



IDAA BY-LAWS

AND

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**ADOPTED BY IDAA BOARD OF DIRECTORS
NOVEMBER 16, 2024**

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IDAA 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 categories and dues will be approved by the Board of Directors. Hardship waiver is allowed and requests for this waiver should be made to the Executive Director.

2.2 The family member 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 Any individual who meets the requirements and pays dues shall be considered a member with full benefits.

2.5 A counterpart membership is offered to qualifying members, allowing them to add a spouse, partner, or household-sharing significant other to their membership at a discounted annual rate.

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

ARTICLE III – MEETINGS OF THE MEMBERS

3.1 The annual meeting of the members shall be held virtually each year at a date and time determined by the Board of Directors. Written or electronic notice of the annual meeting shall be given at least thirty (30) days in advance of the meeting, providing a virtual date and time.

At the annual meeting, members will have the opportunity to discuss and vote on motions, and hear reports from the Executive Director, Board Chair, and Committee Chairs. The opportunity for questions will be available.

3.1.1 Membership must submit motions 30 days in advance of the meeting. Motions are to be submitted to the Board Chair and will be

reviewed by the Administrative Committee in advance of the meeting.

3.2 Special meetings of the members may be called at any time by the Board Chair, or by a simple majority of the voting members of the Board of Directors. 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 act 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 – BOARD OF DIRECTORS

4.1 The voting members of the Board of Directors (BoD) shall consist of up to seventeen (17), but not less than 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 is a non-voting member of the BoD.

4.2 All voting members of the BoD 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.

- The Chair of each standing IDAA Committee (8) including the Administrative, Communications, Race, Equity, Diversity and Inclusivity (REDI), Finance, Membership, Scholarship, Conference and Fundraising Committees.
- 2 IDAA Family Recovery Representatives
- 3 Members-at-Large
- Board Chair Emeritus and Board Chair-Elect are voting members of the BoD.

4.2.1 An exception to the six-year time limit for service on the BoD may be made if approved by the BoD.

4.2.2 Eight members of the IDAA BoD will be the chairs of the eight primary IDAA Committees. 4.2.3 The two designated IDAA Family Recovery Representatives will each be appointed by the IDAA Family

Recovery Advisory Committee to serve a three (3) year term as voting members of the Board of Directors.

4.2.4 There will be three (3) Members-at-large serving on the Board of Directors at any time. One or more of the members will be designated as International Representative. Members-at-large shall be elected by the Board of Directors from a slate of candidates selected by the Administrative Committee.

4.2.5 The Board Chair will vote only in the event of a tie.

4.3 The annual meeting of the Board of Directors shall be held just prior to, during or immediately after the Annual Conference of the membership. At the annual meeting of the Board of Directors, it will appoint the Executive Director, Secretary, and Treasurer as provided for in Article V of these Bylaws. The Board of Directors may appoint other officers and committees as deemed necessary. The Board of Directors may transact any other business at the Annual Conference which may be deemed proper by it. A written notice of the annual meeting of the Board of Directors 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.

4.4 An urgent or emergent meeting of the Board of Directors may be called at any time by the Board Chair or by any three (3) members of the Board of Directors upon giving the board 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 Board of Directors shall be a simple majority of the voting members of the Board of Directors.

4.6 The Board of Directors may appoint a member to fill any vacancy which may occur in the Board of Directors 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 Board of Directors 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 Board of Directors member, officer, or employee of the Corporation, whether 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 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 meeting among the members of the Board of Directors or among any members of any committee designated by the BoD, by any means of communication through which the participants may simultaneously hear each other during the meeting, constitutes a meeting of the BoD or other committee, as the case may be, if notice of the meeting is given as provided in section 4.4 above, and if the number of members participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by this means of communication constitutes personal presence at the meeting.

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

4.11 The members of the Board of Directors may vote in person at a meeting or may vote by a mailed ballot or electronic ballot if unable to attend a meeting. The BoD 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 4.5 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 Board Chair, Executive Director, Secretary, and the Treasurer, and such other officers as may be determined necessary from time to time by the Board of Directors.

5.1.1 IDAA requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of IDAA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

5.2 The Board of Directors elects the Board Chair every two years at the annual meeting. All BoD members are eligible for consideration for the office of Board

Chair, and any BoD member not able or interested in serving as Board Chair may decline. The Board Chair is a member who agrees to engage in a six-year commitment: Year One and Two, the individual is the Board Chair Elect, to allow individuals to become familiar with the roles and responsibilities of the office. In Year Three and Four, the Board Chair performs all roles and responsibilities of the office and acts as Chair of the IDAA BoD. In Year Five and Six, the individual becomes the Board Chair Emeritus, providing wisdom, counsel and support to the Current Board Chair and the IDAA BoD. The Board Chair Emeritus and the Board Chair Elect shall be voting members of the BoD.

5.2.1. In the event, as determined by the Board of Directors, of exceptional circumstances, the term of the Board Chair may be extended by an additional year by a majority vote of the Board of Directors. As such, this will extend the terms of both the Board Chair Elect and Board Chair Emeritus, if each of them agree. If one or both of the Board Chair Elect or Board Chair Emeritus decline the additional year, then the position(s) will be filled with a standard call for nominations and subsequent vote of the board.

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

5.4 The Board of Directors shall elect an IDAA member to be the Treasurer. The Treasurer shall be a voting member of the BoD. 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 Serve as Chair of the Finance Committee.

5.4.2 In cooperation with IDAA staff, oversee management of the financial matters of the Corporation, maintaining its financial accounts and keeping complete and accurate records of all its financial transactions.

5.4.3 Develop organizational financial policies and procedures including review and approval of payment of expenses, transfer of funds between the Corporation's general accounts and investment accounts, including Endowment 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 Board of Directors.

5.4.5 Review insurance coverages to ensure risk of loss is properly mitigated and ensure insurance policies are renewed.

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

5.4.7 Oversee submission of an annual budget for the Corporation to the Finance Committee on a timely basis to allow for approval by the Board of Directors before the end of the fiscal year. The Treasurer shall submit other financial reports to the Finance Committee at intervals determined by them.

5.4.8 Other financial transactions as directed by the Board of Directors.

5.5 The Board of Directors shall elect an IDAA member to be the Secretary. The Secretary shall be a voting member of the BoD. 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 Board of Directors.

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 Committee in the presentation of the Annual Review of the Executive Director.

5.5.4 With the Board Chair, the Secretary shall have the authority to execute all legal documents on behalf of the Corporation which have been approved by the Board of Directors.

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

5.6.1 Provision of administrative support for the Board of Directors, the various BoD 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 fundraising efforts when directed to do so by the Board of Directors.

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 Committee and Board of Directors.

5.6.7 Carry out other administrative duties as directed by the Board of Directors.

5.6.8 The length of term of the Executive Director shall be three years with possible annual renewal up to a total of five (5) years at the discretion of the Board of Directors and the Director. In the year following active work as the Director, the individual agrees 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 the Executive Director by the Administrative Committee to be completed at the Annual Meeting of the Board of Directors.

5.6.10 The Executive Director will manage the Central Office checking and money market accounts.

5.6.11 The Executive Director 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 Executive Director will maintain an account within Central Office for emergency use by the Scholarship Committee and other committees.

5.7 After considering the recommendations of the Finance Committee and the Administrative Committee, the Board of Directors will negotiate an annual contract with the Executive Director to include compensation, funding of the duties of the office, and the operation of the Central Office.

ARTICLE VI – COMMITTEES

6.1 The Board of Directors will have seven (8) standing committees, including the Administrative Committee, Communications Committee, Conference Committee, Race, Equity, Diversity and Inclusivity (REDI) Committee, Finance Committee, Scholarship Committee, Fundraising Committee and the Membership

Committee. All committees shall be composed of a mix of BoD members and general members. Committee chairs of the eight committees are nominated by the members of their committee and confirmed by the Board of Directors at the Annual BoD 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 Committee shall be the following:

6.1.1.1 Provide supervision to the Secretary, Treasurer and the Executive Director.

6.1.1.2 Provide an annual review of the performance of the Secretary, Treasurer and Executive Director to the Board of Directors.

6.1.1.3 Recommend to the Board of Directors the terms of the annual contract for the Executive Director.

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

6.1.1.5 Serve as the search and nominating committee for potential candidates for BoD Members-at-Large.

6.1.1.6 Annually review these Bylaws and recommend possible amendments to the Board of Directors as needed.

6.1.1.7 Perform other administrative functions as necessary.

6.1.2 The Communication Committee of the BoD 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 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 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 Finance 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 BoD 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 Board of Directors any recommendations they might have based on this review.

6.1.4.5 Work with the Certified Public Accounting firm hired by the BoD to prepare appropriate tax reports as required by governmental agencies, and make these reports available to the Board Chair, 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 BoD to assure these accounts are well managed.

6.1.5 The purpose of the Scholarship Committee of the BoD 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 BoD, the Finance Committee and the ED and AD regarding scholarship fundraising 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 (LAC) is part of the Conference committee but has its own specific responsibilities. The Local Arrangements Committee Chair of the annual meeting of the corporation shall be appointed by the Board of Directors no less than three (3) years prior to the meeting. The BoD shall receive a report from the Conference Committee and consider its recommendations prior to this appointment. Upon appointment, the LAC Chair will be designated a member of the Conference Committee, and a non-voting member of the BoD. 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 Finance 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 Finance 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 Committees of the Board of Directors as needed.

6.1.7 The Membership Committee supports membership growth by actively recruiting, retaining and engaging members. In cooperation with other Committees, the Membership Committee is responsible for:

6.1.7.1 Identifying the needs of members and recommending the development of services to meet those needs.

6.1.7.2 Growing the IDAA Membership.

6.1.7.3 Making sure that IDAA members are informed of IDAA's activities and services.

6.1.7.4 Recruiting new members to IDAA

6.1.7.5 Defining IDAA membership types, levels, and benefits.

6.1.8 The Race, Equity, Diversity and Inclusivity (REDI) Committee supports focused attention on issues relating to diversity within IDAA. In cooperation with other Committees, the Diversity, Equity and Inclusion Committee is responsible for:

6.1.8.1 Conduct assessment of IDAA's current status on issues of race, equity, diversity and inclusivity.

6.1.8.2 Submit written report of findings and recommendations to Board of Directors on implementation of changes to better reflect IDAA's commitment to race, equity, diversity and inclusivity.

6.1.8.3 Creating a diversity, equity, and inclusion statement for IDAA.

6.1.8.4 Recommend programs, services, approaches and strategies that will help IDAA leverage race, equity, diversity and inclusivity to better engage and serve IDAA's membership.

6.1.8.5 Defining key short-term and long-term race, equity, diversity and inclusivity goals and identifying actionable steps to achieve them.

6.1.8.6 Regularly reviewing and assessing the effectiveness of IDAA's policies and procedures to ensure that the principles of race, equity, diversity and inclusivity are being practiced.

6.1.9 The Fundraising Committee manages fundraising efforts for the IDAA Mission. The Committee is responsible for:

- 6.1.9.1 Assist in establishing and reviewing fundraising goals and ideas in collaboration with Central Office and 3rd Party Fundraising Partner.
- 6.1.9.2 Cultivate donor relationships and communicate the IDAA mission.
- 6.1.9.3 Assist in strategizing initiatives, planning, and organizing events, and developing materials to meet the needs of the 3rd Party Fundraising Partner.
- 6.1.9.4 Assess the performance of the 3rd Party Fundraising Partner.
- 6.1.9.5 Ensure funding aligns with IDAA's mission.

6.2 The Board of Directors may establish other committees as may be necessary.

6.3 The Board Chair may appoint other members of the corporation to any of the Committees as he/she deems appropriate.

ARTICLE VII – CONFLICT OF INTEREST POLICY

7.1 Any board member, staff member, or volunteer with a personal financial interest in a vendor, contractor, or other entity seeking to do business with IDAA must disclose this conflict to the board, abstain from any related discussions or votes, and not participate in the decision-making process regarding that entity. Any potential personal or financial gain related to IDAA by a board member must be disclosed to the board.

ARTICLE VIII – WHISTLEBLOWER POLICY

8.1 IDAA whistleblower policy is a core policy for IDAA that encourages volunteers, members, and board members as well as employees to communicate their concerns about any issue without fear of retaliation. IDAA's whistleblower policy tells volunteers, employees, and members that IDAA has an open-door policy with clear standards for transparency and accountability. The policy affirms that the individual's concerns will be taken seriously and respectfully. IDAA will view whistleblowing positively as it presents an opportunity to address all concerns including unsafe conditions, discrimination, harassment, and fraudulent accounting practices.

ARTICLE IX – MISCELLANEOUS

9.1 Initially, the Corporation shall not have a seal. The Board of Directors shall have the authority to adopt a seal if it so chooses.

9.2 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 Board of Directors.

ARTICLE X – AMENDMENTS

10.1 These Bylaws may be amended at a meeting of the Board of Directors by a vote of two-thirds (2/3) of the Board 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 Board of Directors at least ten (10) days before the meeting at which the vote on the proposed amendment(s) is to take place.

Review and Approval Summary:

IDAA Board of Directors: November 16, 2024

History of By-Law Amendments:

Bylaws Revised 12/4/03

Bylaws Revised 08/1/12

Bylaws Revised 10/1/15

Bylaws Revised 01/01/17

Bylaws Revised 05/01/17

Bylaws Revised 06/21/17

Bylaws Revised 01/09/19

Bylaws Revised 08/02/19

Bylaws Revised 08/25/19

Bylaws Revised 11/20/21

Bylaws Revised 01/15/22

Bylaws Revised 05/21/22

Bylaws Revised 11/19/22

Bylaws Revised 1/21/2023

Bylaws Revised 7/4/2023

Bylaws Revised 11/27/2023

Bylaws Revised 5/18/2024

Bylaws Revised 11/16/2024