

# BYLAWS

## REGION 2 OF OVEREATERS ANONYMOUS, INC.

### PREAMBLE

General Warranties of Region 2 of Overeaters Anonymous, Inc.

In all its proceedings, Region 2 shall observe the spirit of Overeaters Anonymous tradition, taking care that the corporation never becomes the seat of wealth and power; that sufficient operating capital, plus reserves, be its prudent financial principle; that none of the corporate Board members ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote, and whenever possible, by substantial unanimity; that no corporate action ever be personally punitive or an incitement to public controversy; that though it may act for the service of Overeaters Anonymous groups in Region 2, it shall never perform any acts of government and that like the Fellowship of Overeaters Anonymous, the Corporation itself will always remain democratic in thought and action,

(This Preamble is adapted from the "Third Legacy Manual of AA World Services" and AA Co-Founder Bill W.'s "Twelve Concepts for World Services" as adopted by the AA General Service Conference on April 26, 1962.)

### Article I. Name

The name of this organization shall be Region 2 of Overeaters Anonymous, Inc. (hereinafter referred to as "R2")

### Article II. Place of Business

The principle office for the transaction of the business of the Corporation shall be located at such place or places within the State of California as the R2 Board shall from time to time determine.

### Article III. Purpose

The purpose of R2 is to promote unity within the Region (as defined in Section 1 of the R2 Policy and Procedures Manual,) to provide a forum for the exchange of ideas, to be aware of and serve the needs of member Groups and Intergroups and to carry the message of Overeaters Anonymous (herein after referred to as "OA") to the compulsive overeater who still suffers.

**A. Furthering the OA program in accordance with the Twelve Steps, Twelve Traditions, and Twelve Concepts of OA.**

**The Twelve Steps**

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 whenever 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.

**The Twelve Traditions**

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 nonprofessional, 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.

### **The Twelve Concepts**

1. The ultimate responsibility and authority for OA world services resides in the collective conscience of our whole fellowship.
2. The OA groups have delegated to World Service Business Conference the active management of our world services; thus, the 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 the legal rights and responsibilities accorded 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 World Service Business 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 wherever 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.

*(Permission to use the Twelve Steps and Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.)*

- B. Maintaining a Communication Center for R2.**
- C. Providing a format for selection of Trustee nominees.**
- D. Providing unity of Groups and organization of Intergroups within R2.**

- E. **Conducting an annual R2 Convention for the purpose of communication.**
- F. **Conducting fund-raising activities, including the Annual Convention, that are deemed necessary to finance the functions of R2.**

#### **Article IV. Members**

The Corporation shall have no members as such. Any action which would otherwise require approval by the members shall require only the approval of the R2 Assembly and all rights which would otherwise vest in the members shall vest in the Assembly, except as otherwise expressly provided herein.

#### **Article V. Assemblies of the R2**

- A. Beginning in 1998, the R2 Assembly shall meet two times each year for two-day weekend meetings at a place and date designated by the Board. Notification of R2 Assembly places and dates for each calendar year shall be announced at the last R2 Assembly of the previous calendar year.
- B. A special assembly may be called at any time by a majority vote of the R2 Board or by at least one-fourth (1/4) of the registered R2 Regional Representatives (hereinafter referred to as the "RR").
- C. Notification of regular and special Assemblies of the R2 shall be prepared by the R2 Secretary to be mailed to each Intergroup Office, Unaffiliated Group contact, RR, Alternate and R2 Board Member at least 45 days prior to the date of the assembly.
- D. All Assemblies of the R2 shall be conducted in accordance with Robert's Rules of Order, latest edition, except when in conflict with these Bylaws. The Chair may appoint a Parliamentarian to serve all Assemblies of the R2, and the person shall not be considered a member of the Board of R2.

#### **Article VI. Membership of the R2 Assembly**

Members of the R2 Assembly shall consist of the R2 Board, RR's and/or Alternates from each R2 Intergroup desiring to participate, and a representative of any other OA group unaffiliated with an Intergroup (hereinafter referred to as any Unaffiliated Group) within R2 (California, Hawaii, Mexico and Northern Nevada), who may wish to be part of the assembly.

Intergroups and Unaffiliated Groups must be duly registered with the World Service Office of Overeaters Anonymous (hereinafter referred to as WSO), and agree that the following points shall define an Overeaters Anonymous

group:

1. As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous.
  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.
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- A. Those Intergroups and Unaffiliated Groups within R2 are deemed members, provided that each Group or Intergroup has registered in writing with the R2 Publications Coordinator and World Service Office at least thirty (30) days prior to a R2 Assembly. Registration shall be deemed effective on the date registration, as received by the R2 Publications Coordinator, is postmarked.
  - B. The selection of the RR's and/or Alternates to the R2 Assemblies shall be determined by the Intergroup and Unaffiliated Groups whom they represent.
  - C. RR's and/or Alternates shall serve for a period determined by their respective groups.
  - D. Each Intergroup shall be entitled to one (1) RR for each ten (10) Groups located within the geographical boundaries of Region 2 as defined by World Service, or fraction thereof, and sufficient Alternates as shall be deemed appropriate by the Intergroup.
  - E. Each Unaffiliated Group shall be entitled to one (1) RR and one (1) Alternate.
  - F. It shall be the responsibility of each RR, Intergroup and Unaffiliated Group contact to make certain that the R2 Publications Coordinator receives any and all necessary information, complete with accurate mailing addresses regarding changes in RR, Alternate, Intergroup or Unaffiliated Group status at least thirty (30) days prior to an assembly of the R2.

## **Article VII Voting Body of the R2 Assemblies**

Any member of the fellowship attending any assembly of the R2 has a right to be heard.

- A. A quorum shall consist of Representatives from at least thirty percent (30%) of all Intergroups.
- B. A simple majority shall govern for voting purposes unless otherwise

specified in these Bylaws.

- C. Voting shall be by a show of hands unless otherwise specified by the Chair, a judgment of group conscience, or another article of these Bylaws.
- D. Each RR or Alternate from any Intergroup shall be entitled to one (1) vote in the assembly.
- E. Each RR or Alternate from any Unaffiliated Group shall be entitled to one (1) vote in the assembly.
- F. The R2 Vice Chair, Secretary, Treasurer, Publications Coordinator and Events Coordinator shall each be entitled to one (1) vote in the assembly.
- G. The Chair may vote to make or break a tie, or on a ballot vote.

## **Article VIII. R2 Board**

Subject to the limitations of the Articles of Incorporation, these Bylaws and the Laws of the State of California, all the corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by the Board of Directors, which shall be known as the Region 2 Board (hereinafter called the R2 Board).

The R2 Board will be comprised of a Chair, Vice Chair, Secretary, Treasurer, Publications Coordinator, Events Coordinator and Regional Trustee.

These Board Members shall perform the duties prescribed by these Bylaws and by the Policies and Procedures Manual and by the parliamentary authority adopted by the organization.

- A. The R2 Board shall hold regular meetings at its discretion.
- B. Persons serving on the R2 Board shall not be considered by R2 as RR's from any Intergroup or Unaffiliated Group.

## **Article IX. Nomination & Election**

Nomination & Election of Chair, Vice Chair, Secretary, Treasurer, Publications Coordinator and Events Coordinator of the R2 Board.

- A. Election of the R2 Board members shall be held at the last assembly of each calendar year. Newly elected officers shall assume their offices following adjournment of that assembly. The outgoing Board members will serve in an advisory capacity until the next regular assembly.
- B. Nominations for the R2 Board of Directors shall be made by completing the approved R2 Board application form. The application form shall be submitted to the Chair no later than the end of the morning session on the Saturday of the last assembly of the calendar year. The elections shall be held on the Sunday of the last assembly of

the calendar year. Only candidates who have followed the application procedure shall be considered for election.

- C. All members elected to the R2 Board shall serve for a term of two (2) full years or until a successor is elected or appointed and assumes office. Chair, Publications Coordinator and Treasurer shall be elected in even-numbered years; Vice Chair, Secretary and Events Coordinator shall be elected in odd-numbered years.
- D. No person shall serve more than two (2) full consecutive terms as a member of the R2 Board. No person shall serve more than five (5) consecutive years.
- E. Vacancies occurring on the R2 Board may be filled by the R2 Board. Elections to fill an unexpired R2 Board position shall occur only at the annual assembly at which elections are normally held.
- F. To be eligible for election to the R2 Board, a person must, at the time of election:
  - 1. Be a member of Overeaters Anonymous for at least three (3) years.
  - 2. Be regularly attending OA meetings within R2;
  - 3. Have current abstinence from compulsive overeating of at least two years, each person being the sole judge of his or her abstinence, and taken Steps 4 and 5 of the Twelve Steps;
  - 4. Declare himself as practicing the Twelve Steps to the best of his ability and as committed to the Twelve Traditions of OA.
  - 5. Have at least two (2) years of service above the meeting level.
  - 6. Upon election, each R2 Board member shall make a commitment of adherence to the Twelve Steps and Twelve Traditions, and continual maintenance of abstinence throughout the entire term(s) of office.
  - 7. Be serving, or have served, as an RR or Alternate to at least two (2) R2 Assemblies, as a member of the R2 Board, or as a member of World Service Board of Trustees.

## **Article X. Recall**

Recall of Chair, Vice Chair, Secretary, Treasurer, Publications Coordinator and Events Coordinator of R2 Board.

- A. The Chair, Vice Chair, Secretary, Treasurer, Publications Coordinator, and Events Coordinator of the R2 Board shall be subject to recall for his/her current office at any regularly scheduled R2 Assembly.
- B. Reason(s) for recall shall be any breach of duty imposed on the R2 Board member by the Bylaws and the Corporation Code of California

or failure to continue to meet the qualification requirements for R2 Board members set forth in these Bylaws.

- C. Recall petitions may be proposed by an Intergroup(s) or a majority vote of the R2 Board.
- D. A standing committee shall be formed to act on all recall petitions submitted. This committee shall be chaired by the Chair of the Bylaws Committee, and be comprised of four (4) other Regional Representatives, excluding members of the R2 Board. The appointments shall be made by the R2 Board. Any vacancies on this committee shall be filled immediately by the R2 Board.
- E. All members, with the exception of the Chair of the Committee (R2 Bylaws Committee Chair), shall be entitled to one (1) vote on this committee. The Chair (R2 Bylaws Committee Chair) shall have a vote to make or break a tie. A simple majority vote is needed to act on a recall petition.
- F. Recall petitions shall include the R2 Board member's name, office to be vacated, and a substantive statement of the breach of duty which supports the petition.
- G. At the time of receiving a recall petition, the R2 Secretary shall immediately forward the petition to the Chair (R2 Bylaws Committee Chair) of the Recall Committee, who shall forward copies of the petition to the members of the committee. The committee shall convene to decide if the petition meets with the requirements in items B, C, and F of this Section.
- H. If the petition meets with all requirements as set forth in items B, C, and F of this Section, a copy of the petition shall be sent to the subject of the petition, who shall have two (2) weeks to respond in writing to the petition, or may appear in person when the committee convenes.
- I. The committee shall then reconvene to discuss the petition and response, and determine if further action is required. The decision of the committee, including the opinion of the minority, shall be sent to the R2 Secretary. If any action is recommended, a written report, including the minority opinion, shall be sent to all R2 Representatives, by the Chair (R2 Bylaws Committee Chair or their designee), prior to the next R2 Assembly, at which time the recall petition shall become an agenda item, subject to R2 rules and Limited Debate.
- J. Adoption of a recall petition shall:
  - 1. Require a three-fourths (3/4) vote of seated RR's.
  - 2. Result in immediate vacating of the office named.

3. Render the recalled ineligible to hold R2 office for a period equivalent to the balance of the current term of office plus two (2) additional years.

## **Article XI. Region 2 Trustee Nomination and Selection**

The R2 nominees for the position of R2 Trustee will be selected at the last assembly of the calendar year from members of OA within R2 who meet the requirements set forth by the World Service Bylaws and R2.

- A. Region 2 requires, in addition:
  1. Working knowledge and understanding of the Twelve Traditions as they apply to OA;
  2. An awareness of the possible time and expense involved in service as a Trustee.
  3. Attendance as a Regional Representative to at least two Regional Assemblies
- B. Persons wishing to be nominated must obtain an application form from the R2 Secretary.
  1. All completed applications must be returned to the R2 Secretary, postmarked no later than midnight, at least sixty (60) days prior to the assembly at which nominations are to take place.
  2. Copies of all applications which meet all requirements shall be submitted to each Intergroup, Unaffiliated Group, and all members of the voting body of the R2 Assembly, along with notification of the assembly at which nominations are to take place.
- C. Applicants for nomination must be present at the assembly at which nominations are to take place, and be prepared to respond to questions regarding qualifications, except in case of extreme emergency with notice given to a Board member.
- D. Vote for Trustee nominee shall be by closed ballot.
  1. The names of all those nominated for R2 Trustee shall be listed on the ballot. Each RR and voting Board member will be given a ballot and will vote for three (3) nominees only.
  2. The names of each of the three (3) people receiving the highest number of votes who also receive a majority of the votes shall be forwarded to the World Service Office of OA within one (1) week.
- E. The R2 Trustee will be elected at the World Service Business Conference, as stated in the World Service Bylaws.

## **Article XII. General Service Trustee Affirmation and Selection**

The nominees requesting affirmation to run for the position of General Service Trustee (GST) will be presented at the last assembly of the calendar year from members of OA within R2 who meet the requirements set forth by the World Service Bylaws and R2.

- A. Persons wishing assembly affirmation must obtain an application from the World Service Office, their local Intergroup, or the Region 2 Secretary.
  - 1. All complete applications must be turned into the R2 Secretary, postmarked no later than midnight, at least sixty (60) days prior to the assembly at which affirmation is to take place.
  - 2. Copies of all applications which meet all requirements shall be submitted to each Intergroup, Unaffiliated Group and all members of the voting body of the R2 Assembly, along with notification of the assembly at which the affirmation is to take place.
- B. Applicants for affirmations must be present at the assembly at which affirmations are to take place, and be prepared to respond to questions regarding qualifications, except in case of extreme emergency, with notice given to a Board member.
- C. Vote for GST affirmation shall be by closed ballot.
  - 1. The names of all those nominated for GST shall be listed on the ballot. Each RR and voting Board member will be given a ballot and may vote to affirm as many nominees as they feel appropriate.
  - 2. The names of the nominees receiving a majority of the vote for affirmation shall be forwarded to the World Service Office of OA within one (1) week.
- D. The GST's will be elected at the World Service Business Conference, as stated in the World Service Bylaws.

## **Article XIII. Committees**

The Chair, together with the R2 Board, shall appoint such committees as are deemed necessary by the R2 Assembly. No person shall serve as chair of a committee for more than two (2) consecutive years.

## **Article XIV. Financial Structure**

The activities of the R2 shall be financed primarily by contributions.

- A. The R2 may accept donations from members of OA in accordance with the Twelve Traditions of OA.

- B. The acceptance of bequests and/or contributions from any outside source is prohibited.
- C. The R2 shall not accept responsibility for, nor enter, into the distribution or allocation of, any funds set up outside of the R2.
- D. Any document for disbursement of R2 funds must be signed by the R2 Treasurer and one (1) other authorized member of the R2 Board.

## **Article XV. Major Policy Matters**

The policies of the Overeaters Anonymous World Service Business Conference and Board of Trustees are adopted as the policies of Region 2. Matters not so covered which relate to major policy affecting OA as a whole shall be referred to the Overeaters Anonymous World Service Board of Trustees.

## **Article XVI. Delegates to World Service Business Conference**

Each year R2 shall send the Board Chair (or alternate) as the R2 Delegate to the World Service Business Conference. Other R2 Delegates may be allowed per WSO Bylaws Subpart B., Article X, Section 3. (All R2 delegates must meet the WSO qualifications specified within Section 3.)

## **Article XVII. Amendments to Bylaws**

- A. Except for the Twelve Steps, Twelve Traditions, and Twelve Concepts listed under Article III, A., these Bylaws may be amended at any time by two-thirds (2/3) of the RR's present and voting at any regular R2 Assembly. A copy of the amendment must be submitted to the R2 Secretary at least sixty (60) days prior to the assembly at which action is to be taken on the amendment. Written notice shall be prepared by the Publications Coordinator and mailed to each Intergroup Office, Unaffiliated Group contact, RR, Alternate and R2 Board member at least forty-five (45) days prior to the date of assembly.
- B. The Twelve Steps, Twelve Traditions and The Twelve Concepts of Service listed under Article III, A, shall conform to the Bylaws of Overeaters Anonymous, Inc. Subpart B. Articles I and II.

## **Article XVIII. Legal Disclaimer**

- A. This Corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a)

by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal revenue Code.