

Motion to Reorganize the UA GSB v. 10

(To be Discussed and Voted on at the Special UA WSC Convocation on February 12, 2022)

(Background: This motion and the attachments were drafted and revised with input from several GSRs. The motion was approved by the GSR Committee on January 9, 2022, as a draft suitable for placement on the Special WSC Convocation Agenda. This draft Motion and the Attachments were sent to all of the GSRs on record with the GSR Committee upon passage. It is being presented by the GSRs to the UA Groups for feedback before this motion is discussed and voted on by the World Service Conference Convocation on February 12, 2022. Also, the passed draft Motion and Attachments were sent to the GSB Trustees on January 12, 2022, and they were given notice of the Special WSC Convocation on reorganization of the GSB, which they are authorized to attend.)

A. Due to the serious breaches of the duties and obligations of the UA General Service Board of Trustees led by Chair/President, Clara T, and Treasurer, Toni T (the “GSB”), and the harm done to UA’s mission and reputation, as well as the GSB’s failure to agree to mediate these issues (see Attachment B), this motion approves the following actions and procedures for the reorganization of the UA General Service Board:

- 1. The February 12, 2022 Special UA World Service Conference Convocation (the “Special WSC Convocation”) hereby requests that Trustee Chair/President, Clara T, resign from the Board, effective immediately.**
- 2. The Special WSC Convocation hereby requests that Trustee Treasurer, Toni T, resign from the Board, effective immediately.**
- 3. The Special WSC Convocation further requests that all other Trustees previously elected by the GSB in 2021 but not ratified at the WSC 2021 attend the February 12m 2022 Convocation in order to be considered for ratification. Any such Trustee not ratified at the Special WSC Convocation is also hereby requested to resign from the GSB, effective immediately.**
- 4. Additional Class A and Class B Trustees may be elected at the Special WSC Convocation in accordance with the UA Conference Charter.**
- 5. New GSB Officers will be elected at the WSC Convocation in accordance with the UA Conference Charter.**
- 6. The Trustees elected at the WSC 2021 and Trustees and GSB Officers elected/and or ratified at the February 12, 2022 WSC Convocation will assume full official duties as Trustees and Officers immediately after the close of the Special WSC Convocation.**

B. The authority for the reorganization of the General Service Board by the World Service Conference is as follows:

- 1. UA Concept for World Service One: *The ultimate responsibility and authority for Underearners Anonymous World Services should always remain with the collective conscience of our whole Fellowship as expressed through the UA groups.***

2. **UA Concept for World Service Two**: *“The UA groups have delegated complete administrative and operational authority to the General Service Board. The groups have made the Conference the voice and conscience for the whole Fellowship, excepting for any change in the Twelve Steps and Twelve Traditions.”*

3. **Section 8 e of the UA World Service Conference Charter approved at the WSC 2021 provides**: *“**Reorganization of the GSB**: It will be further understood, regardless of any prerogative that the General Service Board may claim, that as a matter of tradition a two-thirds (2/3) vote of all Conference members present may bring about a reorganization of the General Service Board, its committees and/or its staff members of the General Service Office, if or when such reorganization is deemed necessary by the World Service Conference. Under such proceeding, the Conference may recommend resignations, may nominate new Trustees, and may make all necessary arrangements, regardless of the prerogative of the General Service Board.”*

Note that AA and DA both have a similar provision in their Conference Charters.

4. The UA GSB Bylaws, passed by the GSB in 2016, give the representatives of the groups the authority to ratify or disapprove of GSB Trustees and Officers and to remove them. The UA Conference Charter also gives the representatives of the Groups the authority to elect and ratify Trustees and Officers.¹

- C. After passage of this motion, a letter will be sent to the GSB Trustees from the World Service Conference informing them that the Motion to Reorganize the GSB has been passed by the Special World Service Conference Convocation held on February 12, 2022, that Chair/President Clara T and Treasurer Toni T are requested to resign from the GSB effective immediately, and that:

The GSB Officers are advised within 28 days (i.e. March 12, 2022) to provide the Chair of the Newly-Elected and Newly-Ratified Trustees _____ (insert the name) with all of the following information by email to _____:

- (1) All information for accounts held by the GSB - account numbers, user id’s, passwords, accounting and financial records and relevant contact information.
- (2) All Group registration records.

Rationale: The main reason for the Reorganization of the GSB is the Board’s breaches of the Traditions, Concepts for World Service and the Bylaws, as well as the breach of the duty of care regarding finances. This has fragmented UA, and we want to restore unity. We regret that we have to take this action to reorganize the GSB. Many people in UA value all of the hard work and time put out by the GSR Committee, the WSC Planning Committee, and the Phone and Tech Committee, and yet the GSB, arbitrarily and without the authority to do so, said that these committees are not part of UA. The GSB has treated the World Service Conference as an expendable body to be controlled by itself the Board. But this is what has happened, and this is where we are now in UA. The action we are taking is not personal, it is about the principles that we stand for - the upside down triangle model of leadership; inclusivity; not governing/dictating to others; the group conscience vote; discussing and negotiating our differences; and being responsive to our Groups.

¹ See UA Bylaws sections 3.1, 3.4, 3.6, 3.7, 6.2; UA Conference Charter Section 8.

Attachment “A”

**Letter to UA GSB Trustees Notifying the Trustees of
the Special WSC Convocation on Board Reorganization
If They Do Not Agree to a Good-faith, Spiritually-Based Mediation by Feb 4, 2022**

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

This letter provides notice to you that a **Special WSC Convocation has been scheduled for February 12, 2022, from 11 am - 4:30 pm EST** to discuss and vote on the **Motion to Reorganize the UA GSB**. The ratified Trustees, Clara T and Toni T, are authorized to share and vote at this Special WSC Convocation. The Trustees elected by the GSB who have not yet been ratified will be authorized to vote at this Special WSC Convocation once they become ratified as Trustees by the WSC Convocation. The Motion was passed by the GSR Committee as suitable for placement on the WSC Convocation Agenda. We regret we have to do this, it is not personal, it is about the principles that we stand for.

This Motion requests that the ratified GSB Trustees, Clara T and Toni T, resign from their positions as Trustees and Chair/President and Treasurer, effective immediately.

This Motion further provides that: “that all other Trustees previously elected by the GSB in 2021 but not ratified at the WSC 2021 attend and be considered for ratification at the February 2022 Convocation. Any such Trustee not ratified at the Special WSC Convocation is also hereby requested to resign from the GSB, effective immediately.”

See the enclosed Motion for additional action steps regarding reorganization, the authority of the World Service Conference to reorganize the GSB, and see Attachment “B” for the basis/grounds for reorganization. If you would like to have a private meeting with the leadership of the GSR Committee and the WSC Planning Committee, as well as the Trustees elected at the WSC 2021, to discuss the grounds for the resignation request, please respond to this email and let us know, and we will set it up as a Zoom meeting. **Also, we remain open until February 4, 2022 to a good-faith, spiritually-based mediation. Please let us know by email to gsrcommittee4ua@gmail.com on or before that date if you agree to mediation instead of reorganization of the GSB.**

Sincerely in UA Service,

The GSR Committee
The WSC Planning Committee
The Trustees elected at the WSC 2021

CC: All GSRs in UA
The members of the WSC-Approved Committees

Attachment “B”

Basis and Grounds for Reorganization And the Request that Chair, Clara T and Treasurer, Toni T, Resign from the GSB

[Note that this is a draft and is subject to change]

A separate electronic Zip file of background documents that are referenced in this Attachment will be prepared before the WSC Convocation or Mediation, and if any UA member would like to have a copy of these documents, then please contact gsrcommittee4ua@gmail.com

Following are two of the “for cause” provisions for removal of GSB Trustees from the UA GSB listed in UA Bylaws Section 3.7 which apply to the current situation. The Motion to be discussed and voted on at the Special WSC Convocation is about reorganization and not removal, and so these “for cause” provisions are not required. However, we organized the serious management issues of the GSB under (a) and (c) of these “for cause” grounds for removal. {Reference: Zipfile Doc No. 1}

“For Cause” shall include, but not be limited to, the following:

(a) A Director’s breach of any material duty or obligation [in] UA’s Articles of Incorporation, bylaws, or policies;...

(c) A Director willfully or recklessly engages in misconduct that causes or will cause material harm to the Fellowship, including to UA’s reputation or mission....”

- I. **Serious breaches of the duties and obligations of the UA General Service Board Trustees led by Clara T, and Treasurer, Toni T (the “GSB.”)**

Per the GSB Bylaws passed by the GSB in 2016 (“the Bylaws”), the GSB has the obligation to follow the Bylaws, the Traditions and the Concepts for World Service.² Following are the GSB’s breaches of the UA Traditions, Concepts for World Service and Bylaws, which threaten the very survival of UA.

- A. **The GSB has dismissed the authority of the World Service Conference, the UA Bylaws, the UA Traditions and Concepts for World Service, and has taken unilateral unauthorized actions that amount to “governing” and controlling the UA Fellowship in a manner prohibited by the GSB Bylaws, the UA Traditions, Concepts for World Service, and the laws of the State of New York regulating the management of non-profit corporations.**

The GSB has rejected the upside-down triangle model of service that is the legacy that Bill W, co-founder of AA, gave AA and other fellowships that follow the 12 Steps, 12 Traditions and 12 Concepts for World Service.

² See page one and page three of the UA Bylaws: “*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.*” “*Just as the Twelve Steps are guides for personal recovery and the Twelve Traditions are guides for group unity, the Twelve Concepts are guides for World Service. These Concepts serve as a path for Twelfth Step work on a world service level, and show how the UA groups, the World Service Conference, and the Underearners Anonymous General Service Board work together to carry recovery in UA to the still suffering underearner.*” Note that the UA Concepts for World Service were passed by the GSB in 2016 and have not yet been approved by a World Service Conference.

In an upside-triangle fellowship, per Concepts for World Service 1 and 2, the Groups and the World Service Conference (WSC) are the highest authorities. The WSC is the space where the group conscience of the fellowship can be heard on important fellowship-wide issues guided by Tradition Two. It is the democratic body in 12 Step Fellowships, where the group representatives and the GSB Trustees meet. It is similar to the Congress or Parliament in democratic countries. The GSB has the obligation to make sure that the World Service Conference happens every year since the WSC is important for the survival of the fellowship and to follow the motions and other actions taken at the World Service Conference.

Here is a pertinent quote from D.A. Concept of World Service Nine in the D.A. 2018-2020 Service Manual.

“It is clear that leadership in D.A. is not the same as leadership in the corporate or political worlds. There, leadership takes on an aura of governance. That type of good leader is one who directs or governs well. However, in D.A., the idea of servant leadership is the prevailing approach. This means that the GSB, in exercising its leadership role, must always be aware of the limits of its authority.

First of all, leaders in D.A. must recognize that they exercise only a delegated authority. The right of the Trustees to act on behalf of D.A. stems from the fact that the groups and their delegates have recognized their right to do so. The leaders in D.A. are those who can generate respect and acceptance for their actions because they are understood to be acting for the good of D.A. as a whole. This requires that the Board and GSO listen carefully to the D.A. groups as they express themselves in the conscience of the Conference....”

- 1. The GSB made four serious attempts from May to October 2021 to shut down the planning efforts of the World Service Conference 2021. (Four letters were sent from the GSB to the UA Fellowship which attempted to stop the preparation of the WSC). In fact, the first public action of the 4-person Board was to send an email to the GSB Google Group stating that UA cannot have a WSC 2021. {Reference: Zipfile Doc Nos. 2,3,4 & 5.}**

The UA WSC Planning Committee (WSC PC) and the UA GSR Committee (GSRC) understood the threat to democracy in our fellowship, and the elected representatives of the groups voted again and again to persevere, and plan and hold the World Service Conference 2021, which was held in November 2021. In fact, the GSB took hostile action and banished these two committees from UA, but these two committees did not accept the GSB’s decision. (See Section 7 of this Attachment for more information on how the GSB used an attorney to justify the GSB’s decision to exclude the GSRC from UA.) Note that very few members in UA do believe that these committees are outside entities. {Reference: May 9 and October 10, 2021 Minutes located on uagsrc.org Website; and Zip File Doc No. 9.}

The UA GSR Committee and the WSC Planning Committee also responded by sending letters to the GSB and the UA Fellowship. Please note especially that the GSR Committee sent an email to each member of the GSB on May 9, 2021, that invited the GSB to support the WSC 2021 and notified them that the AI-Anon website states that: *“The Conference protects AI-Anon and Alateen against a service breakdown; it makes for unity and enables our fellowship to act as a whole upon important matters. This makes it the principal guarantor of AI-Anon and Alateen’s harmony and survival.”* This email from the GSR Committee was not answered by the UA GSB. {Reference: Zipfile Doc Nos. 6, 7, 8, 9.}

2. The GSB has not followed certain key motions passed by the World Service Conferences prior to WSC 2021.

- a. The World Service Conference 2014 passed a motion at the World Service Conference, which clearly stated that the WSC Fund is supposed to receive 30% of the donations in UA; the WSC Scholarship Fund is supposed to receive 10% of the donations in UA; and the GSB Operating Fund is supposed to receive 60% of the donations. (The WSC Fund covers the cost of preparation of the WSC and covers the costs for the Trustees to attend; the WSC Scholarship Fund provides funds for GSRs to attend the WSC whose groups do not have sufficient funds.)

{Reference: Zipfile Doc No. 10.}

Previous GSB Treasurers, Leah S. and Randy W., both followed the WSC 2014 Motion provisions. {Reference: Zipfile Doc No. 11 for 2018 year-end Treasury Report by Leah S. and Doc. No. 12 for 2019 year-end Treasury Report by Randy W.}

Beginning in January 2021, GSB Treasurer Toni T departed from the World Service Conference 2014 motion provisions and changed the allocation percentages for the WSC Fund and the WSC Scholarship Fund so that these funds only received percentages of the net income, instead of the gross donations. The GSR Committee received confirmation from a C.P.A. that this Board action was not correct and that the previous Treasurers followed the World Service Conference 2014 Motion guidelines correctly. The net income has dwindled due to the high cost of web development and maintenance of the UA Website. This departure from the WSC 2014 motion and the past practices of UA Boards continues until the present. {Reference: Zipfile Doc Nos. 13 & 14.}

Also, in December 2020 or January 2021, GSB Treasurer Toni T removed \$4,280.28 from the WSC Scholarship Fund, and it is not clear where these funds were transferred. (See the June 2020 report which listed at the bottom left that \$4,280.28 is the total 2019 Year End for the Scholarship Fund and the 2020 year-end report, which shows that \$2,597.99 as being accrued in the account during 2020. (See the January 2021 report, which lists at the bottom left of the report under budgetary expenditures the 2020 balance for the WSC Scholarship Fund as only \$2,597.99.) {Reference: Zipfile Doc Nos. 15, 16, 13.}

In February 2021, GSB Chair, Clara T, emailed a report to the GSB email Google Group notifying the GSRs and other UA members that \$2,383.38 was removed from the WSC Fund and placed into the GSB Operating Savings Account, which was used to provide budgets for the GSB Committees. The GSB has a fiduciary responsibility to separately protect and manage the WSC Fund and not intermingle it with its own funds. {Reference: Zipfile Doc No. 17.}

In December 2021, the GSB informed the GSB email Google Group that \$3,698.99 had been removed from the WSC Fund and \$87.60 had been removed from the WSC Scholarship Fund in November, and both were transferred to the GSB Savings Account. {Reference: Zipfile Doc No. 18.}

As of November 2021, a total of approximately \$14,314.57 is missing from the WSC Fund and the WSC Scholarship Fund combined. The total amount in all of the Funds managed by the GSB as of November 2021 was \$54,909.85. {Reference: Zipfile Doc No. 23.}

If the GSB had an issue with the WSC Fund and WSC Scholarship Fund allocation percentages, it needed to not take matters in its own hands; it needed to have attended the World Service Conference 2021 and presented a motion there to change the allocation percentages, or requested that the WSC Planning Committee plan a Special WSC Convocation on this topic.

- b. In October 2018, the World Service Conference passed a Motion that clarified that the GSR Committee’s relationship with the GSB is “interdependent with and autonomous from the GSB” and in October 2020, the World Service Conference passed a Motion that the GSR Committee is a World Service Conference-Approved Committee. {Reference: See UA Website under the WSC tab for WSC Minutes.}**

In October 2021 the GSB overreached the limits of its authority and declared the GSR Committee to be an outside enterprise from UA. If the GSB had an issue with the GSR Committee, it needed to not take matters into its own hands; it needed to have attended the World Service Conference 2021 and presented and discussed a motion there to seek to change the GSR Committee’s WSC approval status. {Reference: Zipfile Doc No. 5.}

- c. The World Service Conference 2020 passed a motion that required the GSB to post on the UA Website all minutes within 90 days of the close of the World Service Conference (October 18). As of February 2, 2022, the GSB still had not posted the WSC 2014 Minutes on the UA Website. {Reference: See UA Website for WSC 2020 Minutes; Zipfile Doc No. 26 -Screenshot of the UA Website Managed by GSB - which shows that the WSC 2014 Minutes are missing.}**

3. The GSB has vowed to not recognize or follow the actions taken at the WSC 2021, even though 48 GSRs and 9 GSR alternates registered to attend, which is a good turn-out, especially given the strong opposition from the GSB. The overall numbers of members doing service at the WSC 2021 was the highest ever at approximately 170 underearners. (Compare these numbers to the hybrid WSC 2018, which had 44 GSRs and 8 Trustees registered to attend; the virtual phone WSC 2019, which had 32 GSRs and 5 Trustees in attendance; and the WSC 2020 on Zoom, which had a total of 63 GSRs and 7 Trustees in attendance.) {Reference: Zipfile Doc No 4 and WSC Minutes on UA Website and the uawsc.org website}

4. The GSB has breached their obligation to have a quorum before voting on business matters and taking actions, which is required by the UA GSB Bylaws and New York State Law governing the administration of non-profit corporations.

UA Bylaw Section 4.1 requires the Board to have a quorum of four directors in order to vote on business matters and take action. New York State law also requires a quorum for a Board of Directors to vote on business matters.³

³ New York Not-For-Profit Corporation Law - NPC § 7007.

- **GSB members, Clara and Toni, decided to change the allocations set forth by the WSC 2014 without having a quorum in January 2021 and without authorization from the World Service Conference. (There were only two GSB Trustees from October through mid-March 2021 due to the harsh communication style of these two Trustees.)**

Nine months later, in September 2021, the GSB Treasurer reported that the General Service Board passed the following motion: “To allocate the 60, 30,10% for the Savings, WSC Fund and WSC Scholarship fund after the monthly expenses have been paid.” It is unclear when this motion was passed and whether there was a quorum since it was passed at a private meeting of the GSB. {Reference: Zipfile Doc No. 21}

- **The transfer of \$2,383.38 out of the WSC Fund in February 2021 was also made without a quorum.**

5. By failing to conduct its voting on motions in public meetings (unlike the practice of prior UA General Service Boards) the GSB is in breach of Tradition 2 and Tradition 9 and is violating its duty of care to properly inform the members of UA. The Board did not have public business meetings for the first nine months after the WSC 2020. At the five public business meetings convened by the GSB during 2021 there was no voting. The Board is operating in secret. Since the minutes of the GSB’s private meetings are not public, UA GSRs and other UA members have no ability to ascertain whether motions were passed with a quorum and with substantial unanimity, as required by the UA Bylaw Section 4.1. UA members are also unclear about whether they are getting apprised of all of the GSB’s approved motions. The GSB is not being accountable to those they serve (Tradition 9) and are not acting as trusted servants (Tradition 2) due to the lack of transparency.

{Reference: Zipfile Doc Nos 19, 20, 21, 22, 23.}

6. The GSB violated the Bylaws by conducting business during 2021 with only two Trustees being ratified by the World Service Conference. The UA GSB Bylaws require four ratified Trustees in order to conduct business and make decisions. (See UA Bylaw Sections 3.1, 3.4, and 3.6.) The GSR Committee informed the GSB of this non-compliance with the Bylaws on September 12 and again on September 26.

{Reference: Zipfile Doc Nos. 1 and 27}

7. The GSB has frequently engaged in hostile, harassing, dictatorial and punitive behavior, which is contrary to Traditions One, Two, Seven and Nine.⁴ This includes attempts to cast out of UA four World Service level committees.

- **The GSB, without notice and any transition period, removed the GSB Literature Committee Acting Chair in September 2021, without any due process, impeding the progress of work being done. {Reference: Zipfile Doc No 24}**
- **Also without notice, the GSB then locked the GSB Literature Committee Chair and the committee members out of their Google drive in September 2021.**

⁴ Tradition One: Our common welfare should come first; personal recovery depends upon UA unity.

Tradition Two: For our group purpose there is but one ultimate authority — a loving God as is expressed in our group conscience. Our leaders are but trusted servants, they do not govern.

Tradition Nine: UA, as such, ought never be organized, but we may create service boards or committees directly responsible to those they serve.

- After the WSC 2020, the Treasurer harassed and criticized the WSC PC Chair and Vice-Chair rather than helping to resolve accounting issues created as a result of Zoom losing registration payment data. The Treasurer demanded that the WSC PC produce perfect accounting in spite of a major obstacle to retrieving data. The committee was given access to the GSB's Paypal account data so that they could reconcile the Conference income and give final numbers in their report.

The committee spent close to 20 hours collectively matching payments to Zoom attendance logs, email addresses, and registration forms. The results of their work were shared with Chair, Clara T, and Treasurer, Toni T, who accessed the file and then demanded additional information. The committee explained that they didn't have the data needed to address their questions (about refunds, or exact number of donations related to the fellowship night). Instead of a willingness to work collaboratively with the committee or offer to help, the two Trustees held onto it as an indictment of the committee.

- The WSC PC Chair was also blamed and shamed for paying the Recording Secretary directly. After the Conference was over, the WSC PC Chair forwarded the invoice from the recording secretary to Toni T who, it seems, because of a glitch in the GSB emails, did not receive the invoice. Rather than waiting longer to pay the secretary, the WSCPC Chair paid her and then later submitted a request for reimbursement. Based on the negative and abusive communication from the GSB Chair and Treasurer in the other post-conference communication, there was not an over-eagerness to pursue communication when there was no response. It seemed most important to be sure that the recording secretary was paid and to be patient for the reimbursement.
- It's true that the WSC Planning Committee didn't meet the GSB deadlines for WSC 2021. The imposition of deadlines by edict from the GSB was an invention of the current Board. Until the current Board, the WSC Planning Committee has initiated timelines, budgets and planning and worked collaboratively with the board around taking those actions. By operating by edict, the current GSB did not respect that the WSC Planning Committee is an autonomous UA Committee and the Board disrespected Traditions 2 and 9, and Concept for World Service Nine.
- In a letter posted on the UA Website Home Page from October 3rd through November 14, 2021, the GSB called the "WSC Planning Committee" an outside enterprise and, therefore, was not authorized to plan a World Service Conference or use the UA name, even though the committee has been working consistently and effectively in service to UA since 2017, and was recognized and valued by the prior UA Boards. The GSB locked the Committee out of its Google Drive in October 2021. {Reference: Zipfile Doc No. 4.}
- In a letter published to the GSB's Google Group as well as read at a public meeting, the GSB called the "GSR Committee" an outside enterprise from UA, even though it was established by the WSC 2018 as an approved committee, standing in UA's Service Structure as "interdependent with and autonomous from" the Board. This Committee currently has approximately 70 active members. {Reference: Zipfile Doc No. 5.}

If one reads Tradition 6 in the AA 12 & 12, an outside enterprise is a facility that provides professional services, rather than AA members gathering in support of

one another. Clearly, the GSR Committee and the WSC Planning Committee are not outside enterprises.

The reason the GSB decided to exclude the GSRC from UA is that the GSRC had decided to take on the task of supervising the planning of the World Service Conference that the GSB attempted to cancel on misguided legal and spiritual grounds. The WSC PC had temporarily become a subcommittee under the GSR Committee from October 10 to November 5, 2021, so that the WSC 2021 could be prepared under the auspices of a WSC-Approved Committee until the WSC PC became a WSC-Approved Committee. The WSC PC's Paypal account was, therefore, temporarily under the auspices of the GSRC. Essentially, the GSRC was forced into a position of taking on the responsibility for ensuring UA had a World Service Conference in 2021 because of the Board's refusal to support the rights and needs of the greater Fellowship. The GSB then used GSRC support of the WSC PC and short-term oversight of their PayPal account as a pretext in their October 24, 2021 letter for declaring the GSR Committee an "outside enterprise," essentially "excommunicating" the entire 70-member GSRC from the Fellowship. {Reference: Zipfile Doc No. 8.}

Attempting to cast the GSR Committee out of UA was a retaliatory, punitive and harassing action. The GSB justified it by saying that the decision to exclude the GSRC from UA came from an opinion from their attorney (NYCON), but no letter directly from NYCON was provided to the Fellowship detailing the basis for its conclusion. As such, it is impossible to know what information was provided to NYCON by the GSB, and seems very likely that NYCON's opinion was based on a one-sided presentation of the situation, rather than a full and fair consideration of all the facts involved. The newly-elected Trustees consulted with other legal counsel in January 2022 who advised that the Nycon opinion is not correct. {Reference: Zipfile Doc No. 5.}

- The GSB stated that both the WSC Planning Committee and the GSR Committee have no right to have their own treasuries and bank accounts, which is a breach of Tradition Seven ⁵ and is not following the policy of the previous UA General Service Boards. {Reference: Zipfile Doc Nos. 4 & 5.}
- The GSB Phone and Tech Committee (PTC) was dissolved by the GSB in November 2021 due to the Committee attending the World Service Conference 2021, which was not in conformance with the GSB's advice given to its committees. The dissolution of the PTC was explicitly punitive, which is in direct conflict with Tradition 2 and Tradition 9.
- The Treasurer of the From Hiding and Biting to Shining and Receiving 11 pm Phone Group was threatened with a motion to remove him as Treasurer, which was brought by GSB Treasurer Toni T in September 2021. This was a retaliatory and punitive action due to the Group's vote to support their Treasurer's suggestion to contribute \$150.00 to the WSC PC for preparation of the World Service Conference 2021.
- In 12 step recovery the Chair and current Treasurer are supposed to show up in a spirit of respect and recovery. Unfortunately, they showed up with abusive behavior and language that is inconsistent with the spirit of the 12-steps. For the emotional safety of the previous Treasurer, Randy W, he needed to step away

⁵ Tradition Seven: "Every UA Group ought to be fully self-supporting, declining outside contributions."

from training the current Treasurer, because it was undermining his recovery.
{Reference: Zipfile Doc No. 28.}

- After receiving the letter from the WSC Planning Committee in July 2021 which pointed out the need to review and correct the accounting errors regarding the WSC Fund and WSC Scholarship Funds at the end of 2020 and during 2021, Treasurer, Toni T, proceeded to avoid taking responsibility and referred the accounting questions to Randy, even though she was responsible for the accounting errors. This behavior is not one of a trusted servant following Traditions One, Two and Nine.

8. While the GSB has been spending their time attacking the work of the hard-working WSC Planning Committee, GSR Committee, Literature Committee and the Phone & Tech Committee, the current GSB was not able to fulfill the Board's basic responsibilities such as having a Secretary and having monthly business meetings. Beginning in September 2021 when the GSB Secretary stepped down, the Chair, Clara T, has also been handling the duties of the Secretary in violation of Bylaws Section 6.1. In addition, she still has the position of Webmaster and Traditions Committee Chair. This centralization of authority in one person is not in accordance with Tradition 2, as explained in the AA 12 & 12.

B. The Failure of Chair, Clara T, and Treasurer, Toni T, to Exercise Care in the GSB's Carrying out of Fiscal Duties.

1. The GSB has failed to explain where the missing WSC Scholarship Fund amount of **\$4,280.28** has been transferred to and why it was transferred out of the WSC Scholarship account, even though the WSC Planning Committee brought this issue to the GSB's attention in a letter dated July 11, 2021. {Reference: Zipfile Doc No. 25.}

2. Toni T continued to use incorrect allocation percentages after receiving notice by email in July 2021 by the WSC PC of the failure of the Treasurer to correctly apply the percentages specified in the WSC 2014 Motion.

3. The GSB has built and maintained an inordinately expensive Website, which lacks sufficient functionality, including that group meeting and event updates take an unreasonable amount of time (sometimes months) and are often incorrect, and the email addresses sometimes do not work for new Trustees in that they don't receive emails from UA members. The website costs from October 2018 through December 2021 were **\$19,030.56** with the costs incurred continuing to mount since then. During his term as GSB Trustee, Treasurer and Chair of the GSB Phone and Tech Committee, Randy W, brought this issue to the attention of Webmaster and Vice-Chair, Clara T, who did not follow through on his idea of having more than one bid for the website and web developer. {Reference: Zipfile Doc No. 29.}

4. In November 2021, the Treasurer's removal of **\$3,698.99** from the WSC Fund and **\$87.60** from the WSC Scholarship Fund failed to demonstrate care in the GSB's carrying out of its fiscal duties. The GSB attempted to justify these transfers in November 2021 based on a Statement from their Special Officer Worker. He claimed in the Statement that the 2019 and 2020 distributions to the WSC Fund and the WSC Scholarship Fund were not correct. He did not reference the WSC 2014 Motion passed regarding the allocations, even though the WSC Planning Committee had attached that Motion in their letter to the GSB in July 2021 informing the GSB of the accounting errors regarding the allocations.

The Special Officer Worker has a conflict of interest in that his business partner is the

UA Web Developer who is charging exorbitant rates to maintain UA's website, and so he has an interest in disrespecting the 2014 WSC Motion so he can put the money in his pocket. Also, the GSR Committee has received information that the Special Officer Worker does not have a degree in accounting and is not a C.P.A., and he has misrepresented himself as being an accountant. Thus, the GSB was not exercising the duty of care to make transfers according to this incorrect report. {Reference: Zipfile Doc No. 18.}

C. The GSB failed in its duty to properly handle the updating of meetings and registration. The GSB denied support to the Fellowship in its untimely manner of updating and inaccurate listing of information on meetings and long delays in registering Groups, sometimes taking many months.

II. The GSB caused significant harm to the Fellowship, including to UA's reputation and mission.

- A. Because the GSB put a letter on the home page of UA's website which excommunicated the WSC Planning Committee from UA, and again tried to delegitimize the World Service Conference 2021, many people saw the huge rift in UA. We have received reports of people who have left UA as a result. UA's reputation as a serene, happy, healing and creative place has taken a big hit due to this letter.**
- B. Recovering underearners need a lot of safety and time to recover. The accusations, shaming, blaming and cross-talk from the GSB are causing members to feel unsafe and are taking up time, and hurting members' ability to carry the message to the newcomer and other underearners who still suffer.**

III. Efforts to resolve the issues with the GSB.

The GSB members have been invited by the WSC Planning Committee and the GSR Committee to discuss and resolve the issues in private meetings throughout the year leading up to the WSC 2021. The GSB either ignored or refused the requests to meet in a virtual round-table with the leadership of these committees. The invitation to mediate, which was sent by the World Service Conference 2021, was rebuffed by the GSB. In summary, the GSB has refused to engage in dialogue with the GSR Committee and the WSC Planning Committee regarding these issues.

The GSR Committee, WSC Planning Committee and the Newly-Elected Trustees remain open until February 4, 2022 to scheduling a good-faith, spiritually-based mediation, instead of a GSB reorganization.

The GSB's proposal to have periodic Town Hall meetings is not a suitable substitute for mediation or a Special Convocation, or for that matter, the established service structure of all 12 step fellowships that place the groups at the top of the decision-making process. The Town Hall on January 30th proved that 90 second communications on a particular issue, where the minority of 2 duly ratified Trustees (and two privately selected others) have the final word, is not a suitable format for reaching a fair resolution of even one of the serious issues that have been created by the GSB. In fact, it further frustrated or traumatized many members. In addition, the representatives of the actual committees that have been harmed were not able to speak in their capacity as officers and Trustees-Elect. It, also, was not a safe space for members of groups who have been harmed to speak out and be heard.

Because of the nature of the issues, UA needs a professional mediator who is a long-time member of a 12 Step Fellowship. Since the GSB, sadly, has rejected mediation and the opportunity to resolve issues through dialogue and negotiation, a World Service Conference Special Convocation is the only other available forum for addressing the damage being done to our fellowship. It is necessary to meet at the Special Convocation and to discuss and vote on resolution of these issues by reorganization of the GSB.

Listing of Referenced Documents in Attachment B in Digital Zip File

The Digital Zip File Is Available Upon Request

Please email gsrcommittee4ua@gmail.com to receive the zip file.

1. UA GSB Bylaws adopted by the UA GSB 2016 (not yet approved by a World Service Conference.)
2. UA GSB Letter dated May 2, 2021, that was sent to the Fellowship which attempted to stop preparation of the WSC 2021.
3. UA GSB Letter dated August 21, 2021, that was sent to the Fellowship which attempted to stop preparation of the WSC 2021.
4. UA GSB Letter dated October 3, 2021, that was sent to the Fellowship which attempted to stop preparation of the WSC 2021. It was also posted on the UA Website.
5. UA GSB Letter dated October 24, 2021, that was sent to the Fellowship which attempted to stop preparation of the WSC 2021.
6. UA GSR Committee letter dated May 9, 2021 to the GSB and the Fellowship
7. UA WSC Planning Committee letter dated May 9, 2021 to the GSB and the Fellowship.
8. UA GSR Committee letter dated October 10, 2021 to the GSB and the Fellowship.
9. UA GSR Committee letter dated November 3, 2021 to the GSB and the Fellowship.
10. Motions Passed at the UA World Service Conference 2014. (This document was provided to the UA WSC Planning Committee, formerly called WSC Preparation Committee, by the UA Archivist in 2018.)
11. Treasury Report 2018 Year-End, prepared by Leah S, UA Treasurer from 2016 - Oct 2018.
12. Treasury Report 2019 Year-End, prepared by Randy W, UA Treasurer (Oct 2018 - Oct 2020.)
13. Treasury Report January 2021, prepared by Toni T, UA Treasurer (October 2020 - Present.)
14. Treasury Report January - December 2021, prepared by Toni T, UA Current Treasurer.
15. Treasury Report June 2021, prepared by Randy W, UA Treasurer (Oct. 2018 - Oct 2020).
16. Treasury Report January through December 2020, prepared by Toni T, UA Current GSB Treasurer.
17. Finance Report from the GSB Chair, Clara T, February 28, 2021.
18. Statement from Special Officer Worker dated November 27, 2021 (p.1) and Note/Statement from UA GSB dated December 12, 2021. (p. 2).
19. UA GSB Meeting Minutes, July 24, 2021.
20. UA GSB Meeting Minutes, August 28, 2021.
21. UA GSB Meeting Minutes, September 26, 2021.
22. UA GSB Meeting Minutes, October 23, 2021.
23. UA GSB Meeting Minutes, November 27, 2021.
24. Letter from Literature Committee Member, Shari Lynn K, dated October 24, 2021.
25. Letter from WSC Planning Committee to GSB dated July 11, 2021.
26. Screenshot of UA Website showing that the WSC 2014 Minutes are not posted.
27. GSR Committee Report to the GSB dated September 26, 2021 and letter dated September 12, 2021, which informed the GSB that the GSB is not following the Bylaws regarding ratification and quorum requirements, invited the two non-ratified Trustees to attend the WSC 2021 to be considered for ratification, and invited the GSB to set up a meeting to dialogue with the GSR Committee and the WSC Planning Committee representatives.
28. Letter from Randy W, Trustee Elect and former GSB Trustee and Treasurer, dated February 4, 2022.

29. Spreadsheet of Costs of new UA Website from Inception in October 2018 - December 2021.