. The letter is attached. *[Copied onto next page.]*

The attached letter is significant because it represents many hours of study and drafting by the Bylaws Working Group of the GSR Committee. This service work was undertaken in the spirit of responsive representation of the UA Groups.

We appreciate the time and work you have put into your service as Trustees and hope that we can work out a way for all the Trustees and GSRs to meet together at the WSC 2021. Our vision is to work together with the GSB Trustees in the main designated space for collaboration at the World Service level in 12 Step Fellowships, which is the World Service Conference. We would be glad to facilitate setting up a time for a discussion with you, us, representatives from the WSC Planning Committee and the Working Group Members of the GSR Committee. Please let us know if you would like us to set up this meeting.

Please acknowledge receipt of this email and the attached letter.

Thank you all for your service,

George G, Chair of the GSR Committee
Fred A, Co-Chair of the GSR Committee
Debora G, Secretary of the GSR Committee

Copy sent to: All UA GSRs
Jessica, Chair of the WSC Planning Committee
Seth, Vice-Chair of the WSC Planning Committee

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Dear UA GSB Trustees, Clara, Toni, Rina, Chuck and John A:

During the discussion after the August 22, 2021 GSB meeting, one GSR shared that she believed that she had read in the UA Bylaws¹ that the Trustees needed to be ratified (i.e. approved) by the World Service Conference before serving as Trustees. The GSB Chair responded that the Board had discretion and the Trustees didn't need to be ratified at all. Both of these views departed from the usual practice in UA, which is that Trustees get elected by the GSB and then the election of each Trustee is ratified at the next World Service Conference that follows the election.

This discussion sparked a lot of interest among the GSRs and some members-at-large, since approval of the Trustees by the World Service Conference is an essential component of the Upside Down Triangle Model of Service that was introduced in 12-Step fellowships by Bill W. and Doctor Bob, where the Groups have the ultimate authority in the fellowship (Concept for World Service One). So a Bylaws Working Group meeting of the GSR Committee was announced, and 14 GSRs and 3 UA Members-at-Large showed up to study the UA GSB Bylaws provisions regarding ratification to gain more clarity. Included in the Working Group is an attorney who is licensed to practice law in New York, which is the state of UA's Incorporation.

As a result of what we learned, we have genuine concerns that are indicated in the points below. We are sharing with you what we have learned in the hope that the practices of our UA Trustees fellowship can be better aligned with the UA Bylaws, the 12-Step Upside Down Triangle Model of Service, Traditions One, Two and Nine, and the laws of New York, the state in which our fellowship is incorporated.

Here is what we learned:

- 1. From our reading of Paragraph 3.6 of the UA GSB Bylaws we learned that the usual UA GSB practice of allowing GSB Trustees to serve as Trustees before World Service Conference ratification of Trustees is not in alignment with the UA GSB Bylaws. It also departs from the practice of large, successful fellowships which have paved the way for UA, such as AA and DA. In AA and DA, Trustees may not serve as part of a GSB quorum in the making of decisions until they are approved at the World Service Conference. Below is the text of UA Bylaws Paragraph 3.6.**

¹ The Bylaws of The Underearners Anonymous General Service Board, Inc. were adopted by the UA GSB in 2016. According to LegalNature online, "Corporate bylaws are a detailed set of rules adopted by a corporation's board of directors after the company has been incorporated. They are an important legal document for a corporation to have in place as they specify its internal management structure and how it will be run. In short, corporate bylaws are the internal operating manual for a corporation." UA GSB, Inc. was created as a not-for-profit corporation on 7/3/2007 "to serve the Fellowship of Underearners Anonymous..." The State of New York requires corporations to adopt bylaws. (See New York Business Corporation Law - BSC § 601.)

“3.6 Newly Created Trusteeships and Vacancies.

Newly created trusteeships resulting from an increase in the number of Trustees or vacancies in the General Service Board of Trustees for any reason may be filled by a substantially unanimous vote of the Trustees then in office regardless of their number. *A Trustee elected to fill a vacancy shall hold office until the next meeting at which the ratification of election of Trustees is in the regular order of business. Trustee terms begin upon ratification by the World Service Conference Convocation.*” (Italics added)

As stated in Paragraph 3.6 of the Bylaws, “A Trustee elected to fill a vacancy shall hold office until the next meeting at which the ratification of election of Trustees is in the regular order of business.” This means that ratification will take place at the next World Service Conference, and there is no need to have a Special WSC Convocation meeting. “Trustee terms begin upon ratification by the World Service Conference Convocation” means that the Trustees may not begin their service until the World Service Conference Convocation has ratified the Trustees, although they may be elected by the GSB and, therefore, “hold office,” until ratified.

Our understanding of Bylaw Paragraph 3.6 was further supported when we read DA Bylaw Paragraph 3.6, which is very similar.² Also, we consulted with a DA member who has served for one term as the Chair of a DA World Service Level Committee and has attended fourteen DA World Service Conferences. She shared with us that DA Trustees elected by the DA GSB may not begin their service as Trustees (i.e. they cannot be part of a GSB quorum) until they are ratified by the WSC convocation.

In AA, during the Annual General Service Conference, a proposed slate of trustees is presented to the Conference and becomes the final slate unless a majority of the Conference members votes to disapprove any one or all proposed trustees listed. The day after the conclusion of the Annual General Service Conference, the Trustees are then elected by the AA Board at the Board’s Annual Meeting. (AA Service Manual, 2018 - 2020, p. S66.)

2. We gained the understanding from UA Bylaws Paragraphs 6.1 and 6.2 that the GSB Officers get elected and ratified annually, except for the Chair and the Treasurer, who have two-year terms. Below is the text of Paragraphs 6.1 and 6.2.

6.1 Number.

“The executive officers of the Corporation shall be President (Chairperson), one or more Vice Presidents (Vice Chairpersons), a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of President/Chairperson and Secretary.”

6.2 Election, Term of Office.

“The executive officers of the Corporation shall be elected annually by the General Service Board of Trustees and ratified at the World Service Conference. Each officer shall hold office until the end of the next annual meeting of the General Service Board of Trustees or, if the office is being vacated before the end of the term, until the election and qualification of his/her successor. The President (Chairperson) and Treasurer will both be expected to serve a two (2) year term and to train their successors during the second year. No Trustee shall serve more than four (4) years in the same executive office.” (Italics added)

² The DA Bylaws were adopted in 1984.

3. **We learned from UA Bylaws Paragraph 3.1, that the term of office for Trustees is two years, and the “election of Trustees must be ratified by a majority of all registered groups in attendance at the UA World Service Conference Convocation.” We understand this to mean that ratification is by a majority of the GSRs, who are the representatives of the Groups.**

Below is the text of Paragraph 3.1.

3.1 Number, Composition and Qualification, Election, and Terms.

“... Trustees must be elected by a vote of substantial unanimity (as defined in section 7.7 of these bylaws as a two-thirds majority) by the Board of Trustees. *Except as hereafter otherwise provided, the election of Trustees must be ratified by a majority of all registered groups in attendance at the UA World Service Conference Convocation. Trustees in office shall hold office for two (2) years including the election and ratification of their respective successors and exclusive of a (3) three month transition period ...*”

4. **Finally, we learned from the first page of the Bylaws that “the Trustees are subject to the laws of the State of New York, and are expected to exercise the powers vested in them by law in a manner consonant with the faith that permeates and guides the Fellowship, inspired by the Twelve Steps, in accordance with the Twelve Traditions, and in keeping with the bylaws.”**

Applying what we learned to where we are now in UA, we invite Rina, Chuck and John, the three Newly-Elected Trustees, to attend the upcoming World Service Conference 2021, so that we can consider them for ratification as Trustees in accordance with the UA Bylaws. Once the new Trustees are ratified, they can be considered to be part of a GSB quorum, which is necessary to make business decisions. New York State law requires that there are a minimum of three Board Members present at a Board Meeting to have a quorum³, and the UA Bylaws require that there are at least four Board Members present at a Board Meeting to have a quorum in order to vote on business items. (Bylaw Paragraph 4.1). In addition, we invite Rina to be considered for ratification as GSB Vice-Chair, and Chuck to be considered for ratification as GSB Secretary. It is important for the health, unity and harmony of our fellowship that the GSB Trustees and Officers be ratified at the WSC 2021.

Because the Board’s actions to stop the World Service Conference 2021 and not allow the Newly-Elected Trustees to become ratified were taken without a valid quorum, these actions are null and void. Therefore, a GSB vote to reverse these Board decisions is not required for the Newly-Elected Trustees to attend the WSC 2021. The Newly-Elected Trustees may each freely consult with their Higher Power and decide on their own whether to come to the World Service Conference 2021 to be considered for ratification.

In our opinion, the new Trustees’ abiding by the Bylaws overshadow any legacy accounting issues that may be left over from the WSC 2020, especially because the WSC Planning Committee is not requesting money from the WSC Fund or WSC Scholarship Fund for the WSC 2021. The WSC 2021 will be funded from the treasuries of the UA Groups who have GSRs attending the WSC and registration fees from the members-at-large who will be in attendance at the WSC. In addition, we reviewed the WSC PC’s accounting records of the WSC 2020 and believe they did an adequate job in light of the fact that the Zoom registration fee information disappeared when GSRs were elevated

³ New York Not-For-Profit Corporation Law - NPC § 702.

to panelists. We also reviewed the selected WSC dates and proposed Spending Plan for WSC 2021, as well as the progress of the WSC PC on preparing for the WSC 2021, and believe that they are making good progress, and the WSC 2021 will be a well-attended, successful Conference to benefit the good of UA.

We were informed by the WSC Planning Committee that, as usual, there will be no charge to Trustees for their attendance at the WSC 2021. We were also informed by the WSC PC that they sent the Trustees a flyer with the dates of the Conference, November, 5-7 and November 13-14, and their committee is in the process of preparing a daily schedule for the Conference.

If you would like to discuss this further or have any questions, please contact us at gsrcommittee@underearnersanonymous.org. We would be happy to meet on Zoom with you, as well as with the other GSB members, if they would like to join us.

Sincerely in UA Service and with gratitude,

The Bylaws Working Group of the GSR Committee