

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

TABLE OF CONTENTS

<u>ARTICLE</u>		<u>PAGE</u>
I	TWELVE STEPS.....	1
II	TWELVE TRADITIONS.....	2
III	TWELVE CONCEPTS OF OA SERVICE.....	2
IV	MEMBERS.....	4
V	OVEREATERS ANONYMOUS GROUPS.....	4
VI	INTERGROUPS.....	5
VII	REGIONS.....	6
VIII	SERVICE BOARDS.....	8
IX	BOARD OF TRUSTEES.....	10
X	MEETING OF DELEGATES.....	17
XI	CONFERENCE COMMITTEES.....	20
XII	FINANCES.....	22
XIII	CORPORATE ASSETS.....	22
XIV	BYLAWS AMENDMENTS.....	23

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.

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.

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

- a) These points shall define an Overeaters Anonymous group:
- 1) As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service.
 - 2) All who have the desire to stop eating compulsively are welcome in the group.
 - 3) No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting).
 - 4) As a group they have no affiliation other than Overeaters Anonymous.
 - 5) It has affiliated as an Overeaters Anonymous group by registering with the World Service Office.
- b) Virtual groups (groups which replicate face-to-face meetings through electronic media) may be an Overeaters Anonymous group if they:
- 1) otherwise meet the definition of Overeaters Anonymous groups;
 - 2) are fully interactive, and;
 - 3) meet in real time.

Section 2 – Composition

- a) A group may be formed by two or more persons meeting together as set forth in Article V, Section 1.
- b) Groups compose the intergroups and service boards set forth in Articles VI and VIII hereof.

ARTICLE VI – INTERGROUPS

Section 1 – Composition

- a) Two or more groups may form an intergroup for the purpose of servicing and representing the groups of which they are composed and acting as the guardian of the Twelve Steps, Twelve Traditions and Twelve Concepts of OA Service. Each intergroup should be composed of groups within its region, or groups within its geographical proximity, except that virtual groups may affiliate with intergroups without regard to geographic proximity.
- b) Each state/province may have at least one intergroup. In a state/province having only one group, that group may function as an intergroup.

Section 2 – Registration

- a) Each intergroup shall be duly registered with the World Service Office of Overeaters Anonymous by submitting:
 - 1) a completed intergroup 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 with the problems of 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 each of its affiliated groups.
- b) Each intergroup shall submit a copy of its bylaws and/or summary of purpose to the WSO whenever either is updated or revised.
- c) Each intergroup 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 the intergroup bylaws do not conflict with OA, Inc. Bylaws. Notices shall be deemed to have been given if sent by mail and/or electronic transmission to the registered contact for each intergroup. Any

updates shall be submitted to the World Service Office pursuant to OA, Inc. Bylaws, Subpart B, Article VI, Section 2a) 2) above.

Section 3 – Functioning

- a) Intergroups may conduct the business of their groups by any method they choose.
- b) With prior notice to all member groups, intergroups shall convene at least once a year for election of officers and selection, when necessary, of delegate(s) to the World Service Business Conference of Overeaters Anonymous.
- c) An intergroup must be formally registered, along with its delegate information, thirty days prior to Conference opening to send delegates to the current Conference. (See Article X, Section 3c for qualifications and selection of delegates.)
- d) In order to deregister, an intergroup must submit a written request to the World Service Office, region chair and region trustee.

ARTICLE VII – REGIONS

Section 1 – Composition

- a) There shall be ten regions composed of intergroups, groups within each region and service boards that fall within regional boundaries. Subject to BOT approval, language service boards that span more than one region may choose to affiliate with one of the regions that it spans. Virtual service boards are not included in the regional structure.
- b) The regions shall be as follows:
 - 1) Region No. 1 shall be the Pacific Northwest Region composed of Alaska, Idaho, Montana, Oregon, Washington, Wyoming (except Torrington, WY), 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 and Outstates Intergroup, which includes Scottsbluff, NE and Torrington, WY.
 - 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 (except Outstates Intergroup)

which includes Scottsbluff, NE), 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 Virgin 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.
 - 10) Region No. 10 shall be composed of countries and territories in Australia, the Far East, New Zealand, South East Asia and the Western Pacific Basin.
- c) States/provinces/countries/territories within a region, or intergroups/national/language service boards within a state/province/country/territory may petition the Board of Trustees for transfer to another region that is geographically more convenient. The transfer will be in effect immediately upon BOT approval. The BOT shall submit a motion to WSBC to amend Subpart B, Article VII, Section 1 of the bylaws.

Section 2 – Regional Assemblies

Regional assemblies whose members shall be called “regional representatives” or “RRs” shall convene at least once a year, after prior notice has been given to all intergroups, national/language service boards and unaffiliated registered groups, for the election of officers and/or the selection of nominees for regional trustee for that region.

Section 3 – Registration

- a) Each region shall be duly registered with the World Service Office of Overeaters Anonymous by submitting 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 with the problems of 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.

- b) Each region shall submit a copy of its bylaws and/or summary of purpose to the WSO whenever either is updated or revised.
- c) Each region 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 the region bylaws do not conflict with OA, Inc. Bylaws. Notices shall be deemed to have been given if sent by mail and/or electronic transmission to the chair and/or secretary/coordinator representing each region. Any updates shall be submitted to the World Service Office pursuant to OA, Inc. Bylaws, Subpart B, Article VII, Section 3a) above.

Section 4 – Functioning

- a) Regions may conduct the business of their organization by any method they choose.
- b) A region must be duly registered, along with its delegate information, thirty days prior to Conference opening to send delegates specified in Article X, Section 3a) (5) to the current Conference. (See Article X, Section 3c for qualifications and selection of delegates.)

ARTICLE VIII –SERVICE BOARDS

Section 1 – Definition

A service board shall be a duly registered service body with the purpose of dealing with issues that require a combination of membership and financial resources of intergroups and groups not otherwise served within the existing service structure. The service board shall serve and be responsible and accountable to these groups and intergroups. These service boards may be known as national service boards, language service boards or virtual service boards.

Section 2 – Composition

- a) National service boards may be registered in countries outside the US and Canada in which the intergroup serves the entire country or the groups/intergroups within a country have formed a service board to serve the entire country. In cases in which there are common needs that exceed the boundaries of one country, the national service board may serve more than one country.

- b) Language service boards may be registered to serve common needs of a language group, regardless of geographic proximity.
- c) Virtual service boards may be registered to serve the needs of virtual groups.

Section 3 – Registration

- a) Each service board 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 with the problems of 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 each of its affiliated groups and intergroups.
- b) Each service board shall submit a copy of its bylaws and/or summary of purpose to the WSO whenever either is updated or revised.
- c) The intergroups shall register separately with the World Service Office as defined in Article VI – Intergroups.
- d) Each service board 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 the service board bylaws do not conflict with OA, Inc. Bylaws. Notices shall be deemed to have been given if sent by mail and/or electronic transmission to the registered contact for each service board. Any updates shall be submitted to the World Service Office pursuant to OA, Inc. Bylaws, Subpart B, Article VIII, Section 3a) 2) above.

Section 4 – Functioning

- a) Service boards shall conduct business under the bylaws and policies established by their intergroups and groups.
- b) With prior notice to all member groups and intergroups, service boards shall convene at least once a year for election of officers and selection, when necessary, of delegate(s) to the World Service Business Conference of Overeaters Anonymous.

- c) A service board must be formally registered, along with its delegate information, thirty days prior to Conference opening to send delegates to the current Conference. (See Article X, Section 3c for qualifications and selection of delegates.)
- d) In order to deregister, a service board must submit a written request to the World Service Office and either the region chair and region trustee, or the virtual services trustee as applicable.

ARTICLE IX – BOARD OF TRUSTEES

Section 1 – Composition

The Board of Trustees shall consist of ten “regional trustees,” each representing one of the ten regions, six “general service trustees,” and one virtual services trustee.

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, insuring that they are not altered in any way, except as specified in Article XIV, Subpart B 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 regional trustees shall be the representatives of the Board of Trustees in their respective regions and at the region assemblies.
- 3) The virtual services trustee (VST) will represent virtual groups and service boards at the Board of Trustees, and will support virtual services in a manner similar to regional trustees' support of the OA regions.

4) The general service trustees 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 general service trustees 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. Regional and general service 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. When the Conference elects a virtual services trustee, whether due to the expiration of the current VST three-year term or due to a vacancy, the term of office for the newly elected virtual services trustee will be three years.

Trustees shall serve no more than eight consecutive years. A candidate may not run for election at WSBC 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.

Terms of office for regional trustees shall be staggered according to the following rotation:

Regions One, Four and Seven
Regions Three, Six and Nine
Regions Two, Five, Eight and Ten

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; and
 - 4) 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 his or her own 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.
- d) In addition, regional trustees:
 - 1) Are to physically reside in the region represented no less than the six months immediately prior to election.
 - 2) Elected regional trustees will maintain physical residency in the regions represented for two-thirds of each year of their terms, excluding OA-related business travel.
 - 3) If a change of status of physical residency of a regional trustee occurs following election to office, said trustee will notify the Board of Trustees of the change in status immediately. The trustee will vacate the position at the next World Service Business Conference, where elections will be held to fill the incomplete term.
 - 4) Additional qualifications for regional trustee may be set by each region.

Section 5 – Nomination of Trustees

- a) Regional Trustees
 - 1) At least one-hundred twenty days prior to the scheduled opening of the annual Conference of Overeaters Anonymous, all groups within a region eligible to submit trustee nominees shall be notified by the regional 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.
 - 2) At least ninety days prior to the annual Conference of Overeaters Anonymous, the regional representatives of each region shall choose from the nominees submitted to it no more than three qualified nominees from that region. Resumes of these nominees must be sent to the Board of Trustees within one week of their selection. Copies of these resumes must be sent to all delegates at least forty-five days prior to its annual meeting. (See exception, Section 7.)
 - 3) The (no more than three) nominees for regional trustees chosen by the regional assembly or affirmed by the currently registered region representatives shall be submitted to the Conference for election.
- b) Regional Trustees for Newly Approved Regions Outside Regions One - Ten
 - 1) Appointment
 - (i) The board shall appoint the first regional trustee for the region.

- (ii) Each region may submit one nominee for the new regional trustee appointment in accordance with the provisions of Section 5, a) and b) with the exception of the new region who may submit three nominees.

2) Elections

- (i) The first election of the regional trustee shall occur at the World Service Business Conference the year following approval of the new region.
- (ii) Applicants for the first elected regional trustee who live within the new region shall submit their resume to the Board of Trustees ninety days prior to the annual Conference.
- (iii) If there are at least three qualified nominees from the new region, nominees from other regions shall not be accepted. One nominee for the elected regional trustee position may also be submitted from each other region in accordance with the provisions of Section 5 a) and b) except as otherwise provided in Section 5 b) 2) (ii).

- 3) Copies of resumes must be sent to all Conference delegates at least forty-five days prior to the annual Conference.

c) General Service Trustees

- 1) All applicants for open position(s) of general service trustee must submit their resume to the Board of Trustees ninety days prior to the annual Conference. Such resumes must be affirmed by a majority vote of the applicant's intergroup/service board or a region in which the applicant has recently served, or a majority vote of the Board of Trustees if the applicant is a sitting trustee.
- 2) The Board of Trustees, acting as a nominating committee, shall submit a list of nominees for the open position(s), with copies of the nominees' resumes, to all Conference delegates at least forty-five days prior to the Conference.

d) Virtual Services Trustee

- 1) All applicants for the open position of virtual services trustee must submit their resumes to the Board of Trustees ninety days prior to the annual Conference. Such resumes must be affirmed by a majority vote of the applicant's intergroup/service board or a region in which the applicant has recently served, or a majority vote of the Board of Trustees if the applicant is a sitting trustee.

- 2) The Board of Trustees, acting as a nominating committee, shall submit a list of nominees for the open position, with copies of the nominees' resumes to all Conference delegates at least forty-five days prior to the Conference.

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.
- 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 election at WSBC of the next category of trustee shall occur after the candidate(s) in the previous category have been elected or the position(s) have been declared vacant. The order of election shall be: regional trustee(s), virtual services trustee, general service trustee(s).
- f) The newly elected trustees shall take office immediately at the conclusion of the Conference.

Section 7 – Vacancies

- a) Regional Trustees
 - 1) Vacancies occurring among the regional trustees shall be filled by the Board of Trustees to serve until the conclusion of the next World Service Business Conference. When possible, the trustee shall be selected from the region involved. The Board of Trustees shall solicit the names of eligible candidates from the region involved.
 - 2) Should such vacancy occur within one hundred twenty days prior to Conference, the usual deadlines for the selection of regional trustee nominees shall be suspended. In this case only, resumes of regional 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.

- 3) If a region is unable to provide applicant(s), then Article IX, Section 7 a) (1) applies.
- b) Vacancies occurring among the general service trustees may be filled by the Board of Trustees to serve until the conclusion of the next World Service Business Conference.
- c) A vacancy occurring in the virtual services trustee position may be filled by the Board of Trustees to serve until the conclusion of the next World Service Business Conference.
- d) A vacancy created by action of the Conference delegates shall be filled for each category of trustee as stated in Section 7.

ARTICLE X – 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 annual 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.

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 IX, Section 6 or Article X, 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 region shall be entitled to one vote through its duly elected chair or alternate.
 - 5) A region that was represented at the last WSBC by fewer than forty percent of its intergroups and other eligible service bodies may send up to five additional delegates from the region. Preference shall be given to delegates selected from intergroups and service bodies which would not otherwise be represented by delegates.
 - 6) Regional trustees.
 - 7) General service trustees.
 - 8) Virtual services trustee.
- 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, the managing director and/or the managerial staff of the World Service Office, and the founder of Overeaters Anonymous.
- 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 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, except that the service board shall not represent the same groups as intergroups represent. A

group shall be recognized as registered and represented by an intergroup or service board.

- 3) Countries without intergroups or national/language service boards which seek representation at the annual Conference shall have at least one delegate. Larger representation shall be determined by the Board of Trustees, with delegate approval in accordance with the number of groups in that country.
- 4) Delegates and alternates should be selected at least one-hundred twenty days before the annual Conference, and the names forwarded immediately upon selection to the World Service Office of Overeaters Anonymous.
- 5) 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 XI – CONFERENCE COMMITTEES

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

Section 1 – Conference Literature Committee

- a) The Conference Literature Committee shall be composed of twelve or more delegates selected by the chair of the Literature Committee of the Board of Trustees from among delegates at the Conference, to obtain good geographic representation, strong abstinence and a willingness to serve.
- b) Outgoing delegates, if they desire, may 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. One or two delegates shall also be selected from the collective virtual service boards by a method

practical to them. In addition, other delegates attending WSBC 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 cochairs; and the representatives selected from each region and the virtual service boards 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 and virtual service boards 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 – Finance Committee

- a) To review the annual budget.
- b) To develop, suggest and implement strategies with the goal of increasing Seventh Tradition and special funds contributions to the World Service Office.
- c) To keep the Fellowship informed of financial decisions made by the BOT that affect groups and service bodies.
- d) To assist group and service body treasurers with the performance of their responsibilities.

Section 4 – Region Chairs Committee

- a) The Region Chairs Committee shall provide a channel of information and communication between the members and the Board of Trustees through the regions and a network 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 her/his absence.
- c) Section 6 of Article XI does not apply to this committee.

Section 5 – Other Conference Committees as may be needed and established by the Board of Trustees or the 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 XII – 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 XIII – 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 XIV – 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 10 before the annual meeting of the Conference. The Board of Trustees may also submit amendments to the bylaws.
- b) 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 10 prior to the annual Conference.
- c) In order for an amendment proposed to be submitted to the World Service Business Conference, these proposals will need to be approved by fifty percent of all intergroups and service boards responding. The agenda questionnaire must be returned to the WSO by sixty days prior to the Conference.
- d) 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.
- e) 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 fifty-five percent of the registered groups have responded.

- f) 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.
- g) Amendments to Subpart B of these bylaws shall be effective at the close of the Conference except as otherwise specified.