

Minutes of the Board of Directors Meeting: October 14, 2012

Note: Robert attached the following comments to the Meeting Agenda sent out by Craig. These items were addressed in the formal meeting.

Money needs to be aware of:

- \$15,000 for purchase of the LifeRing Wordbooks. Probably will not need the money until the 1st- 2nd quarter of 2013.
- Payroll for Robert.
 - Working 80 hours a month (20 hours a week)
 - At present taking only one paycheck a month for 40 hours.
 - Money owed from April to October, 6 months @ \$580.00 a month = \$3,480.00

Trademarks

- Marty is going to file two applications to the United States Patent and Trademark Office.:
 - The word mark 'LIFERING' in class 45 (for organizing support groups) \$275.00
 - The design mark "the new simplified graphic logo design" in class 45 (for organizing support groups). \$275.00 .
 - The cost of these two items will be \$550.00.
 - Marty has volunteered to pay for one of the applications as a donation to LifeRing.

Email service

- I sent out the LifeRing newsletter to 1,664 emails from the LifeRing database using our new email service at www.Mailup.com (suggested by Njon).
- This service will be used to send out our quarterly newsletters, donation requests, and other announcements as determined by the Board.

Note: Carola commented before the formal meeting started that as of last month the number of people who "liked" the LifeRing page on Facebook has risen to 107 from 57 last month.

It was determined that a quorum of Board members was present and the meeting was called to order by Craig Whalley at 12:00 noon PDT. Also present were Dru Boyd, Kathleen Gargan, Joe Mott, Steve Snyder, Robert Stump, Njon Weinroth, Carola Ziermann, and Tim Reith.

Consent Agenda

The Consent Agenda this month consisted of the Minutes, the Financial Report, and two Committee Reports. Carola noted two errors in the September Minutes that the Secretary (Tim) agreed to fix. It was moved, seconded, and unanimously carried that the Board accept the Consent Agenda as posted with corrections in the Minutes as noted. *Note: The corrections were subsequently made.*

Old Business

Canada: Craig

Craig reported that he wrote to Michael Walsh about two weeks ago but has not heard back. He had nothing additional to report on Canada this month.

CAADAC Conference: Joe

A number of books were sold at the conference. Several people expressed an interest in having LifeRing meetings in the San Diego and Los Angeles areas. There are no meetings in these areas now, but work is proceeding to start one or possibly two meetings in San Diego.

The issue of LifeRing audio books was raised at the conference. Such books do not exist now, but the comment was passed along to Marty who is interested in possibly recording his "Empower Your Sober Self" book.

Joe's full report of the CAADAC Conference can be found in the Consent Agenda.

Upcoming Annual Meeting in Denver: Kathleen and Troy

The admission cost was discussed. Kathleen suggested that we charge \$25 for professionals, \$20 for students, and \$10 for LifeRing members. Troy asked if there had been any consideration regarding whether the Mate lecture could be counted as continuing education for attending counselors. Kathleen offered that she would pursue this matter. Troy commented that such an arrangement might be a justification for a higher price for lecture attendance if a certification could be gotten; can we work with a certifying agency to state that attendance at the Mate lecture can count for continuing education. Kathleen will pursue this also.

Bylaw Revisions: Joe

The Bylaws Committee has completed a first draft of proposed changes to the LifeRing Bylaws, in accordance with the "Motion on Behalf of the Board of Directors to Study and Prepare to Implement Absentee Voting" that was passed at the 2012 Congress. The text of this motion is available in the Consent Agenda.

Bylaws Discussion: Troy and Joe

Every meeting should have a vote whether or not a representative from a particular meeting is present at the Congress; every meeting should have a delegate who will vote, absentee or otherwise. A method of getting information to the voters before the Congress is needed. Troy commented that recently he proposed a timeline for the absentee voting process:

Thirty days before the Congress – Agenda Deadline

- Delegates Registered
- Proposal Deadline
- Board Nominations

Day of Congress (Sunday of Annual Meeting)

- Votes on Board Seats
- Modify Proposals
- Ratify Proposals

Friday (5 Days Post-Congress)

- Absentee Ballots Posted

30 Days Post-Ballot Absentee Vote

- Contested Board Seats Addressed
- Ratification of Proposals

45 Days Post-Congress – Results Posted

A further discussion of the Bylaws ensued to clarify the issue of contested vs. uncontested seats. Joe commented that only uncontested seats would be decided at the Congress. Abdication of a seat was also discussed. Kathleen asked if it was too late for someone from Ireland to join the Bylaws Committee and Joe commented that it was not. Joe will present the final Bylaws Committee recommendations next month. Kathleen will obtain input from Ireland and convey it to Jeff Koch [on the Bylaws Committee] beforehand.

Joe said that absentee voting should be narrow and that it could be expanded later. Also, there needs to be a mechanism for putting forward a motion and having it accepted. Troy commented that he had previously put together a process and format to facilitate motions, and that this document would be advisable to use for absentee voting. *(Secretary's comment – see the Board Meeting Minutes of June, 2012 for details).*

Trademarks: Troy and Robert

Secretary's note: I was somewhat confused by this part of the conversation. I subsequently spoke to Troy who wrote the following clarification. (This issue is also addressed in Robert's comments attached to the circulated Agenda Items for this month – see the first part of these Minutes for his comments).

From Troy:

"We want to trademark the single word "LifeRing" and the new logo. There are two fees - one for each. Marty is submitting the applications. Marty is also contributing \$275 and we voted to contribute the other \$275. [The logo that Robert sends to Marty] will be the one Marty registers. Our old logo is still protected for a few more years."

Charters: Marty, Robert, and Tim

In the Minutes from October, 2008, the following comments appeared:

"LifeRing Canada would be set up under the rules provided in Section 6.4.8 of the LifeRing Bylaws:

6.4.8. The Board shall have the power to grant a charter to one not-for-profit organization in each geographical jurisdiction, empowering that organization to issue and to suspend or revoke meeting charters within that geographical jurisdiction, on terms consistent with these Bylaws.

Moved: That LifeRing Inc. hereby grants a country license to LifeRing Canada, to use the LifeRing service marks within Canada and to issue charters to meetings within Canada, consistent with the LifeRing Bylaws, so long as LifeRing Canada remains a nonprofit organization and adheres to the LifeRing "3S" philosophy as set out in Article 11 of the LifeRing Bylaws and in the LifeRing corporate charter.

Owen Poole seconded the motion and it was passed unanimously.

The secretary [Jim Ringland] was asked to prepare a formal charter document, based on our existing templates but including this motion, for use by LifeRing Canada. This may be helpful when filing legal papers."

Tim contacted both Robert and Marty to find evidence of a written charter for Canada, but no evidence was found. However, a subsequent conversation by Tim with Marty yielded the following comments from him (Marty):

"The passage of the resolution is legally sufficient and effective to create the license grant. Preparation of a formal charter document is not essential to make it happen. As the minutes say, the formal charter document "may be helpful" -- but is not necessary. (You will find a similar observation in HWYW.) The minutes themselves constitute and memorialize the Canada grant. So, if you are worried that the absence of the charter paperwork somehow severs the ties that bind LifeRing Canada to the founding organization, quit worrying."

New Business

Pioneer Award – Steve

Steve requested that a Special Pioneer Award be given to Kat Wyke (aka Kishi) who recently passed away. In an email note to Tim he commented that:

"She was an online convenor and was also a chatroom coordinator. She gave [much] to people both inside and outside of formal online meetings."

Steve moved that this award be given now (and not at the next Annual Meeting) because of these special circumstances. The motion was seconded and was carried unanimously. Tim agreed to make up the award using the same template that he has used previously for other similar Pioneer Awards. The template was sent to Robert who personalized it and had it printed.

Meeting Adjournment: Craig

There being no other business, Craig made a motion to adjourn the meeting. The motion was seconded and carried unanimously. The meeting was adjourned at 1:30 pm PDT.

Tim Reith

Board Secretary

November 7, 2012