## The BY-LAWS,

# The Conference Charter, 

## and

# The World Service Board 

# Policy and Procedures Manual of A.R.T.S. Anonymous, Inc. 

Original: May 1994
Revisions: April 3, 1996
Revision: May 1997
Revision: May 2000

Note: New York State law requires that all BY-LAW revisions be shown, both as to what was and followed by what is now, including the date when the new change became effective. Copy changes inside the text are noted in bold.

## Description:

## BY-LAWS, Conference Charter, Policy \& Procedures Manual

The following shall guide the document of a set of BY-LAWS, the Conference Charter and a Conference, and the World Service Board Policy and Procedures Manual for the fellowships of A.R.T.S. Anonymous:
I. BY-LAWS are the set of agreed-upon rules by which a Board of Trustees operates. It is a legal document, and mandates the way in which things are approved, and the members of the Board of Trustees are elected. This document may only be changed by a $3 / 4$ vote of the Board of Trustees (see subpart A - Corporate Organization).
II. A Conference Charter is the set of agreed-upon rules by which the annual World Service Business Conference is run. It is not a legal document, but has been agreed-to through a group-conscience vote and is the means by which the Board of Trustees receives its direction from the Fellowship of A.R.T.S. Anonymous. The board is morally required to follow the suggestions of the WSBC. This document may only be changed by a $3 / 4$ vote of the WSBC delegates (see subpart B - Conference Charter).
III. The World Service Board Policy and Procedures Manual is a list of all other items that the WSBC and/or the Board of Trustees have agreed to with regard to its operations. They may be changed through a majority vote of the affected service body (see A.R.T.S. Anonymous Policy \& Procedure Manual).

## BY-LAWS OF

## A.R.T.S. ANONYMOUS, INC.

SUBPART A-CORPORATE ORGANIZATION

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## BY-LAWS OF A.R.T.S. ANONYMOUS

## SUBPART A - CORPORATE ORGANIZATION

## ARTICLE I: NAMES

Section 1. Corporate Name. The name of this Corporation, as set forth in its Certification of Incorporation, is A.R.T.S. Anonymous, Inc. In these BY-LAWS, the Corporation is sometimes referred to as the Corporation or as A.R.T.S. Anonymous, Inc. For the purpose of these BYLAWS, the term Corporation shall be synonymous and interchangeable with the name A.R.T.S. Anonymous, Inc.

Section 2. Other Names. Other names used in these BY-LAWS:
a) A.R.T.S. Anonymous group means a group of creative people organized and functioning in keeping with the principles and traditions of the A.R.T.S. Anonymous fellowship.
b) The World Service Office means the office maintained by the corporation to transact the business of the corporation as directed by the World Service Business Conference and the Board of Trustees.
C) (Old May 94): World Service Business Conference means the annual conference attended by group delegates.
(New May 96): World Service Business Conference means the annual conference attended by delegates comprised of group representatives and other members as described in these BY-LAWS (see ARTICLE XIV - WORLD SERVICE BUSINESS CONFERENCE).
d) The Board of Trustees means the ${ }^{* * * * * *}$ of elected Trustees who manage the business of the corporation.
e) Trustee means a person who is or becomes a Trustee pursuant to these BYLAWS.

## ARTICLE II: PURPOSE, PLACE OF BUSINESS, OFFICE

Section 1. Purpose of the Corporation: The primary purpose of the Corporation is to support the operations of the various A.R.T.S. Anonymous groups throughout the world; the purpose of each individual A.R.T.S Anonymous group is to aid those experiencing problems in the area of creativity through a 12 -step program of recovery. The Corporation is charged with the responsibility of maintaining a World Service Office and of planning and administrating a World Service Business Conference. The Corporation is also the guardian of the Twelve Steps and

Twelve Traditions of A.R.T.S. Anonymous and shall take such measures as may be necessary to preserve the exclusive right to use the name A.R.T.S Anonymous.

Section 2. Place of Business: The principal office for the transaction of the business of the Corporation shall be at the World Service Office.

Section 3. Office: The World Service Office of A.R.T.S. Anonymous, Inc. is charged with the responsibility of carrying out the business of the corporation and of supporting A.R.T.S. Anonymous groups throughout the world, including:
a) Coordinating policy among the A.R.T.S. Anonymous groups;
b) Assisting A.R.T.S. Anonymous groups in the conduct of their activities;
c) Providing A.R.T.S. Anonymous groups with information about the Steps and Traditions of the A.R.T.S. Anonymous fellowship, and the locations of A.R.T.S. Anonymous groups;
d) Assisting in the formation of new A.R.T.S. Anonymous groups;
e) Publishing literature of interest to A.R.T.S. Anonymous groups;
f) Bringing A.R.T.S. Anonymous groups to the attention of the concerned public;
g) Supplying literature, information and other assistance, especially to persons for whom regular attendance at meetings of A.R.T.S. Anonymous groups is difficult or impractical;
h) Establishing and maintaining national and international public relations; and
i) Establishing and maintaining policies for the work of the World Service Office.

## ARTICLE III: MEMBERS

Section 1. Members: The Members of the Corporation shall have no members as such. Any action which would otherwise require approval by the members shall require only the approval of the Board of Trustees and all rights which would otherwise vest in the members shall vest in the Trustees, except as otherwise expressly provided herein.

## ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers: Subject to the limitations of the Articles oflncorporation, these BYLAWS and the Laws of the State of New York, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed by a board of directors, which shall be known as the Board of Trustees.

The term "Trustee" as used in the Articles oflncorporation and these BY-LAWS shall mean and be interchangeable with the term "directors" as that term is used within the meaning of the New York Not-For-Profit Corporate Law and other laws.

The use of the term "Trustees" is historic and is not intended to vary the duties of the Trustees of this Corporation from those imposed on directors, nor to establish a trust relationship.

For the purpose of these BY-LAWS, the term director and trustee shall be deemed synonymous and interchangeable so far as necessary to conform to the Certificate of Incorporation of the Corporation which contemplates, and refers to, directors.

Section 2. Power (OLD May'96): The Board of Trustees, subject to the laws of the State ofNew York, is expected to exercise the powers vested in it by law in a manner consistent with the principles of the A.R.T.S. Anonymous fellowship which, in tum, is to be guided by the Twelve Steps of A.R.T.S. Anonymous, the Twelve Traditions of A.R.T.S. Anonymous and the Twelve Concepts of A.R.T.S. Anonymous.

Power NEW (May 2000): The Board of Trustees, subject to the laws of the State of New York, is expected to exercise the powers vested in it by law in a manner consistent with the principles of the A.R.T.S. Anonymous fellowship which, in tum, is to be guided by the Twelve Steps of A.R.T.S. Anonymous, the Twelve Traditions of Alcoholics Anonymous and the Twelve Concepts of Alcoholics Anonymous.

Section 3. Numbers (OLD May'96): The Board of Trustees shall consist ofnot less than seven nor more than twentyone persons of the following classifications: Trustees-at-Large, Regional and International Trustees, Sustaining Trustees and Lifetime Trustees as those terms are described in these BY-LAWS.

The actual number of Trustees and the composition of the Board among the classifications referred to above shall be established by the Board of Trustees from time to time; in this regard the Board of Trustees will be guided by the directions of the World Service Business Conference.

Numbers (NEW Mav'97): The Board of Trustees shall consist of not less than seven nor more than twenty-one persons of the following classifications: Trustees-at-Large, Regional and International Trustees, Sustaining Trustees as those terms are described in these BY-LAWS.

The actual number of Trustees and the composition of the Board among the classifications referred to above shall be established by the Board of Trustees from time to time; in this regard the Board of Trustees will be guided by the directions of the World Service Business Conference.

Section 4. Trustees-at-Large (OLD May '96): Trustees-at-Large shall be persons who are not A.R.T.S. Anonymous group members but who have expressed a profound faith in the recovery program upon which A.R.T.S. Anonymous is founded.

Trustees-at-Large are Trustees whose nomination originates with, or with the consent of, the Board of Trustees and who are readily available to the principal office of the World Service Office located in New York City for consultation at that office and to attend special meetings of the Board of Trustees including those called on short notice.

Trustees-at-Large shall each serve a term of three years for a maximum of three terms. The total number of such Trustees shall be set by the Board of Trustees from time to time.

The Trustees-at-Large shall be elected each year at the annual meeting of the Board of Trustees and shall take office on the day following such meeting.

At each annual meeting of the Board of Trustees, a Nominating Committee comprised of Trustees shall be appointed by the Board and charged to submit prior to the next annual meeting nominations of Trustees-at-Large to replace those whose term will expire on the date of such next annual meeting. Each shall require the approval of both the World Service Business Conference and the Nominating Committee. Any nominee who does not receive such approval shall be withdrawn and replaced by another nominee.

Trustees-at-Large (NEW May 2000): Trustees-at-Large shall be persons who are not A.R.T.S. Anonymous group members but who have expressed a profound faith in the recovery program upon which A.R.T.S. Anonymous is founded.

Trustees-at-Large are Trustees whose nomination originates with, or with the consent of, the Board of Trustees and who are readily available to the World Service Office located in New York City for consultation at that office and to attend special meetings of the Board of Trustees including those called on short notice.

Trustees-at-Large shall each serve a term of three years for a maximum of three terms. The total number of such Trustees shall be set by the Board of Trustees from time to time.

The Trustees-at-Large shall be elected each year at the annual meeting of the Board of Trustees and shall take office on the day following such meeting.

At each annual meeting of the Board of Trustees, a Nominating Committee is charged to submit prior to the next annual meeting nominations of Trustees-at-Large to replace those whose term will expire on the date of such next annual meeting. Each nominee shall require the approval of both the World Service Business Conference and the Board of Trustees. Any nominee who does not receive such approval shall be withdrawn and replaced by another nommee.

Section 5. Regional and International Trustees: Regional and International Trustees shall be persons who are members of an A.R.T.S. Anonymous group, and selected for their understanding and adherence to the Twelve Steps, the Twelve Traditions and the Twelve Concepts of the A.R.T.S. Anonymous fellowship.

## Section 6. Sustaining Trustees (OLD May'96): Sustaining Trustees are persons employed by the World Service Office.

 The term of office of each Sustaining Trustee shall be for the same period as the person is employed by the World Service Office to fill his or her respective office.Sustaining Trustees (OLD May'97): Sustaining Trustees are members chosen for general service trusteeship with the kind of business or professional acumen applicable to the needs of A.R.T.S. Anonymous, Inc., e.g., public relations, publishing, or administration.

Sustaining Trustees (NEW May 2000): Sustaining Trustees are members chosen for the kind of business or professional acumen applicable to the needs of the World Service Office of A.R.T.S. Anonymous, Inc., e.g., public relations, publishing, or administration. Each Sustaining Trustee heads up a standing committee (Nominations, Finance \& Budget, Public Information, or other) whose function it is to assist the World Service Office in its operations.

Section 7. Lifetime Trustee (OLD May'96): Abigail B., who is the founder of A.R.T.S. Anonymous, shall be a Lifetime Trustee.

Trustee Emeritus \{NEW May'97). Trustee Emeritus shall be Abigail B., founder of A.R.T.S. Anonymous. This title shall designate one who is retired from active trusteeship service, but retains an honorary title.

Section 8. Trustee Vacancy (OLD May'96): Any vacancy in the office ofa Trustee-at-Large or Regional and International Trustee which occurs in any year between annual meetings of the World Service Business Conference may be filled for the period until the next annual meeting of the World Service Business Conference by the Board of Trustees.

Trustee Vacancy [NEW May 2000): Any vacancy in the office of a Trustee-atLarge, Sustaining, or Regional and International Trustee which occurs in any year between annual meetings of the World Service Business Conference may be filled for the period until the next annual meeting of the World Service Business Conference by the Board of Trustees.

Section 9. Length of Service (OLD May'96): The maximum length of time any Trustee-at-Large, Regional and International Trustee may service on the Board is three three-year terms which may be consecutive.

Length of Service \{NEW May'97): The maximum length of time any Trustee-atLarge, Sustaining, Regional and International Trustee may service on the Board is three threeyear terms which may be consecutive.

Section 10. Trustees-at-Large, Regional and International: Trustees, Sustaining Trustees and the Lifetime Trustee shall not be compensated for the performance of their positions as Trustees.

Section 11. Reimbursement: Notwithstanding the foregoing, the Corporation may reimburse Trustees for reasonable out-of-pocket expenses for travel, lodgings, meals, and miscellaneous expenses in connection with attendance at Board meetings and other official business.

Section 12. Terms of Office (OLD Mav'96): Each Trustee shall be elected for a term of three (3) years at the WSBC by a majority of all Delegates, and each Trustee shall continue in office until his or her successor shall have been elected or qualified, or until his or her death, resignation or removal, but in no event may a Trustee serve on the Board for more than nine (9) consecutive years with the only exception being the Lifetime Trustee. However a former Trustee who is out of office for at least one year may then be re-elected as a Trustee.

Terms of Office \{NEW May'97): Each Trustee shall be elected for a term of three (3) years at the WSBC by a majority of all Delegates, and each Trustee shall continue in office until his or her successor shall have been elected or qualified, or until his or her death, resignation or removal, but in no event may a Trustee serve on the Board for more than nine (9) consecutive years. However a former Trustee who is out of office for at least one year may then be re-elected as a Trustee.

Section 13. Oualifying: As a condition of election as a Trustee, each person shall, before qualifying as a Trustee, execute an appropriate instrument addressed to the Board of Trustees of A.R.T.S. Anonymous, Inc. stating that he or she agrees to comply with and be bound by all the terms and provisions of these BY-LAWS, including the addenda hereto.

Section 14. Trustee Authority (OLD May'96): Without limiting the generality of the preceding paragraph, the Board of Trustees shall have the following powers:
a) To establish and maintain the policies of the World Service Office;
b) To administer the property and finances of the World Service Office;
c) To establish plans and programs for the operations of the World Service Office;
d) To authorize expenditures;
e) To elect the officers of the Corporation;
f) To appoint the Executive Committee and other committees in accordance with these BY-LAWS.
g) To take such measures as may be necessary to carry out the purposes of the World Service Office

Section 14. Trustee Authority (NEW May'97): Without limiting the generality of the preceding paragraph, the Board of Trustees shall have the following powers:
a) To establish and maintain the policies of the World Service Office;
b) To administer the property and finances of the World Service Office;
c) To establish plans and programs for the operations of the World Service Office;
d) To authorize expenditures;
e) To elect the officers of the Corporation;
f) To appoint the Executive Committee and other committees in accordance with these BY-LAWS;
g) To take such measures as may be necessary to carry out the purposes of the Corporation and the World Service Office;
h) To actively safeguard the Twelve Traditions of A.R.T.S. Anonymous;
i) To insure the publication of uniform A.R.T.S. Anonymous literature;
j) To take active responsibility for worldwide public relations of A.R.T.S Anonymous;

Section 15. Conflict oflnterest: Any Trustee having a substantial financial interest in any contract or transaction requiring authorization by the Board of Trustees shall not vote on the matter.

Section 16. Removal from Office: Any Trustee may be removed, for cause, by a vote oftwothirds of the entire Board, at a special meeting of the Board called for that purpose. If a Trustee shall fail to attend two (2) consecutive regular meetings or shall fail to respond to two (2) written requests to attend a meeting or any special meeting of the Board of Trustees, his or her office as Trustee may be declared vacant by a vote of a majority of all Trustees.

Section 17. Resignation (OLD May'96): Any Trustee may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Trustees of the Corporation, unless the notice specifies a later time for the
effectiveness of such resignation, in which case such resignation shall be effective at the time specified. Unless such resignation specifies otherwise, its acceptance by the corporation shall not be necessary to make it effective.

If the resignation of a Trustee states that it is to be effective at a future time, a successor may be elected at any time to take office when the resignation becomes effective.

Resignation (NEW Mav'97): Any Trustee may resign effective upon giving written notice to the Chairperson of the Board, the Secretary, or the Board of Trustees of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation, in which case such resignation shall be effective at the time specified. Unless such resignation specifies otherwise, its acceptance by the corporation shall not be necessary to make it effective.

If the resignation of a Trustee states that it is to be effective at a future time, a successor may be elected at any time to take office when the resignation becomes effective.

Resignation and reinstatement: any resignation from the Board of Trustees will be followed by a 14-day grace period within which time the resignation may be rescinded. To ensure proper documentation, all resignations must be filed in hard copy with a signature and addressed to the chairperson of the Board, c/o the World Service Office, with copies sent by the World Service Office to all other Trustees. Vacancies shall be filled within $\mathbf{3 0}$ days after the end of the grace period.

Section 18. Reductions: No reduction of the authorized number of trustees shall have the effect of removing any Trustee before his or her term of office.

Section 19. Attendance: To be considered as maintaining the required attendance, each Trustee must attend seventy-five percent ( $75 \%$ ) of the scheduled meetings of the Board of Trustees. An exception to this provision applies to the absences of any Trustee while on an approved leave of absence from his or her position.

Section 20. Vacancy: A vacancy or vacancies on the Board of Trustees shall exist on the date, resignation or removal of any Trustee, or by an order of court or when a Trustee is convicted of a felony, or if the authorized number of Trustees is increased, or if the WSBC delegates fail to elect the full authorized number of Trustees to be voted for at any WSBC delegates meeting at which an election of Trustees is held.

Any vacancy on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority vote of the Trustees then in office, regardless of their number, and a Trustee so elected shall serve until the end of the term of the Trustee replaced.

Section 21. Newly Created Trustee Positions: Any newly created Trustee position arising at any time or for any cause may be filled at any meeting of the Board by a majority vote of the Trustees then in office, regardless of their number, and a Trustee so elected shall serve until the next WSBC.

## ARTICLE V-MEETINGS

Section 1. Place and Time of Meetings (OLD May'96): The Board shall meet up to four times a year, but no less than once a year immediately following the WSBC. The time and place for holding regular meetings shall be fixed by the Board.


#### Abstract

The annual meeting of the Board of Trustees shall be held on the final day of the World Service Convention/Conference in May of each year at such place as is designated by the Board of Trustees, except when special circumstances warrant a change of date of the World Service Convention and Business Conference.

Two other regular meetings of the Board of Trustees may be held each year at a time and place designated by the Chairperson.

In addition, there will be a regular meeting of the Board of Trustees in May of each year, before the Conference, on a date to be determined by the Board of Trustees.


Place and Time of Meetings NEW May'97: The Board shall meet immediately prior to the annual Conference and again immediately after the close of the annual Convention. Other meetings may be scheduled as needed. The exact dates, times and places of these meetings shall be determined by the chairperson.

Section 2. Notice of Meetings: Notice of the time and place of each regular, and annual meeting of the Board of Trustees, together with a written agenda stating all matters upon which action is proposed to be taken, shall be mailed to each Trustee, postage prepaid, addressed to him or her at the address filed with the Secretary, at least ten (10) days before the day on which the meeting is to be held.

Section 3. Special Meetings: Notice of special meetings to discuss matters requiring prompt action may be sent to each Trustee by telephone or by facsimile, no less than forty-eight (48) hours before the time at which such meeting is to be held.

Special meetings of the Board of Trustees may be called by the Chairperson at any time. In addition, upon the written application of four Trustees the Chairperson shall call a special meeting for the transaction of such business as may be described in such application. At least five days' notice of each special meeting shall be given to the Trustees by mail. Trustees may waive notice of meetings by executing appropriate waivers.

Section 4. Waiver of Notice or Consent: Business conducted at any meeting of the Board of Trustees, however called and noticed or wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, provided a quorum is present and provided that either before or after the meeting, each of the Trustees not present or each Trustee who, though present, had prior to the meeting or at its commencement, protested the lack of proper notice to him or her, signs a written waiver of notice, or a consent to holding the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Trustees. Notice of a meeting need not be given to any Trustee who signs a waiver of notice, whether
before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to such Trustee.

Section 5. Absence (OLD May'96): Any member unable to attend any meeting of the Board shall give advance notice of his or her absence to the Board and indicate the reason for the absence.

Absence (NEW Mav'97): Any member unable to attend any meeting of the Board shall give advance notice of his or her absence to the Board and indicate the reason for the absence.

Section 6. Order of Business: Unless otherwise determined by the Chairperson, the order of business at all meetings shall be as follows:
a) Calling a roll;
b) Approval of minutes;
c) Report of Treasurer;
d) Committee reports and communications;
e) Elections (if such action is scheduled for such meetings);
t) Old Business
g) New Business

Section 7. Conference Telephone:. Meetings by Conference Telephone. Members of the Board of Trustees may participate in a meeting through the use of conference telephone or similar communications equipment, as long as notice is given to all Trustees or waiver of notice or consent to holding the meeting by conference telephone or approval of the minutes to the meeting is obtained and as long as all members participating in such meeting can hear one another. Participation by Trustees in a meeting in the manner provided in this Section is the equivalent of presence in person at such meeting.

Section 8. Action Without a Meeting: Any actions required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to the adoption of a resolution authorizing the action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Trustees.

Section 9. Adjournment: A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment.

Section 10. Ouorum and Voting: At all meetings of the Board a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these BY-LAWS, any meeting of the Board at which a quorum is present, the vote of a twothirds majority of the Trustees present at the time of the vote shall constitute an act of the Board. Participation of one or more Trustees by conference telephone allowing all persons entitled to
participate in the meeting to hear each other at the same time shall be the equivalent of a presence in person at the meeting.

Section 11. Voting Majority: Each Trustee shall have one vote. The vote of two-thirds of the Trustees present at the time of the vote, if a quorum is then present, shall be the act of the Board of Trustees, except as otherwise provided by law.

Section 12. Absence of Ouorum: In the absence of a quorum, the Board shall transact no business, except as otherwise expressly provided in these BY-LAWS, in the Articles of Incorporation, or by law, and the only motion the Board shall entertain is a motion to adjourn.

Section 13. Robert's Rules of Order: Meetings of Trustees shall be governed by the latest edition of Robert's Rules of Order, Newly Revised or such successor publication as may from time to time be published, insofar as such rules are not inconsistent with or in conflict with these BY-LAWS, with the Articles of Incorporation, with law, or with special resolutions the Board may adopt.

## ARTICLE VI - OFFICERS

Section 1. Officers: The Officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and Treasurer (and such other officers as may be deemed necessary from time to time by the Board). The Chairperson shall be a member of the Board of Trustees. The other officers may, but need not be members of the Board of Trustees. One person may hold more than one office in the Corporation except that no one person may hold the office of Chairperson and Vice Chairperson, or Chairperson and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election, Term of Office and Removal: The Officers of the Corporation shall be elected for a one (1) year term by the Trustees at the meeting of the Board of Trustees immediately after the World Service Business Conference, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of the Corporation may be removed, with cause, by a vote of two-thirds of the entire Board of Trustees.

Section 3. Vacancies: Any vacancy in any office may be filled by the Board of Trustees. Any officer so elected shall hold office until the completion of his or her term and the election and qualification of his or her successor.

[^0]Chairperson (NEW May 2000): The Board of Trustees shall elect a Chairperson of the Board to preside over meetings of the Board, and shall elect a Vice Chairperson to serve in his or her absence. The Chairperson of the Board shall be the chief executive officer of the Corporation and shall, subject to the direction and control of the Board, generally supervise the affairs of the Corporation. The Chairperson shall perform all duties incident to his or her office and such other duties as are provided for in these BY-LAWS or as may be prescribed from time to time by the Board of Trustees. The Chairperson shall also service as ex-officio member, with (see Article VII, Section 4) vote, of all committees.

Section 5. Vice Chairperson: The Vice Chairperson of the Board shall perform all duties and exercise all powers of the Chairperson of the Board when the Chairperson of the Board is absent, or is otherwise unable to act. The Vice Chairperson of the Board of Trustees shall perform such other duties as may be prescribed from to time by the Chairperson or by the Board of Trustees.

Section 6. Secretarv: The Secretary shall keep minutes of all meetings of the Board of Trustees, and the World Service Business Conference, shall be the custodian of these corporate records, shall give all notices as are required by Law or by these BY-LAWS, and generally shall perform all duties incident to the office of Secretary, and such other duties as may be required by law, by the Articles of incorporation, or by these BY-LAWS, or which may be assigned to him from time to time by the Board of Trustees.

Section 7. Treasurer: The Treasurer shall keep or cause to be kept complete and accurate financial books and accounts of receipts and disbursements of the Corporation, and shall deposit in the name of the Corporation all moneys and other valuable effects of the Corporation in the and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, he or she shall at all reasonable times exhibit the financial books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board of Trustees, the Treasurer shall present a report showing in appropriate detail:

1) the assets and liabilities of the Corporation as of the twelve (12) month fiscal period terminating not more than six (6) months prior to the meeting;
2) the principal changes in assets and liabilities during that fiscal period;
3) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period; and
4) the expenses and disbursements of the Corporation, for both general and restricted purposes, during said fiscal period.

The report of the Treasurer shall be filed with the minutes of the meeting of the Board of Trustees at which such presentation is made. The report to the Board of Trustees may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York, which includes the information
hereinabove specified. The Treasurer shall, if required by the Board of Trustees, give such security for the faithful performance of his or her duties as the Board of Trustees may require.

Section 8. Duties: The Officers of the Corporation shall each perform such other duties as may be delegated to them by the Board of Trustees as well as such other duties as shall pertain to their respective offices.

Section 9. Compensation: Officers who are Trustees of the Corporation shall serve without compensation. Other officers may receive compensation as determined by the Board of Trustees.

## ARTICLE VII - COMMITTEES

Section 1. Executive Committee: There shall be an Executive Committee of the Board, whose members shall consist of all Sustaining Trustees, the Chairperson of the Board of Trustees if not a Sustaining Trustee, and one or several other persons who need not be Trustees but who are otherwise committed to the A.R.T.S. Anonymous fellowship. The Executive Committee shall meet at such time as the Board of Trustees may direct and shall have the power to act on behalf of the Board of Trustees in the intervals between meetings of the Board of Trustees. The Chairperson of the Board shall preside at all such meetings. In the even the Chairperson of the Board should be unable to attend any meetings of the Executive Committee, the nest highest ranking officer in attendance shall serve as Chair for that meeting. The ranking officers shall be as follows:

1. Vice Chairperson
2. Secretary (if a Trustee)
3. Treasurer (if a Trustee)

In the event that none of the foregoing officers serve on the Executive Committee, the Executive Committee shall elect an interim Chairperson. Notice of the meetings of the Executive Committee need not be given if the time and place of such meetings have been set forth in the resolution of the Committee. Otherwise, and in the case of special meetings, notice shall be given in the manner prescribed for meetings of the Board in Article V, Section 1,3,7 and 8 of these BY-LAWS. All proceedings of the Executive Committee shall be conducted as prescribed in these BY-LAWS for the Board of Trustees. The Executive Committee, to the extent provided in these BY-LAWS, or to the extent provided in resolution of the Board of Trustees which is not inconsistent with these BY-LAWS, shall have all the authority of the Board, except with respect to:
a) The approval of any action for which law or these BY-LAWS also require approval of the Board of Trustees or by WSBC delegates or approval of the majority of the Board of Trustees or group delegates.
b) The filling of vacancies on the Board of Trustees or in any committee which has the authority of the Board of Trustees.
c) The amendment or repel of BY-LAWS or adoption of new BY-LAWS.
d) The amendment of repeal of any resolution of the Board of Trustees which by its express terms is not so amenable or repealable.
e) The appointment of Committees of the Board of Trustees or members thereof.

The Executive Committee shall report all such action to the Board of Trustees no later than a month after their meeting. The Board of Trustees shall designate one member of the Executive Committee as the Chairperson of the Executive Committee.

Section 2. Finance/Budget Committee: The Board of Trustees shall appoint a Finance/Budget Committee consisting of the following persons: two to five persons who are Trustees or who are on the Executive Committee, and one other person who need not be a Trustee but who is otherwise fully committed to the A.R.T.S. Anonymous fellowship. The Finance/Budget Committee shall plan the yearly budget of the World Service Office and shall render such other services as may be requested by the Board of Trustees.

Section 3. Policy Committee: The Board of Trustees shall appoint a Policy Committee. The Policy Committee shall, after considering A.R.T.S. Anonymous policies, particularly in relation to A.R.T.S. Anonymous traditions, make recommendations to the Board of Trustees, record policy decisions of the Board of Trustees, and render such other services as the Board of Trustees may request from time to time.

Section 4. Other Committees: The Board may, by resolution adopted by a majority of the Trustees then in office, provided that a quorum is present, create one or more committees, each of which shall be chaired by a Trustee or designated officer of the Corporation, to serve at the pleasure of the Board of Trustees.

Chairpersons of such committees shall be appointed by the Chairperson of the Board. The Chairperson, Vice Chairperson, and Treasurer (if a Trustee) shall be ex officio members of all such committees, entitled to voice and vote. Such committees shall not exercise the authority of the Board of Trustees. Any Committee exercising authority of the Board of Trustees must conform to New York State Not-for-Profit Corporation Law.

## ARTICLE VIII - EMPLOYEES AND AGENTS

Section 1. Other Agents and Emplovees: The Board of Trustees may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office at the Pleasure of the Board of Trustees and shall have such authority, perform such duties and
receive such reasonable compensation, if any, as the Board of Trustees may from time to time determine.

## ARTICLE IX - MISCELLANEOUS

Section 1. Powers (OLD May'96): The Board of Trustees may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees. Each advisor shall hold office at the pleasure of the Board of Trustees, and shall have only the authority or obligations as the Board of Trustees may from time to time determine.

Powers (NEW May 2000): The Board of Trustees may appoint from time to time any number of persons as advisors of the Corporation to act either separately or as advisors to a committee or committees. Each advisor shall hold office at the pleasure of the Board of Trustees, and shall have only the authority or obligations as the Board of Trustees may from time to time determine.

Section 2. Compensation: No advisor of the Corporation shall receive directly or indirectly any salary or compensation for any service rendered to the Corporation except that the Board of Trustees may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

## ARTICLE X - FINANCES

Section 1. Fiscal Year: The fiscal year of the Corporation shall be determined by the Board of Trustees. The fiscal year of the World Service Board shall begin on the first day of the calendar year and end on the last day of the calendar year. [Note: Pending IRS approval 3/30/96]

Section 2. Corporate Seal: The Corporation may have a seal which shall set forth the name of the Corporation, the state and date of incorporation. The seal may be affixed to any corporation instrument, but failure to affix it shall not affect the validity of any such instrument.

Section 3. Annual Report (OLD May '96): The Board of Trustees shall cause an annual report to be sent to each of the Trustees not later than $\mathbf{1 2 0}$ days after close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. A statement of any transaction or indemnification in which the Corporation, a parent, or a subsidiary was party, and in which either of the following had a direct or indirect material financial interest:
i) Any Trustee or officer of the Corporation, or its parent or subsidiary.
ii) Any holder of more than 10 percent of the voting power of the Corporation,its parent or its subsidiary.

For the purpose of this subparagraph (5), an "interested" person is any person described in subparagraph (i) or (ii) above of this subparagraph (5).

For the purpose of this subparagraph (5), a mere common directorship is not a material financial interest.
The statement required by this subparagraph (5) shall describe briefly:
iii) Any covered transaction during the previous fiscal year involving more than Forty Thousand Dollars $(\$ 40,000)$, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Forty Thousand Dollars $(\$ 40,000)$.
iv) The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The statement required by this subparagraph (5) shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars $(\$ 10,000)$ paid during the fiscal year to any officer or Trustee of the Corporation pursuant to the New York Not-For-Profit Corporation Law, provided that no such report need be made in the case of indemnification approved by Board under Paragraph (2) of subdivision (e) of Section 5238.

The report required by this Section 3 shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate ofan authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 3. Annual Report (NEW May 2000): The Board of Trustees shall cause an annual report to be sent to each of the Trustees not later than $\mathbf{6 0}$ days after close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
5. A statement of any transaction or indemnification in which the Corporation. a parent, or a subsidiary was party, and in which either of the following had a direct or indirect material financial interest:
i) Any Trustee or officer of the Corporation, or its parent or subsidiary.
ii) Any holder of more than 10 percent of the voting power of the Corporation, its parent or its subsidiary.

For the purpose of this subparagraph (5), an "interested" person is any person described in subparagraph (i) or (ii) above of this subparagraph (5).

For the purpose of this subparagraph (5), a mere common directorship is not a material financial interest.

The statement required by this subparagraph (5) shall describe briefly:
iii) Any covered transaction during the previous fiscal year involving more than Forty Thousand Dollars ( $\$ 40,000$ ), or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Forty Thousand Dollars (\$40,000).
iv) The names of the interested persons involved in such transactions, stating such person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The statement required by this subparagraph (5) shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars $(\$ 10,000)$ paid during the fiscal year to any officer or Trustee of the Corporation pursuant to the New York Not-For-Profit Corporation Law, provided that no such report need be made in the case of indemnification approved by Board under Paragraph (2) of subdivision (e) of Section 5238.

The report required by this Section 3 shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 4. Inspection: Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 5. Execution of Checks, Notes, Contracts: The Board of Trustees is authorized to select the banks or depositories it deems proper as a depository of the funds of the Corporation.

The Board of Trustees shall determine who shall be authorized from time to time on the Corporation's behalf, to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other instruments. Checks shall be made in the name of the Corporation and shall be signed by one officer or employee as may from time to time be designated by the Board of Trustees.

## ARTICLE XI - OFFICE AND BOOKS

Section 1. Office (OLD May'96): The office of the Corporation shall be located at 133 West 71st Street, Penthouse 1, New York, New York, I0023. The office may be relocated to such place as is determined by the Board.

Office (NEW May'97): The office of the Corporation shall be located at 111 West 72nd Street, New York, New York, 10023. The office may be relocated to such place as is determined by the Board.

Section 2. Books: There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate oflncorporation, a copy of these BY-LAWS, and all minutes of meetings of the members of the Board of Trustees.

## ARTICLE XII - INDEMNIFICATION

Section 1. Full Extent Indemnification: Each individual serving or having served as Trustee or Officer, or both, of the Corporation shall be indemnified in the circumstances and to the full extent permitted by law, against any and all costs, expenses and financial consequences of whatever nature, including attorney's fees actually incurred in connection with any action, suit or legal proceeding of any kind in which such an individual is a defendant by reason of serving or having served as an Officer, Trustee, employee or agent of the Corporation. This indemnification shall also extend to any individual made party defendant to any actions, suits or legal proceedings are referenced in the preceding sentence by reason of the fact that his or her testator or intestate served as Trustee or Officer of the Corporation.

Section 2. Additional Application: The foregoing indemnification shall apply also to each individual serving or having served (in his or her individual capacity, and not as a Trustee or officer) as a member of the Executive Committee of the Board of Trustees or of any special committee as may be authorized from time to time by the Board of Trustees.

Section 3. Interest in Property, Dissolution: No member of the Board of Trustees shall at any time have any right, title or interest in the funds or property of the Corporation. Should at any time in the future the Corporation be dissolved, the Board shall distribute the funds and property of the Corporation for severance compensation to employees and to such other purposes as the Board in its exclusive judgment shall determine are calculated to help men and women attain and maintain a balanced life.

Upon dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to such organizations as shall qualify under section 501 (c) 3 of the Internal Revenue Code of 1986.

## ARTICLE XIII - AMENDMENTS

Section 1. Board of Trustees (OLD May'96): Except as expressly provided otherwise these BY-LAWS may be repealed or amended by, and new BY-LAWS not in conflict hereof may be adopted by three-quarters (3/4) vote of the Trustees then in office.

Board of Trustees (NEW May'97): Except as expressly provided otherwise these BY-LAWS may be repealed or amended by, and new BY-LAWS not in conflict hereof may be adopted by three-quarters (3/4) vote of the Trustees then in office. Although not legally required, the Board has a moral obligation to submit any amendments(s) to delegates at the World Service Business Conference, and if a majority of such delegates disapproves of such amendments(s), the Trustees are expected to refrain from proceeding.

Section 2. Record of Amendments: Whenever an amendment or new Bylaw is adopted, it shall be copied and inserted into the Minute Book adjacent to the original Bylaw or in an appropriate section of the BY-LAWS. If any bylaw is repealed, the fact ofrepeal and the date of the meeting at which the repeal was enacted or written consent was filed, must be noted in the minutes and adjacent to the original Bylaw.

## ARTICLE XIV - WORLD SERVICE CONFERENCE

Section 1. Conference Delegation (OLD May'96): The World Service Business Conference shall include the following persons:
a) Group Delegates and District Outreach Leaders from theUnited States and other countries;
b) Trustees of the World Service Board;
c) The Chairpersons of all committees established by the Board of Trustees;
d) The persons comprising the Executive Committee of the World Service Office.

Conference Delegation (NEW May'97): The World Service Business
Conference shall include the following persons:
a) Group Delegates and District Outreach Leaders from the United States and other countries;
b) Trustees of the World Service Board;
c) The Chairpersons of all committees established by the Board of Trustees;
d) The persons comprising the Executive Committee of the World Service Office;
e) World Service Board Corporate Officers;
f) World Service Staff.

Section 2. Conference Empowered: The World Service Business Conference shall be the permanent body empowered to express the conscience of the A.R.T.S. Anonymous fellowship.

Section 3. Vested Legal Powers of the Board (OLD May'96): The Board of Trustees shall consult with the World Service Business Conference and, when required, accept its decision. However, the Board of Trustees shall continue to be vested with the full legal powers and responsibilities for the World Service Office.

Vested Legal Powers of the Board (NEW May'97): The Board of Trustees shall consult with the World Service Business Conference and, when required, accept its decision. However, the Board of Trustees shall continue to be vested with the full legal powers and responsibilities for A.R.T.S. Anonymous, Inc.

Section 4. Reorganization of the Office: Three-fourths of all authorized participants registered at the World Service Business Conference may bring about a reorganization of the World Service Office as or when it is deemed essential. They may request the resignation of the entire Board of Trustees and nominate a new slate of Trustees. In this regard the election of Trustees shall be conditional upon the understanding of each, that his or her resignation is required on call for the same by the World Service Business Conference, subject to the further understanding that prior to any such resignation becoming effective each Trustee shall be deemed to vote for the successor slate of Trustees presented by the Conference. For this purpose only (that is, for the purpose of bringing about a reorganization of the World Service Office), the number of World Service Board participants voting shall be limited to one-fourth of the total conference vote.

## Addendum I:

## TWELVE STEPS OF A.R.T.S. ANONYMOUS

The Twelve Steps suggested for recovery in the Fellowship of A.R.T.S. Anonymous are as follows:

1. We admitted we were powerless over our creativity - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to tum our will and our lives over to the care of God as we understood Him.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed, and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God as we understood Him, praying only for knowledge of His will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to artists, and practice these principles in all our affairs.

## Addendum II:

## TWELVE TRADITIONS OF A.R.T.S. ANONYMOUS

The Twelve Traditions of A.R.T.S. Anonymous are:

1. Our common welfare should come first; personal recovery depends upon A.R.T.S. Unity.
2. For our group purpose there is but one ultimate authority a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for A.R.T.S. Anonymous membership is a desire to express one's creativity.
4. Each group should be autonomous except in matters affecting other groups or A.R.T.S. Anonymous as a whole.
5. Each group has but one primary purpose - to carry its message to the artist who still suffers.
6. An A.R.T.S. Anonymous group ought never endorse, finance, or lend the A.R.T.S. Anonymous name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every A.R.T.S. Anonymous group ought to be fully self-supporting, declining outside contributions.
8. A.R.T.S. Anonymous should remain forever nonprofessional, but our service centers may employ special workers.
9. A.R.T.S. Anonymous as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. A.R.T.S. Anonymous has no opinion on outside issues; hence the A.R.T.S. Anonymous name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, television and other public media.
12. Anonymity is the spiritual foundation of all these Traditions, ever reminding us to place principles before personalities.

## Addendum III:

## TWELVE CONCEPTS OF A.R.T.S. ANONYMOUS

The Board of Trustees and the World Service Office shall be guided by the spirit of the Twelve Steps of the A.R.T.S. Anonymous fellowship, which in their short form are as follows:

1. Final responsibility and ultimate authority of the A.R.T.S. Anonymous World Service Business Conference shall always reside in the collective conscience of our whole Fellowship
2. The World Service Business Conference of A.R.T.S. Anonymous has become, for nearly every practical purpose, the active voice and the effective group conscience of our whole Society in its world affairs
3. To ensure effective leadership, we should endow each element of the A.R.T.S. Anonymous fellowship - the World Service Business Conference, the World Service Board of Trustees and its service corporation, staffs, committees and executives - with traditional "Right of Decision."
4. At all responsible levels, we ought to maintain a traditional "Right of Participation," allowing a voting representation in reasonable proportion to the responsibility that each must discharge.
5. Throughout our structure, a traditional "Right of Appeal" ought to prevail, so the minority opinion will be heard and personal grievances receive careful consideration.
6. The World Service Business Conference recognized that the chief initiative and active responsibility in most World Service matters should be exercised by the Trustee members of the Conference acting as the World Service Board of Trustees.
7. The BY-LAWS of the A.R.T.S. Anonymous, Inc. is a legal instrument, empowering the Board of Trustees to manage and conduct World Service affairs. The Conference Charter is not a legal document; it relies upon Tradition and the A.R.,T.S. Anonymous purse for final effectiveness.
8. The Board of Trustees are the principal planners and administrators of overall policy and finance. They have custodial oversight of the separately incorporated and constantly active services, exercising this through their ability to elect all the directors of these entities.
9. Good service leadership at all levels is indispensable for our future functioning and safety. Primarily World Service leadership once exercised by the founders, must necessarily be assumed by the Trustees.
10. Every service responsibility should be matched by an equal authority, with the scope of such authority well defined.
11. The Board of Trustees should always have the best possible committees, corporate service directors, executives, staffs and consultants. Composition, qualifications, induction procedures and rights and duties will always be matters of serious concern.
12. The World Service Business Conference shall observe the spirit of A.R.T.S. Anonymous Tradition, taking care that it never becomes a seat of perilous wealth and power; that sufficient operating funds and reserve be its prudent financial principle; that it place none of its members in a position of unqualified authority over others; that it reach all important decisions by discussion, vote, and, whenever possible, by substantial unanimity; that its actions never be personally punitive nor an incitement to public controversy; that it never perform acts of government, and that, like the society it services, it will always remain democratic in thought and action.

> PLEASE NOTE THE ABOVE TWELVE CONCEPTS ARE THE ABREVIATED VERSION OF THE MUCH LONGER A.A. DOCUMENT, AND THE PRINCIPLES AS EXPANDED IN THE LONGER DOCUMENT ARE TO BE THE FULL GUIDE TO BOARD OF TRUSTEES OF A.R.T.S. ANONYMOUS.

ABIGAIL B., A.R.T.S. FOUNDER, ADDED EDITORIAL 7/5/04

Here is what we look for when considering a new Board member:
Someone who has shown a deep commitment to ARTS by doing repeated service at the meeting level Someone who will follow through on projects in a timely way without having to be reminded.

Someone who is a team player. We cannot afford to have any quarrels with each other.
Someone who can take on a specific job and do it almost independently.
Someone who will pitch in to help on projects outside of their responsibility - like the convention
Someone who is more than qualified to do the service we need to have done.
Someone who will show up at Board meetings.
Someone who knows how a business works
Someone who is proficient at the computer and can be in constant email communication with us all.
Someone who has been a member of other programs for a long time.
Someone who has been in the ARTS program at least 3 years.
Preferably someone who has had or is currently doing the ARTS Steps
Someone who lives in NYC or within geographic commuting such as the boroughs or can travel the Path train or bus from New Jersey.



[^0]:    Section 4. Chairperson (OLD May'96): The Board of Trustees shall elect a Chairperson of the Board to preside over meetings of the Board, and shall elect a Vice Chairperson to serve in his or her absence. The Chairperson of the Board shall be the chief executive officer of the Corporation and shall, subject to the direction and control of the Board, generally supervise the affairs of the Corporation. The Chairperson shall perform all duties incident to his or her office and such other duties as are provided for in these BY-LAWS or as may be prescribed from time to time by the Board of Trustees. The Chairperson shall also service as ex-officio member, without vote, of all eommittees.

