

Bylaws Revised 12/4/03
Bylaws Revised 08/1/12
Bylaws Revised 10/1/15
Bylaws Revised 01/01/17
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BYLAWS

The following shall be the Bylaws of INTERNATIONAL DOCTORS IN ALCOHOLICS ANONYMOUS (further referred to as “the Corporation” or IDAA), a Minnesota non-profit corporation.

ARTICLE I – FISCAL YEAR

1.1 The fiscal year of the Corporation shall be from Jan 1st through Dec 31st.

ARTICLE II – MEMBERSHIP

2.1 Membership is open to all recovering individuals with a doctorate level degree in the health care professions, physician assistants, students actively enrolled in a course of study designed to lead to a similar degree, advanced registered nurse practitioners, and certified registered nurse anesthetists.

2.1.1 Annual membership dues are \$50. A hardship waiver is allowed and requests for this waiver should be made to the Executive Director(s).

2.2 The spouse or child of an individual who is qualified for membership may themselves become a member.

2.3 There shall be no limit on the number of members of the Corporation.

2.4 Every member who gives written or electronic notice of a desire to belong or who attends an annual meeting shall be designated a member of the Corporation.

2.5 Each member attending the annual meeting shall have one (1) vote at the annual membership meeting of the members.

2.6 Members shall be removed from membership upon written request. At death, members become Forever Sober in IDAA.

ARTICLE III – MEETING OF THE MEMBERS

3.1 The annual meeting of the members shall be held each year at a date and time determined by the Steering Committee and at a place selected by the Steering Committee. Written notice of the annual meeting shall be given at least ten (10) days in advance of the meeting, providing the date, time and place of the meeting. At the annual meeting, the membership shall transact any business as may properly come before it.

3.2 Special meetings of the members may be called at any time by the Trusted Servant, or by a simple majority of the voting members of the Steering Committee. Written or electronic notice of special meetings, stating date, time, place and purpose shall be sent to all members at least ten (10) day in advance of the meeting, either in a publication of the Corporation or by special mailed notice, in accordance with the Minnesota Statutes Section 317A.433.

3.3 A quorum at meetings of the members shall be fifty (50) members or 10 percent (10%) of the membership, whichever is less. Written proxies shall not be permitted at the meetings of the members.

3.4 Beyond action at an annual or a special meeting, the members may take action by written, mailed or electronic ballot, provided that at least a quorum (defined in 3.3) votes on the action and providing that a majority of those voting approve of the action.

ARTICLE IV – STEERING COMMITTEE

4.1 The voting members of the Steering Committee (SC) shall consist of eleven (11) members. It will be responsible for the establishment of the policies and supervision of the affairs of the Corporation. It shall be responsible for the securing and expenditure of IDAA funds. It shall receive and examine the regular reports of the various officers and committees of the Corporation. The Executive Director, the Administrative Director, the Secretary, and the Treasurer are non-voting members of the SC.

4.2 All voting members of the SC will be endowed with equal responsibilities and rights and serve a three (3) year term and may be elected to one additional three (3) year term. Members will serve no more than six (6) consecutive years on the Steering Committee. The voting members of the steering Committee shall be eleven (11) in number and include the following as of the end of each annual meeting:

- The Chair of each standing IDAA sub-committee (5) including the Administrative, Communications, Finance, Membership, and Conference Committees. (These committees are referred to as sub-committees of the SC for the purpose of this document.)
- 2 Alanon Representatives
- 3 Members-at-Large

- The Current Trusted Servant (who votes only in order to break a tie vote).

4.2.1 The Trusted Servant shall be recognized as Chair of the IDAA Steering Committee, which essentially functions as the Board of Directors for IDAA. An exception to the six year time limit for service on the SC may be made if necessary when the SC member is currently serving as a Current Trusted Servant or Trusted Servant Emeritus.

4.2.2 Five members of the IDAA SC will be the chairmen of the five primary IDAA Sub-committees.

4.2.3 The two designated Alanon Representatives will each be appointed by the Alanon Advisory Committee to serve a three (3) year term as a voting member of the Steering Committee.

4.2.4. There will be three (3) Members-at-Large serving on the Steering Committee at any time. Members-at-Large shall be elected by the Steering Committee from a slate of candidates selected by the Administrative Sub-committee.

4.2.5 There shall always be an odd number of voting members of the SC, although the Trusted Servant will vote only in the event of a tie.

4.3 The annual meeting of the Steering Committee shall be held just prior to, during or immediately after the annual meeting of the membership. At the annual meeting of the Steering Committee, it will appoint a member to the position of Executive Director, Administrative Director, Secretary, and Treasurer as provided for in Article V of these Bylaws. The Steering Committee may appoint other officers and committees as deemed necessary. The Steering Committee may transact any other business at the annual meeting which may deemed proper by it. A written notice of the annual meeting of the Steering Committee shall be sent by mail or electronically to each member of the committee giving the date, time and place at least ten (10) day prior to the meeting. All general members of IDAA are invited to attend the annual SC meeting.

4.4 An urgent or emergent meeting of the Steering Committee may be called at any time by the Trusted Servant or by any three (3) members of the Steering Committee upon giving the committee members three (3) day notice of the date, time, place and purpose of the meeting. Notice for special meetings will be provided electronically or by telephone.

4.5 A quorum for meetings of the Steering Committee shall be a simple majority of the voting members of the Steering Committee.

4.6 The Steering Committee may appoint a member to fill any vacancy which may occur in the Steering Committee or among the officers of the Corporation upon a majority vote of those present and after notice is given as provided in section 4.4 above. That person shall serve until the next annual meeting of the Steering Committee at which time the position shall be filled for the rest of the unexpired term of the vacancy.

4.7 Subject to the limitations stated in this section of the Bylaws and to the requirements of the Minnesota Statutes Chapter 317A, the Corporation may indemnify and make advances of reasonable expenses to each Steering Committee member, officer or employee of the Corporation, whether or not then in office or employed by the Corporation, as prescribed by the Minnesota Statutes, Section 317A.521.

4.8 The Corporation will purchase and maintain insurance on behalf of any person in that person's official capacity with IDAA against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would have been required to indemnify the person against liability under this section or under the provisions of Section 317A.521. The proceeds of this insurance actually paid pursuant to this section shall be the maximum amount of funds payable under the law.

4.9 A conference among the members of the Steering Committee or among any members of any committee or sub-committee designated by the SC, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the SC or other committee, as the case may be, if notice of the conference is given as provided in section 4.4 above, and if the number of members participating in the conference would be sufficient to constitute a quorum. Participation in a conference by this means of communication constitutes personal presence at the conference.

4.10 Any action which may be taken at a meeting of the Steering Committee may be taken without a meeting when authorized in writing and signed by the number of voting members of the SC which would be required to take the same action at a meeting of the Steering Committee at which all voting -members were present. An electronic signature is designated as an acceptable signature to the SC.

4.11 The members of the Steering Committee may vote in person at a meeting or may vote by a mailed ballot or electronic ballot if unable to attend a meeting. The SC may vote to take action on an issue without having a meeting if the vote is given the required 10 day notice, if vote is taken by signed or electronic ballot, and provided that the number of total votes equals a quorum as defined in section 4.6 above.

4.12 All motions concerning important questions of policy shall require substantial unanimity for passage, as defined by a two thirds majority of those voting members present, provided there is no critical need for an immediate or early decision.

ARTICLE V – OFFICERS AND DIRECTORS

5.1 The Officers of the Corporation shall consist of the Trusted Servant, Executive Director, Administrative Director, Secretary, and the Treasurer, and such other officers as may be determined necessary from time to time by the Steering Committee.

5.2- All SC members are eligible for consideration for the office of Trusted Servant, and any SC member not able or interested in serving as Trusted Servant may decline. The Trusted Servant is a member who agrees to engage in a six year commitment. Year One and Two, the individual is the Trusted Servant Elect, in order to allow individuals to become familiar with the roles and responsibilities of the office. In Year Three and Four, the Trusted Servant performs all roles and responsibilities of the office, and acts as Chair of the IDAA SC. In Year Five and Six, the individual becomes the Trusted Servant Emeritus, providing wisdom, counsel and support to the Current Trusted Servant and the IDAA SC.

5.3 In the absence of the (Current) Trusted Servant, the Trusted Servant Emeritus shall preside at the meetings of the Steering Committee. If the Trusted Servant or the Trusted Servant Emeritus cannot serve, the Trusted Servant Elect shall serve as the Chair of the Steering Committee, with the approval of a majority of the remaining voting members of the Steering Committee.

5.4 The Steering Committee shall elect an IDAA member to be the Treasurer. The Treasurer shall be a non-voting member of the SC. The Treasurer shall be elected to serve a 3 year term and may be re-elected for one additional 3 year term. The duties of the Treasurer shall include:

5.4.1 Managing the financial matters of the Corporation, maintaining its financial accounts and keeping complete and accurate records of all its financial transactions.

5.4.2. Payment of legal, accounting, incorporation, business and membership fees.

5.4.3 Transfer of funds from the Corporation's general account to the IDAA Scholarship Fund account.

5.4.4. Payment of donations, if any, to the General Service Office of Alcoholics Anonymous or any other organization as determined by the Steering Committee.

5.4.5. Payment of the contracted fees of the Executive Director and Administrative Director.

5.4.6. Supervise the submission of required financial reports to the appropriate governmental agencies.

5.4.7. Other financial transactions as directed by the Steering Committee.

5.4.8. Submit an annual budget for the Corporation to the Finance Sub-committee on a timely basis to allow for approval by the Steering Committee before the end of the fiscal year. The Treasurer shall submit other financial reports to the Finance Sub-committee at intervals determined by them.

5.5 The Steering Committee shall elect an IDAA member to be the Secretary. The Secretary shall be a non-voting member of the SC. The Secretary shall be elected to serve a 3 year term and may be re-elected for one additional 3 year term. The duties of the Secretary shall include:

5.5.1 Responsibility for recording and distributing the minutes of all meetings of the members, and of all meetings of the Steering Committee.

5.5.2 Work with the Executive Director and Administrative Director in the preparation of any reports including the Annual Report.

5.5.3 Assist the Administrative sub-committee in the presentation of the Annual Review of the Executive Director and Administrative Director.

5.5.4 With the Trusted Servant, the Secretary shall have the authority to execute all legal documents on behalf of the Corporation which have been approved by the Steering Committee.

5.6 The Executive Director and the Administrative Director, at the recommendation of the Administrative sub-committee, and elected to serve by the SC, shall establish and operate the Central Office of the Corporation at a site of their choosing and with the approval of the Steering Committee. Their duties shall include:

5.6.1 Provision of administrative support for the Steering Committee, the various SC sub-committees, the LAC (Local Arrangement Committee), and the other members and officers of the Corporation.

5.6.2 Maintain and secure the membership data base.

5.6.3 Manage communication with the membership, new and prospective members, and with scholarship recipients when needed.

5.6.4 Manage fund raising efforts when directed to do so by the Steering Committee.

5.6.5 Represent the Corporation in dealing with other organizations in a manner consistent with the mission and policies of the Corporation.

5.6.6 Submit an annual written administrative report to the Administrative Sub-committee and Steering Committee.

5.6.7 Carry out other administrative duties as directed by the Steering Committee.

5.6.8 The length of term of the Executive Director and the Administrative Director shall be three years with possible annual renewal up to a total of five (5) years at the discretion of the Steering Committee and the Director. In the year following active work as the Director, the individual/s agree to provide wisdom, counsel and support to the newly designated Executive Director and Administrative Director.

5.6.9 There will be an annual review of both Directors by the Administrative sub-committee to be completed at the Annual Meeting of the Steering Committee.

5.6.10 The Directors will maintain the Central Office checking and money market accounts.

5.6.11 The Directors will manage income from the annual meeting. This includes registration, scholarship donations and sales income, and transfer of funds to the LAC account for payment of meeting expenses and transfer funds (meeting profit) to the Treasurer yearly.

5.6.12 The Directors will maintain an account within Central Office for emergency use by the Scholarship Committee and other committees/sub-committees.

5.7 After considering the recommendations of the Finance Sub-committee and the Administrative Sub-committee, the Steering Committee will negotiate an annual contract with each of the two Directors to include compensation, funding of the duties of the office, and the operation of the Central Office.

5.8. The specific deliverables for Executive Director and Administrative Director are attached as Addendums 1 and 2.

ARTICLE VI – COMMITTEES

6.1 The Steering committee will have five (5) standing sub-committees, including the Administrative Committee, Communications Committee, Conference Committee, Finance Committee and the Membership Committee. All committees shall be composed of a mix of SC members and general members. Committee chairs of the five sub-committees are nominated by the members of their committee, and confirmed by the Steering Committee at the Annual SC Meeting. Other committee members will be chosen based on interest, commitment, and needed skill sets; each member agrees to be actively involved in mentorship of individuals who are interested in actively serving IDAA. Committee members may volunteer to serve at the pleasure of the committee chair.

6.1.1 The duties of the Administrative Sub-committee shall be the following:

6.1.1.1 Provide supervision to the Secretary, Treasurer and both Directors.

6.1.1.2 Provide an annual review of the performance of the Secretary, Treasurer, Executive Director, and Administrative Director to the Steering Committee, Secretary, Treasurer, Executive Director, and Administrative Director.

6.1.1.3 Recommend to the Steering Committee the terms of the annual contract for the Executive Director and Administrative Director.

6.1.1.4 Serve as the search and nominating committees for potential candidates for the positions of Executive Director, Administrative Director, Secretary, and Treasurer and report their recommendations to the Steering Committee.

6.1.1.5 Serve as the search and nominating committee for potential candidates for SC members-a-large.

6.1.2.6 Annually review these Bylaws and recommend possible amendments to the Steering Committee as needed.

6.1.2.7 Perform other administrative functions as necessary.

6.1.2 The Communication Sub-committee of the SC works to assure that the message of recovery is available to all doctoral level healthcare providers, and their families.

6.1.2.1 Provide outreach to state programs supporting recovery for potential members.

6.1.2.2 Provide outreach to professional training programs for all potential members.

6.1.2.3 Develop messages appropriate to various audiences to ensure that the message of recovery is available to all potential IDAA members and their families.

6.1.2.4 Identify new and alternative venues to spread the message of recovery to potential members.

6.1.3 The Conference Sub-committee is responsible to work with each Local Arrangement Committee (LAC) in order to provide information, counsel and support to each LAC Chair and committee, and ease the process of presenting the IDAA Annual Meeting. When an IDAA member is asked to be a LAC Chair, they become members of the Conference Sub-committee. Duties include:

6.1.3.1 Review the LAC budget at the annual meeting prior to the LAC's meeting.

6.1.3.2 Review the final LAC report including the financial report in its' entirety and compare it to previous LAC financial reports. This shall be completed by the fall of the year following the LAC's annual meeting.

6.1.3.3 Work with the Executive Director and Administrative Director to select a site for the annual meeting at least three (3) years in advance of the meeting.

6.1.4 The duties of the Financial Sub-committee shall be the following:

6.1.4.1 Supervise the financial matters of the corporation.

6.1.4.2 Review the annual budget of the corporation as developed by the Treasurer and recommend to the SC whatever action they determine to be appropriate.

6.1.4.3 Review the LAC budget at the annual meeting prior to the LAC's meeting.

6.1.4.4 Review the final LAC financial report and compare it to the previous LAC's financial reports. Report to the Steering Committee any recommendations they might have based on this review.

6.1.4.5 Work with the Certified Public Accounting firm hired by the SC to prepare appropriate tax reports as required by governmental agencies, and make these reports available to the Trusted Servant, the Secretary, Treasurer, the Executive Director, and Administrative Director and any interested IDAA member (by the Executive Director and Administrative Director) to ensure financial transparency to all corporation members.

6.1.4.6 Oversee all IDAA accounts and make recommendations to the SC to assure these accounts are well managed.

6.1.5 The purpose of the Membership sub-committee of the SC is to ensure that recovery through the IDAA annual meeting is available to all potential members and their families.

6.1.5.1 Makes the annual meeting available to potential members without the financial means to attend the annual meeting without assistance.

6.1.5.2 Works with the SC, the Finance sub-committee and the ED and AD regarding scholarship fund raising to provide necessary assistance to those wishing to attend the annual meeting.

6.1.5.3 Works with the annual meeting LAC to develop their working meeting scholarship guidelines and stay within budget to ensure sustainability of the scholarship program.

6.1.6 The Local Arrangement Committee is part of the Conference committee but has its own specific responsibilities. The Local Arrangements Committee (LAC) Chair of the annual meeting of the corporation shall be appointed by the Steering Committee no less than three (3) years prior to the meeting. The SC shall receive a report from the Conference Sub-committee and consider its recommendations prior to this appointment. Upon appointment, the LAC Chair will be designated a member of the Conference sub-committee, and a non-voting member of the SC. The duties of the LAC Chair and members are:

6.1.6.1 Plan and execute the annual meeting of the Corporation, and create a final report following the meeting.

6.1.6.2 Prepare a budget for the annual meeting and submit it to the Treasurer and the Financial Sub-committee promptly after the previous annual meeting.

6.1.6.3 Prepare a final financial statement following the annual meeting and submit it to the Financial Sub-committee as soon as possible after the annual meeting.

6.1.6.4 The LAC shall receive administrative support from the Directors and the various standing Sub-committees of the Steering Committee as needed.

6.2 The Steering committee may establish other committees as may be necessary.

6.3 The Trusted Servant may appoint other members of the corporation to any of the Sub-committees as he/she deems appropriate.

ARTICLE VII – MISCELLANEOUS

7.1 Initially, the Corporation shall not have a seal. The Steering Committee shall have the authority to adopt a seal if it so chooses.

7.2 The Executive Director or Administrative Director shall have the authority to execute all legal documents on behalf of the Corporation which have been approved by the Steering Committee.

ARTICLE VIII – AMENDMENTS

8.1 These Bylaws may be amended at any meeting of the Steering Committee by a vote of two thirds (2/3) of the members present provided there is a quorum present as defined in Article 4.6 and provided that a copy of the proposed amendment(s) has been received by each member of the Steering Committee at least ten (10) days prior to the meeting at which the vote on the proposed amendment(s) is to take place.

ADDENDUM 1: Deliverables for the Executive Director

- To increase membership in IDAA and, in doing so, to significantly increase membership dues income.
- To promote IDAA to actual and potential stakeholders such as the Federation of State Physician Health Programs, the American Academy of Addiction Psychiatrists, the American Society of Addiction Medicine, the Physician Health Program that is a part of the American Medical Association, corresponding Nurse Practitioner, and Nurse Anesthetist Groups, corresponding Dentist, Pharmacist, and Psychology Groups, Physician Assistant Groups, Medical Students, Canadian Medical Society, Canadian Physician Health Programs, the American Osteopathic Association, British Doctors and Dentists, and Australian Doctors in Recovery.
- To develop a program for reaching out to Alanon and other Family Groups.
- To determine the sobriety effect of being a member of IDAA by conducting an anonymous survey of members.
- In conjunction with the Administrative Director to conduct and oversee the Annual Meeting and regional meetings.
- To attend and support the International Meetings in England and Australia and regional meetings such as the New England meeting.
- To be the face of IDAA in all walks of life.
- To develop a PowerPoint, video, or comparable presentation that captures the essence of IDAA and can be used to promote our organization to potential stakeholders.
- To develop and initiate a Capital Campaign which will start the second year of your tenure.
- To serve as an overseer and collaborator for any outside research project that attempts to gather information from our members. Any such projects would have to be approved by the Steering Committee and Trusted Servant.
- To work effectively with the Administrative Director who will conduct the day-to-day operations of IDAA.
- To provide an annual report to the Steering Committee and to the membership at large.
- In conjunction with the Administrative Director to provide a newsletter to the members 3 to 4 times per year.
- To provide guidance and direction to individual members and to individuals seeking membership.
- **Both ED and AD** attend all LAC phone meetings and at least 2 site visits for the upcoming meeting and one for the meeting the following year.
- **Both ED and AD** review material presented by Conference Direct for proposed meeting sites and make visits to top contenders.
- SC Communication (**both ED and AD**):
 1. Arrange for 7 meetings with agenda—6 by phone, and one at the annual meeting.
 2. Communicate with the Trusted Servant.
 3. Communicate with each of the IDAA SC subcommittees.
 4. Deal with any disasters such as a data security concern.

ADDENDUM 2: Deliverables for the Administrative Director

The Administrative Director is responsible for the day-to-day functioning of IDAA. This includes the following:

Management of the Central Office

Management of all Financials related to IDAA including:

- Setup and maintain all bank accounts.
- Payables for insurance, Constant Contact (our communication company), storage in KY, taxes to the state of MN
- Account balance reconciliation
- Interface with the IDAA treasurer about financial status.
- Interface with the IDAA accountant based in MN.

Management of Member Communication and Database:

- Enter each new member into File Maker Pro after a check on eligibility. Send a letter to each new member.
- Update member data entry as needed and communicate to the member that the update has occurred.
- Maintain a secure folder on home computer and laptop.
- Take phone calls and emails from individuals looking for help and refer to the ED. Recommend local meetings when appropriate. No treatment recommendations are made.
- Manage phone calls and help existing members with concerns like a CME certificate, finding a meeting, etc.
- Emails as needed to membership.
- Remove unsubscribed emails after a mailing.
- Remove or update snail mail addresses.
- Go through all meeting registrations and make changes to the database.

Management of Annual Meeting

- Manage all registrations for the annual meeting, and clear credit card payments.
- Answer registration questions by phone and email.
- Staff the Registration Table at the meeting and handle all CC interactions and entry.

- **Both ED and AD** attend all LAC phone meetings and at least 2 site visits for the upcoming meeting and one for the meeting the following year.
- Work with the LAC's to offer experience, strength, and hope and try to keep disasters from occurring.
- **Both ED and AD** review material presented by Conference Direct for proposed meeting sites and make visits to top contenders.
- Review and sign contracts for the annual meeting.
- Obtain services of a bookstore vender (currently Choices of NY).
- Maintain a working relationship with Conference Direct to increase membership in IDAA

SC Communication (**both ED and AD**)

- Arrange for 7 meetings with agenda—6 by phone, and one at the annual meeting.
- Communicate with the Trusted Servant.
- Communicate with each of the IDAA SC subcommittees.
- Deal with any disasters such as a data security concern.