

**BYLAWS
OVEREATERS ANONYMOUS, INC.
SUBPART B**

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BYLAWS

OVEREATERS ANONYMOUS, INC.

SUBPART B

ARTICLE I – TWELVE STEPS

The Twelve Steps suggested for recovery in the Fellowship of Overeaters Anonymous are as follows:

- 1) We admitted we were powerless over food—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 turn 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 compulsive overeaters and to practice these principles in all our affairs.

Permission to use the Twelve Steps of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.

ARTICLE II – TWELVE TRADITIONS

The Twelve Traditions of Overeaters Anonymous are:

- 1) Our common welfare should come first; personal recovery depends upon OA 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 OA membership is a desire to stop eating compulsively.
- 4) Each group should be autonomous except in matters affecting other groups or OA as a whole.
- 5) Each group has but one primary purpose—to carry its message to the compulsive overeater who still suffers.
- 6) An OA group ought never endorse, finance or lend the OA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
- 7) Every OA group ought to be fully self-supporting, declining outside contributions.
- 8) Overeaters Anonymous should remain forever non-professional, but our service centers may employ special workers.
- 9) OA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
- 10) Overeaters Anonymous has no opinion on outside issues; hence, the OA 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 of communication.
- 12) Anonymity is the spiritual foundation of all these Traditions, ever reminding us to place principles before personalities.

Permission to use the Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.

ARTICLE III – TWELVE CONCEPTS

The Twelve Concepts of OA Service are:

- 1) The ultimate responsibility and authority for OA world services reside in the collective conscience of our whole Fellowship.

- 2) The OA groups have delegated to World Service Business Conference the active maintenance of our world services; thus, World Service Business Conference is the voice, authority and effective conscience of OA as a whole.
- 3) The right of decision, based on trust, makes effective leadership possible.
- 4) The right of participation ensures equality of opportunity for all in the decision-making process.
- 5) Individuals have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered.
- 6) The World Service Business Conference has entrusted the Board of Trustees with the primary responsibility for the administration of Overeaters Anonymous.
- 7) The Board of Trustees has legal rights and responsibilities accorded to them by OA Bylaws, Subpart A; the rights and responsibilities of the World Service Business Conference are accorded to it by Tradition and by OA Bylaws, Subpart B.
- 8) The Board of Trustees has delegated to its Executive Committee the responsibility to administer the OA World Service Office.
- 9) Able, trusted servants, together with sound and appropriate methods of choosing them, are indispensable for effective functioning at all service levels.
- 10) Service responsibility is balanced by carefully defined service authority; therefore, duplication of efforts is avoided.
- 11) Trustee administration of the World Service Office should always be assisted by the best standing committees, executives, staffs and consultants.
- 12) The spiritual foundation for OA service ensures that:
 - a) no OA committee or service body shall ever become the seat of perilous wealth or power;
 - b) sufficient operating funds, plus an ample reserve, shall be OA's prudent financial principle;
 - c) no OA member shall ever be placed in a position of unqualified authority;
 - d) all important decisions shall be reached by discussion, vote and whenever possible, by substantial unanimity;
 - e) no service action shall ever be personally punitive or an incitement to public controversy; and
 - f) no OA service committee or service board shall ever perform any acts of government, and each shall always remain democratic in thought and action.

ARTICLE IV – MEMBERS

Section 1 – Legal Status

The corporation may have associated with it persons who are not members of the corporation within the meaning of Section 53-8-11 of the New Mexico Nonprofit Corporation Act, but who may be referred to as “members of Overeaters Anonymous” or “members” in this Subpart B. The identity, rights and privileges of such “members” with respect to the corporation shall be as set forth in these bylaws. Reference in this Subpart B to members shall refer to such persons.

Section 2 – Qualifications

Any person may become a member of Overeaters Anonymous who has a desire to stop eating compulsively.

ARTICLE V – OVEREATERS ANONYMOUS GROUPS

Section 1 – Definition

These points shall define an Overeaters Anonymous group:

- a) As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service.
- b) All who have the desire to stop eating compulsively are welcome in the group.
- c) No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting).
- d) As a group they have no affiliation other than Overeaters Anonymous.
- e) It has affiliated as an Overeaters Anonymous group by registering with the World Service Office.

Section 2 – Composition

- a) A group may be formed, as set forth in Article V, Section 1, by two or more persons meeting together, either
 - 1) in the same physical location (land-based);
 - 2) through some form of electronic device (virtual); or
 - 3) both (hybrid).
- b) Groups compose the service bodies set forth in Article VI hereof.
- c) Affiliation/Participation:
 - 1) A group may affiliate with only one intergroup or national service board through the registration process.
 - 2) Unaffiliated groups that are not ready to form a service body or new groups without any intergroup or national service board in their language may affiliate with an intergroup or

national service board that supports groups in their language including translation of OA literature.

- 3) Any group or service body may participate in the activities (including voting) of another service body with their permission.

ARTICLE VI – SERVICE BODIES

Service bodies are formed to support the groups in matters the group cannot accomplish on their own.

There shall be five types of service bodies to provide services beyond the group level. Service bodies provide support and representation of the groups and intergroups from which they are formed and act as guardians of the Twelve Steps, Twelve Traditions, and Twelve Concepts of OA Service.

Service Bodies

- a) Intergroups
- b) National Service Boards
- c) Language Service Boards
- d) Specific Focus Service Boards
- e) Regions

Section 1 – Composition

- a) Intergroups are composed of two or more groups that have formed a service body for the purpose of supporting and representing these groups that are affiliated with it. Each state/province/country may have at least one service body (intergroup or national service board). In a state/province/country having only one group, that group may function as an intergroup.
- b) National service boards are composed of groups and intergroups who share a common purpose; to deal with issues that require a combination of membership and financial resources of intergroups and groups established within a single country.
- c) Language service boards are composed of groups, intergroups, and national service boards to serve the common needs of a language group, regardless of geographic proximity.
- d) Specific focus service boards are composed of two or more groups or intergroups to serve the common needs of groups and intergroups with the same specific focus, regardless of geographic proximity.
- e) There shall be eleven regions: one virtual region and ten geographic regions each composed of intergroups, groups, and service boards that fall within its region. Subject to region and Board of Trustees approval, language service boards that span more than one region may choose to affiliate with any single region or choose not to be affiliated with a region.

- 1) Region No. 1 shall be the Pacific Northwest region composed of Alaska, Idaho, Montana, Oregon, Washington, Wyoming, Alberta, British Columbia, Northwest Territories, Saskatchewan, and Yukon.
- 2) Region No. 2 shall be the Pacific Southwest Region composed of California, Hawaii, Reno/Tahoe area of Nevada, and Mexico.
- 3) Region No. 3 shall be the Southwest Region composed of Arizona, Colorado, Nevada, New Mexico, Oklahoma, Texas, and Utah.
- 4) Region No. 4 shall be the West Central Region composed of Illinois (except the Greater Chicago area and Central Illinois Intergroup), Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota, Manitoba, Northwestern Ontario, and the territory of Nunavut.
- 5) Region No. 5 shall be the Central Region composed of the Greater Chicago area and Central Illinois Intergroup, Indiana, Kentucky, Michigan, Ohio, Wisconsin, and Southwestern Ontario.
- 6) Region No. 6 shall be the Northeast Region composed of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Quebec, and Bermuda.
- 7) Region No. 7 shall be the Eastern Region composed of Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia, and West Virginia.
- 8) Region No. 8 shall be the Southeast Region composed of Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, the US Virgin Islands, the Caribbean Islands, Central America, and South America.
- 9) Region No. 9 shall be composed of countries and territories in Africa, Europe, the Middle East, and Western Asia, including all of Russia.
- 10) Region No. 10 shall be composed of countries and territories in Australia, East Asia, New Zealand, South East Asia, and the Western Pacific Basin.
- 11) Virtual Region is nongeographic and is primarily composed of virtual groups and virtual intergroups.

Should states/provinces/territories/countries within a region, or service bodies within a state/province/territory/country wish to transfer to a region that is more convenient, the body notifies its current region, the region it would like to join, and the Board of Trustees of its desire to transfer. The Board of Trustees then submits a motion to World Service Business Conference to amend Subpart B, Article VI, Section 1e of the bylaws.

Section 2 – Registration

- a) Each service body shall be duly registered with the World Service Office of Overeaters Anonymous by submitting:
 - 1) a completed registration form;
 - 2) bylaws and/or a summary of its purpose and operating procedures, neither of which shall be in conflict with OA, Inc. Bylaws. At a minimum, such bylaws or summary of purpose shall include a statement indicating that its primary purpose is to aid those having problems with compulsive eating through the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service, and to serve and represent the OA groups from which it is formed; and
 - 3) complete registration information on:
 - i) intergroups – each affiliated group;
 - ii) national service boards – each affiliated intergroup and group;
 - iii) language service boards – each participating group, intergroup, and/or national service board; and
 - iv) specific focus boards – each participating group.
- b) Each service body shall submit a copy of its bylaws and/or summary of purpose to the WSO whenever either is updated or revised.
- c) Each service body shall evaluate its bylaws upon receipt of notification from the World Service Office of amendments to OA, Inc. Bylaws adopted at the World Service Business Conference to ensure that their bylaws do not conflict with OA, Inc. Bylaws. Notices shall be deemed to have been given if sent by electronic transmission to the registered contact for each service body. Any updated bylaws shall be submitted to the World Service Office pursuant to OA, Inc. Bylaws, Subpart B, Article VI, Section 2a) 2 above.

Section 3 – Affiliation and Participation

Purpose of Affiliation: to facilitate the count of the groups and service bodies of the Fellowship and to encourage the flow of support and information to all.

Purpose of Participation: To facilitate the support and the flow of information within groups and service bodies that have a common need.

For the purpose of registration and World Service Business Conference representation:

- a) An intergroup may affiliate with one national service board if it exists, shall be affiliated with one region, and may participate in one or more language service boards. If the intergroup affiliates with a national service board, that intergroup may choose to affiliate with the national service board's region or choose to remain in the currently assigned region.
- b) A national service board is affiliated with the region where their nation exists and may participate in one or more language service boards.

- c) A language service board may affiliate with one region. When the language service board spans more than one region, it may choose which region to affiliate with. Should a language service board choose to not affiliate with a region, the Board of Trustees chair shall assign a trustee to serve as liaison to that language service board. The service bodies, and groups acting as service bodies, that participate in a language service board retain their original affiliation.
- d) A specific focus service board may affiliate with one region. When the specific focus service board spans more than one region, it may choose which region to affiliate with. Should a specific focus service board choose to not affiliate with a region, the Board of Trustees chair shall assign a trustee to serve as liaison to that specific focus service board. The groups that participate in a specific focus service board retain their original affiliation.

A group may choose to affiliate with an intergroup. The group shall be affiliated with the intergroup's region.

Should a group choose not to affiliate with an intergroup, but affiliates with a national service board, that group shall be affiliated with that national service board's region.

Groups that choose not to affiliate with an intergroup or a national service board shall be affiliated with the region where the group exists, either the geographic region or the Virtual Region.

Any group or service body may participate in the activities (including voting) of another intergroup, national service board, language service board, and/or specific focus service board, and region with their permission.

Section 4 – Functioning and World Service Business Conference Representation

- a) Service bodies may conduct their business by any method they choose.
- b) Minimal requirement for registered service bodies to maintain their registration at the WSO:
 - 1) Intergroups shall convene at least once a year, after prior notice has been given to all affiliated member groups, and for election of officers and selection, when necessary, of delegate(s) to the World Service Business Conference of Overeaters Anonymous.
 - 2) National service boards shall convene at least once a year, after prior notice has been given to all affiliated member groups and intergroups for election of officers and selection, when necessary, of delegate(s) to the World Service Business Conference of Overeaters Anonymous.
 - 3) Language service boards shall convene at least once a year, after prior notice has been given to all member groups, intergroups, and national service boards for election of officers and selection, when necessary, of one delegate/alternate to the World Service Business Conference of Overeaters Anonymous.

- 4) Specific focus service boards shall convene at least once a year, after prior notice has been given to all member groups for election of officers and selection, when necessary, of one delegate/alternate to the World Service Business Conference of Overeaters Anonymous.
 - 5) Region assemblies whose members shall be called “region representatives” or “RRs” shall convene at least once a year, after prior notice has been given to all service bodies, and unaffiliated registered groups, for the election of officers and/or the selection of nominees for trustee(s) from that region and any sitting trustee from outside of that region who is currently serving as their trustee liaison.
- c) To send delegates to the World Service Business Conference a service body must be formally registered, along with its delegate information, thirty days prior to Conference opening. (See Article VIII, Section 3(c) for qualifications and selection of delegates.)
 - d) In order to deregister, a service body submits a written request to the World Service Office, region chair, and trustee liaison; or in the case of a language service board or specific focus service board that is not affiliated with a region, the World Service Office and the trustee liaison.

ARTICLE VII – BOARD OF TRUSTEES

Section 1 – Composition

The Board of Trustees shall consist of seventeen trustees. Whenever possible, a minimum of two trustees shall come from outside of North America.

Section 2 – Duties and Responsibilities

- a) Each trustee shall serve and represent Overeaters Anonymous as a whole. The members of the board, subject to the laws of the State of New Mexico, are expected to exercise the powers vested in them by law in a manner consonant with the faith that permeates and guides the Fellowship of Overeaters Anonymous, inspired by the Twelve Steps of Overeaters Anonymous, in accordance with the Twelve Traditions and Twelve Concepts of OA Service, and in accordance with the bylaws.
- b) Subject to the limitations of these bylaws, and to the action of the delegates at the Conference, all powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be controlled by the Board of Trustees. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the trustees shall have the following powers:
 - 1) To act as guardians of the Twelve Steps and Twelve Traditions, ensuring that they are not altered in any way, except as specified in Article XII of these bylaws.
 - 2) To act as guardians of the Twelve Concepts of OA Service and to promote the understanding and implementation of the Twelve Concepts of OA Service at all levels of service.

- 3) To conduct, manage, and control the affairs and business of the corporation and any charitable foundation organized in conjunction with or allied with Overeaters Anonymous as they may deem best, and to make such rules and regulations consistent with law, the Articles of Incorporation, or with these bylaws, or the action of the Conference taken through the delegates at the Conference.
 - 4) To designate a place within the United States for holding of any meeting or meetings of the delegates.
 - 5) To manage in such a manner as they deem best all funds and real or personal property received and acquired by the corporation, and to distribute, loan or dispense with the same and the income.
 - 6) To call to the attention of any group or service body any non-adherence to the Twelve Traditions or the Twelve Concepts of OA Service which the trustee believes the group or service body has made, acting only in an advisory capacity in matters affecting Overeaters Anonymous as a whole.
 - 7) To speak on behalf of Overeaters Anonymous in all matters affecting Overeaters Anonymous as a whole.
 - 8) To provide for and supervise publications of Overeaters Anonymous.
 - 9) To furnish counsel and guidance to the members, groups and service bodies.
 - 10) To supervise and guide education and attraction efforts of Overeaters Anonymous.
 - 11) To provide forums for the interchange of ideas and information among groups and OA service bodies and to be instrumental in carrying the OA message of recovery to compulsive overeaters.
 - 12) To perform such other duties as may be directed by the delegates at the Conference.
 - 13) To prepare and present an annual report to the delegates at the Conference.
- c) Specific Duties
- 1) The trustees shall attend Board of Trustees meetings and Executive Committee meetings, if applicable, and the annual World Service Business Conference.
 - 2) The assigned trustee liaisons shall be the representatives of the Board of Trustees in their respective regions and at the region assemblies.
 - 3) The Executive Committee shall have general authority with respect to the routine conduct of the business affairs of the Corporation, including the following specific duties:
 - (i) To maintain a World Service Office and to receive and disburse all funds contributed to the World Service Office for the benefit of Overeaters Anonymous

as a whole, so that the Fellowship of Overeaters Anonymous need never be organized in any legal or official manner.

- (ii) To receive, manage, control, use, and disburse in such manner as the board may deem advantageous to Overeaters Anonymous, all gifts and contributions, monies, and properties of every kind received by the Board of Trustees for Overeaters Anonymous.

The board must decline all outside contributions in accordance with Tradition Seven.

- (iii) To have the books of the Corporation and any and all affiliated bodies, foundations, and nonprofit corporations audited and to furnish an accounting of all financial transactions at the regular annual meeting of the Conference.
- (iv) To submit minutes of the Executive Committee meetings to the Board of Trustees.

Section 3 – Term of Office

Trustees shall be elected at the annual World Service Business Conference for a period of three years. Trustees may be elected at any annual Conference in order to fill the remaining term created by a vacancy except as specified in Section 7.

Trustees shall serve no more than eight consecutive years. A candidate may not run for election at World Service Business Conference if serving the full term of the proposed office would result in that candidate serving on the Board of Trustees for more than eight consecutive years.

Section 4 – Qualifications

- a) Qualifications for trustee shall be:
 - 1) Seven years in the Fellowship;
 - 2) Five years of service beyond the meeting level;
 - 3) Attendance as a delegate to at least two World Service Business Conferences;
 - 4) Participation at the region level (the extent of participation to be determined by each region); and
 - 5) Five years of continuous recovery in Overeaters Anonymous as evidenced by:
 - (i) five years of current continuous abstinence;
 - (ii) current maintenance of a healthy body weight for at least two years; and
 - (iii) emotional and spiritual growth as a result of incorporating into their lives the Twelve Steps and Twelve Traditions as a new way of living.
- b) Qualifications for trustee must be met at the time the application for trustee is submitted to the WSO. Specifically, such trustee nominees must also have:
 - 1) Worked through all Twelve Steps;

- 2) Declared themselves as practicing the Twelve Steps to the best of their ability;
 - 3) Declared themselves as committed to the Twelve Traditions of Overeaters Anonymous;
and
 - 4) Affirmed these additional qualifications on their trustee application forms.
- c) Upon election, each trustee shall make a commitment of:
- 1) Adherence to the Twelve Steps, Twelve Traditions, and Twelve Concepts of OA Service.
 - 2) Continual recovery including abstinence and maintenance of a healthy body weight throughout the entire term(s) of office. Each person shall be the judge of their recovery including abstinence and maintenance of a healthy body weight.
 - 3) Compliance with all the terms and provisions of the prevailing Overeaters Anonymous, Inc. Bylaws.

Section 5 – Nomination of Trustees

- a) At least one-hundred twenty days prior to the scheduled opening of the annual Conference of Overeaters Anonymous, all groups within a region shall be notified by the region officers of the forthcoming Conference, with a request to all qualified members of the Fellowship of Overeaters Anonymous from the region to submit nominations to the region.
- b) An incumbent trustee serving as liaison to a region different from the one from which they were originally nominated may submit an application for re-election through either the region in which they regularly attend meetings, or the region they serve as a trustee liaison.
- c) At least ninety days prior to the annual Conference of Overeaters Anonymous, the region representatives of each region shall choose from the nominees submitted to it no more than three qualified nominees. Resumes of these nominees must be sent to the Board of Trustees within one week of their selection.
- d) The (no more than three) nominees for trustees chosen by the region assembly or affirmed by the currently registered region representatives shall be submitted to the Conference for election.
- e) Copies of resumes must be sent to all Conference delegates at least forty-five days prior to the annual Conference (see exception, Section 7).

Section 6 – Election of Trustees

- a) To be eligible for election, each nominee must appear before the delegates at the World Service Business Conference and address the assembled delegates from three to five minutes and answer questions from the floor. No new nominations will be accepted from the floor. No candidate may run for more than one position.

- b) To be elected, each trustee nominee must receive a majority vote of the delegates present and voting at the time of the election.
- c) If more than one ballot is necessary for any position, any candidate having less than one-fifth of the total vote will be withdrawn automatically on subsequent ballots, except that the top two candidates must remain. If no candidate has less than one-fifth of the votes, the candidate with the lowest number of votes shall be dropped from the ballot.
- d) Once there are only two candidates remaining for any trustee position and neither candidate receives a majority after two additional ballots are taken, a vacancy is declared. The Board of Trustees will fill this vacancy at the second regular board meeting after Conference.
- e) The newly elected trustees shall take office immediately at the conclusion of the Conference.

Section 7 – Vacancies

- a) Vacancies occurring among the trustees may be filled by the Board of Trustees to serve until the conclusion of the next World Service Business Conference. The Board of Trustees shall solicit the names of eligible candidates through the regions.
- b) Should such vacancy occur within one hundred twenty days prior to Conference, the usual deadlines for the selection of trustee nominees shall be suspended. In this case only, resumes of trustee candidates nominated by the region shall be received by the Board of Trustees at least two weeks prior to the official opening of Conference to be considered for election at that Conference. Regions may affirm the nominations in a manner determined by the region. Copies of these resumes shall be supplied to the delegates by the opening of Conference.
- c) If the regions are unable to provide applicant(s), then Article VII, Section 7 applies.
- d) A vacancy created by action of the Conference delegates shall be filled as stated in Section 7.

ARTICLE VIII – MEETINGS OF DELEGATES

Section 1 – World Service Business Conference

- a) Annual Meeting

The corporation shall sponsor an annual meeting of the delegates of the members, which shall be known as the World Service Business Conference (hereafter may be referred to as the “Conference”). The Conference shall serve as the collective conscience of the Fellowship of Overeaters Anonymous as a whole.
- b) Time and Location

The Conference shall be held during the month of May or on such dates as the Board of Trustees may determine. The Conference shall be held in the Albuquerque, New Mexico area or at such place as the Board of Trustees may designate.
- c) Emergency

In the event of an emergency, as determined by the Board of Trustees, the board may call the Conference, or any part of it, by virtual methods(s).

Section 2 – Special Meetings

Special meetings of the delegates for any purpose or purposes may be called at any time by the chair of the board or by a majority of the trustees.

Section 3 – Delegates

The delegates to the World Service Business Conference shall be as follows:

a) Voting delegates shall consist of the following persons chosen in accordance with OA, Inc. Bylaws, Subpart B, Article VI, Section 4(c) or Article VIII, Section 3(c)1:

- 1) Delegates from intergroups.
- 2) Delegates from service boards chosen from groups, intergroups and countries not otherwise represented.
- 3) Delegates from countries not having any geographically based service board.
- 4) Each language or specific focus service board is entitled to have one qualified delegate only, regardless of the number of groups or service bodies (at least two meetings) that compose the language or specific focus service board.
- 5) Each region shall be entitled to one vote through its duly elected chair or alternate.
- 6) A region that was represented at the last World Service Business Conference by fewer than 40 percent of its intergroups and other eligible service bodies may send up to five additional delegates from the region. When selecting these delegates, the region shall give preference to delegates from intergroups and service bodies which would not otherwise be represented.
- 7) Trustees.

b) Non-delegates who may address the World Service Business Conference shall consist of officers of the Corporation or any parent or subsidiary of the Corporation who are not also trustees, the Conference parliamentarian, trustee nominees, the managing director, the managerial staff of the World Service Office, and interpreters for individual non-English speaking delegates and those with other special needs.

c) Qualifications/Selection

- 1) Qualifications for selection of World Service delegates/alternates shall be set by each intergroup, region (in the case of region delegates) or service board provided that each delegate/alternate shall have at least one year of current abstinence and at least two years of service beyond the group level. (Permission for any exception in qualifications for valid reasons, if deemed credible by the trustees, may be received by application to the World Service Office.)
- 2) Each intergroup or national service board shall be entitled to have one qualified delegate for up to the first fifteen groups it represents and one for each additional fifteen groups or any fraction thereof, as per the January Service Body Information Report from WSO,

except that the national service board shall not represent the same groups as intergroups represent.

- 3) Countries without intergroups or national service boards that seek representation at the annual Conference shall have at least one delegate. Larger representation shall be determined by the Board of Trustees, with the delegate approval in accordance with the number of groups in that country.
- 4) Each language or specific focus service board is entitled to have one qualified delegate only, regardless of the number of groups or service bodies (at least two meetings) that compose the language or specific focus service board.
- 5) Delegates and alternates should be selected at least seventy days before the annual Conference, and the names forwarded immediately upon selection to the World Service Office of Overeaters Anonymous.
- 6) If a region, intergroup, or service board does not select its delegate(s) and alternate(s) or fails to inform the World Service Office of Overeaters Anonymous before the annual meeting, such delegate(s) and alternate(s) may appear at the Conference with evidence of their due selection deemed credible by the trustees, and such delegate(s) shall be seated.

Section 4 – Notice

Notice of the regular annual Conference and all special meetings of delegates shall be given to each registered service body, unless otherwise instructed by each individual service body, by prepaid mail and/or electronic transmission. Notices shall be deemed to have been given if sent by mail and/or electronic transmission to the delegates representing each service body. Such notice shall be sent no less than sixty days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered at such meeting. The notice of the annual Conference shall designate it as such.

Section 5 – Voting

No delegate shall have more than one vote. Votes may be taken by notice, by show of hands, by ballot, or as called for by the presiding officer of any meeting, provided that the delegates may prescribe the method of voting desired on any question without regard to the method called for by the presiding officer.

Section 6 – Presiding Officer

All meetings of delegates shall be presided over by the chair of the Board of Trustees. In the absence of the chair, the first vice chair shall preside over the meetings of the delegates.

Section 7 – Parliamentary Authority

All meetings of the delegates shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Newly Revised*, where not in conflict with the law, Articles of Incorporation, these bylaws or special rules that delegates may adopt.

Section 8 – Business Agenda

- a) The chair shall provide that the agenda for the annual Conference includes written reports of the treasurer, managing director, board, and Conference committee chairs.
- b) Notwithstanding any action of the chair or mandate of Section 7 above, questions of policy shall take precedence over proposed bylaw amendments at all Conference meetings, except for such bylaw amendments as may be required to conform with or be mandated by any action of State or Federal statute, code, or law. The agenda of the Conference shall specifically provide for consideration of policy questions before consideration of bylaw amendments.
- c) New business to be placed on the agenda prior to Conference shall follow the same procedure for submission as for bylaw amendments and shall be approved by fifty percent of all intergroups and service boards responding to an agenda questionnaire by sixty days prior to the Conference. Other new business of an urgent nature must receive a majority vote of the Reference Subcommittee in order to be brought to the Conference floor.

ARTICLE IX – CONFERENCE COMMITTEES

The delegates may submit their preference for Conference committees in accordance with this Article IX. Committees shall include but not be limited to the following:

Section 1 – Conference-Approved Literature Committee

- a) The Conference-Approved Literature Committee shall be composed of twelve or more delegates selected by the cochair of the Conference-Approved Literature Committee from among delegates at the Conference, to obtain good geographic representation, strong abstinance and a willingness to serve.
- b) The cochair may appoint outgoing delegates to serve an extra year on the committee in an advisory capacity.

Section 2 – Bylaws Committee

The Bylaws Committee shall be composed of one or two delegates from each region, selected either at regional assembly or by a method practical to the region. In addition, other delegates attending World Service Business Conference may choose to serve on the Bylaws Committee.

- a) The Reference Subcommittee shall be composed of the Bylaws Committee delegate chair and representative of the Board of Trustees who shall be the cochair; and the representatives selected from each region to serve on the Bylaws Committee.
- b) The Reference Subcommittee shall meet at times designated on the Conference schedule or agenda, and other times as required by the Conference. The Reference Subcommittee will meet on the day prior to the conclusion of scheduled new business to consider emergency new business.
- c) Names of the Bylaws Committee members selected by the regions shall be sent to the World Service Office forty-five days prior to the Conference.

- d) The Reference Subcommittee shall further operate according to guidelines developed by the Bylaws Committee and approved by the Board of Trustees.

Section 3 – Region Chairs Committee

- a) The Region Chairs Committee shall act as a channel of communication between the Board of Trustees and the members of the Fellowship in their respective regions, for the purpose of sharing resources and solutions.
- b) The Region Chairs Committee shall be composed of the current region chairs only. A region chair may designate an alternate, such as the region vice chair, to serve on the committee in their absence.
- c) Section 5 of Article IX does not apply to this committee.

Section 4 – Other Conference Committees as may be needed and established by the Board of Trustees or the World Service Business Conference

Section 5 – Disbanding Conference Committees

- a) A Conference committee established by the Board of Trustees may be disbanded by the Board of Trustees if it is found not to have been working or meeting outside of World Service Business Conference for more than one year.
- b) A Conference committee established by an act of the World Service Business Conference may only be suspended by an act of the World Service Business Conference.
- c) If such a committee is found not to have been working or meeting outside of World Service Business Conference for more than one year, a motion to disband the committee shall be placed on the agenda of the next World Service Business Conference by the Board of Trustees for consideration at that World Service Business Conference.

Section 6 – Conference Committee Chair

- a) Election. A Conference cochair and a vice chair for each Conference committee shall be elected annually by a majority of the delegates present at the annual Conference committee meetings. The Conference cochair shall be a delegate and shall not serve more than two consecutive one-year terms. The vice chair shall assume all responsibilities in the absence of the Conference cochair.
- b) Responsibilities. One year's active service with the committee members and chairing the Conference committee meetings at the next annual World Service Business Conference if re-elected as a delegate.
- c) Vacancies. If, for any reason, the Conference Committee cochair is unable to fulfill the position and there is no vice chair, the chair of the Board of Trustees, in consultation with the trustee cochair responsible for liaison between the Conference Committee and the board, shall appoint a delegate from the committee to serve as Conference cochair.

- d) A vacancy shall be presumed if the Conference Committee cochair fails to communicate with the committee for three consecutive months.

ARTICLE X – FINANCES

Section 1 – Procedure

- a) Full and complete disclosure of all World Service official financial matters is a prime guidance and objective for all accounting procedures and financial statements.
- b) Any delegate or trustee is entitled to examine the accounting records of the World Service Office, and any question concerning the finances of the World Service Office is completely proper and is to be answered promptly.
- c) Accounting procedures shall be geared to periodic reporting, and financial controls shall be established for credibility of the financial statements.
- d) Statements shall be clear and easy to understand to prevent confusion and misinterpretations.

ARTICLE XI – CORPORATION ASSETS

No delegate to the Conference or member of any local group which is a member of Overeaters Anonymous, and no trustee, officer, or employee or member of a committee or person connected with the corporation, or any other private individual shall receive at any time any earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent payment to any such person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the assets upon the dissolution of the corporation.

All delegates to the Conference and all members of local groups which are members of Overeaters Anonymous shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation then remaining in the hands of the Board of Trustees, after all debts have been paid, shall be delivered and paid over in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII – BYLAW AMENDMENTS

Section 1 – Procedure

Subpart B of these bylaws may be amended as follows:

- a) Amendments to Subpart B of these bylaws may be proposed by any registered service body, trustee, the Region Chairs Committee, or the Conference Bylaws Committee and shall be submitted to the chair of the Board of Trustees, postmarked or be date and time stamped

through electronic transmission by December 1 before the annual meeting of the Conference. The Board of Trustees may also submit amendments to the bylaws.

- b) For the purpose of amendments, the English version of official documents is considered the version of record, and all amendments will be made to the version of record.
- c) The chair of the board shall cause a copy of the proposed amendments to be communicated to each delegate whose name appears in the office of the secretary of the Corporation and to each registered service body and trustee by January 5 prior to the annual Conference.
- d) In order for an amendment proposed to be submitted to the World Service Business Conference, these proposals will need to be approved by 50 percent of all intergroups and service boards responding. The agenda questionnaire must be returned to the WSO by sixty days prior to the Conference.
- e) Except as otherwise specified by these bylaws, proposed amendments to Subpart B may be adopted by a two-thirds vote of the delegates present and voting, provided a quorum is present.
- f) Amendments to Article I (Twelve Steps) and Article II (Twelve Traditions) of Subpart B of these bylaws may only be adopted if, in addition to d) above, they are ratified by three-fourths of the registered Overeaters Anonymous groups responding within six months of notification, provided at least 55 percent of the registered groups have responded.
- g) The parliamentarian may suggest editorial changes which do not alter the meaning of any bylaws but clarify the wording or bring the bylaws and Articles of Incorporation into conformity.
- h) Amendments to Subpart B of these bylaws shall be effective at the close of the Conference except as otherwise specified.