

# BYLAWS OF OVEREATERS ANONYMOUS - ST. LOUIS BI - STATE AREA INTERGROUP

2023

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# BYLAWS OF OVEREATERS ANONYMOUS - ST. LOUIS BI - STATE AREA INTERGROUP

2023

## **Article I: Name of Corporation**

The name of the corporation is Overeaters Anonymous St. Louis Bi-State Area Intergroup.

## **Article II: Duration**

The period of duration of the corporation is perpetual.

## **Article III: Address**

The address is 55 Grasso Plaza, #28882, St. Louis, Missouri 63123-0082 (County of St. Louis)

## **Article IV: Purpose**

### ***Section 1: St. Louis Bi-State Area***

The purpose for which the corporation is organized is to aid those with the problem 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 groups affiliated with Overeaters Anonymous St. Louis Bi-State Area Intergroup. It shall be exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

### ***Section 2: The Twelve Steps of Overeaters Anonymous, Inc.***

- 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.

### ***Section 3: The Twelve Traditions of Overeaters Anonymous, Inc.***

- 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.

#### **Section 4: The Twelve Concepts of OA Service**

- 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.

#### **Section 5: OA Groups**

- a) An OA group is defined as the following:
  - 1) As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts.
  - 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.

## **Article V: Nonprofit**

The corporation shall be a non-profit corporation and no part of its net earning shall inure to the benefit of any individual. No part of its activities shall be the carrying of propaganda or otherwise attempting to influence legislation, and it shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The corporation shall have no capital stock and is not organized for business purposes or for pecuniary profit, but solely for the purposes stated in the Articles of Incorporation as from time to time amended.

## **Article VI: Intergroup**

### ***Section 1: Voting Body of Intergroup***

The voting body of Intergroup shall consist of:

- A. Intergroup Representatives or alternates
- B. Intergroup Board members
- C. Chairpersons and co-chairs of Standing or Event Intergroup Committees
- D. Region Representatives
- E. World Service Business Conference Delegates

No person shall have more than one (1) vote.

### ***Section 2: Quorum***

A minimum of three (3) Board members and five (5) Intergroup representatives shall constitute a quorum for all proceedings.

### ***Section 3: Meetings***

- A. The Intergroup shall meet no fewer than nine (9) times per year on dates published at the beginning of each year, and at a time and platform designated by the Intergroup Chair. A special meeting of Intergroup may be called at any time by the Intergroup Chairperson or upon the request of three (3) members of the Intergroup Board. Notice of such special meetings of the Intergroup will be communicated to each member group and the voting body not less than five (5) days prior thereto.
- B. Some or all of the members of the IG may participate in a meeting through use of electronic means, so long as all members participating in such meeting can hear one another and have a way to participate in any voting. Materials presented during the meeting shall be made available to those participating virtually. Participation by IG members in a meeting in the manner provided in this Section constitutes presence in person at such meeting.
- C. All meetings of Intergroup shall be presided over by the Intergroup Chairperson. In the absence of the Chair, the meeting will be presided over by the Vice-chair. If neither the Chair nor the Vice-chair is present, the secretary should call the meeting to order, and the assembly will immediately elect a chair pro tempore to preside during just that session or until the Chair or Vice-Chair returns. However, if a quorum of the Intergroup Board is not present, the meeting will be adjourned.

### ***Section 4: Election Schedule***

- A. Elections shall be held in November of each year.
- B. Members of the Intergroup Board are elected as follows
  1. In odd-numbered years the Chair and Secretary shall be elected.
  2. In even-numbered years the Vice-chair and Treasurer shall be elected.
- C. Elections to fill vacancies may occur at any Intergroup meeting as needed, so long as a quorum is present.
- D. Terms of elected positions begin at the intergroup meeting following the elections.

### ***Section 5: Nomination and Voting Procedures***

- A. Nomination forms must be submitted at least 15 days in advance of the Intergroup meeting in which the election will be held.
- B. Nominees must be present at the Intergroup meeting to be elected.

- C. If a nominee is unable to attend the month of the scheduled election, and there are no other candidates, their nomination will carry over to the following regular IG meeting. If this should occur, additional nominations will be accepted from other members as well.
- D. If the nominee is unable to attend 3 consecutive Intergroup meetings, the nomination will be considered void and a new application will have to be submitted.

Verify the number of the voting body of Intergroup before first motion/election of an Intergroup meeting.

- A. Election of Intergroup positions:
  - 1. An anonymous ballot is used.
  - 2. The Intergroup Chairperson votes.
  - 3. A simple majority is needed to fill a position.
  - 4. When voting for a priority position, such as Region Representatives and alternates, vote for each subsequent position. If no one receives a majority, the person with the least number of votes is dropped and another ballot is taken on the remaining nominees.
- B. Motions:
  - 1. An anonymous ballot is used.
  - 2. The voting body of Intergroup, except the Intergroup Chairperson, casts a vote.
  - 3. A simple majority is needed to pass a policy motion, two-thirds (2/3) is required to pass a change to the bylaws.
  - 4. The Intergroup Chairperson may cast a vote only to make or break a tie.

### **Section 6: Duties of Intergroup**

The Intergroup is responsible to the local groups they serve. Their functions are as listed in the Policy & Procedures Manual.

### **Section 7: Parliamentary Authority**

The meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order* when they are not in conflict with these bylaws, the Overeaters Anonymous, Inc. Bylaws, Subpart B or any special rules of order this Intergroup may adopt.

## **Article VII: St. Louis Bi-State Area Conference**

### **Section 1: Time and Purpose**

The Intergroup shall sponsor an annual meeting. It shall be known as the St. Louis Bi-State Area Conference (hereinafter referred to as "Conference"). The Conference shall serve as the collective conscience of the fellowship of Overeaters Anonymous in our area. The Conference shall be held as designated in the Policy & Procedures manual.

### **Section 2: Notice**

- A. Notice of the annual Conference will be distributed to each registered member group, Intergroup Committee Chairperson, Region representative, WSBC delegate, and Intergroup Board member at least 60 days prior to the date of the Conference.
- B. Bylaw change proposals must be received and distributed no less than 30 days prior to the Business Conference.

### **Section 3: Presiding Official**

The Conference shall be presided over by the Chair of the Intergroup Board, who will provide the agenda. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both of these officers the conference will be adjourned until such time as the officers can be present.

### **Section 4: Quorum**

A minimum of three (3) Board members and five (5) Intergroup representatives shall constitute a quorum for all proceedings.

### **Section 5: Voting Body**

Voters shall consist of the following persons:

- A. Intergroup Representatives or alternates

- B. Intergroup Board members
- C. Chairpersons and co-chairs of Standing or Event Intergroup Committees
- D. Region Representatives
- E. World Service Business Conference Delegates

No person shall have more than one (1) vote

**Section 6: Voting**

Voting procedures shall be the same as Article VI, Section 5.

**Section 7: Parliamentary Authority**

The Conference shall be conducted in accordance with the latest edition of *Robert's Rules of Order* when they are not in conflict with these bylaws, the Overeaters Anonymous, Inc. Bylaws, Subpart B or any special rules of order this Intergroup may adopt.

**Article VIII: Intergroup Representatives**

**Section 1: Membership and Number**

Any group of Overeaters Anonymous holding regular meetings in accordance with the Twelve Traditions of Overeaters Anonymous that is registered with the corporation shall be a member group of the corporation. Each member group shall elect one (1) Intergroup Representative and one (1) alternate in accordance with the rules of said member group, and each such group through its Intergroup Representative shall have one (1) vote as a member of the corporation and no one person shall vote for more than one (1) group.

**Section 2: Term of Office**

The term of office of the Intergroup Representative or alternate of each member group shall be for a period of time determined by said member group.

**Section 3: Duties**

- A. Attend scheduled Intergroup meetings; participate in break-out committees, and report on activities and concerns of represented group.
- B. Report Intergroup business to the group they represent.

**Article IX: Committee Chairpersons of Intergroup**

- A. The Board of Trustees may ask the Intergroup to establish committees that it deems necessary to achieve our primary purpose – to carry the message to still suffering compulsive eaters inside and outside our fellowship.

**Section 1: Types of Committees**

- A. Standing: these committees operate continuously to support tasks that must be carried out on an ongoing basis, such as the newsletter committee.
- B. Event: these committees form to plan and present a special Intergroup event such as a convention or retreat. They dissolve when the event is over and all necessary follow-up reports have been filed.
- C. Ad Hoc: these committees are created to meet a special time-limited need, with a start date and an end date.

**Section 2: Term of Office for standing committee chairpersons**

- A. The term of office shall be two (2) years. A committee chairperson may not serve more than three (3) consecutive terms in any one (1) office, except for reasons the sufficiency of which shall be decided by the voting body of Intergroup
- B. When a vacancy occurs, the voting body of Intergroup elects by a majority vote, a successor to serve the remaining period. Twenty (20) months or more will constitute a full term.
- C. If a chairperson of an Intergroup committee shall fail to attend three (3) consecutive Intergroup meetings, a majority vote of the voting body of Intergroup present shall determine whether to vacate that office.

### ***Section 3: Qualifications and Eligibility***

- A. The committee chairpersons as elected need not be members of the Intergroup Representatives
- B. Those elected must have at least six (6) months of current abstinence from compulsive eating, and must have continuous abstinence throughout the term(s). Each person shall be the sole judge of their abstinence from compulsive eating.
- C. These qualifications shall be met except for reasons the sufficiency of which shall be decided by the voting body of Intergroup.

### ***Section 4: Duties***

- A. When Intergroup Chairpersons have reports they will be submitted in electronic format to the Secretary prior to every scheduled Intergroup meeting
- B. Responsible for all tasks listed in the current position description in the Policy & Procedure manual\_for the committee they chair.

## **Article X: Region Representatives**

### ***Section 1: Membership and Number***

The number of Region Representatives will be in compliance with the Region bylaws.

### ***Section 2: Term of Office***

- A. The term for a Region Representative shall be two (2) years. A Region Representative may not serve more than three (3) consecutive two (2) year terms. Vacancies may be filled by a special election at a monthly meeting of Intergroup. If elected to fill a vacancy, the Region Representative may only serve until the next annual Bi-state Conference. This short-term vacancy election is not to be included in the maximum terms that a Region Representative may serve.
- B. Region Representatives are elected on a priority-list basis for purposes of funding attendance at Region meetings. Priority rotates whenever a Region Representative has served in the #1 position for two (2) years from the date of their first funded Region meeting. An additional term may be added if the Region Representative has not served in the #1 priority for the allowed time.
- C. If a Region Representative fails to attend three (3) consecutive Intergroup meetings, she/he is not fulfilling her/his duties and the office may be declared vacant or priority number changed by a majority of the voting body of Intergroup present at the time of the vote.
- D. When a Region Representative has been elected to a Region office, she/he shall resign as the Region Representative

### ***Section 3: Qualifications and Eligibility***

All Region Representatives elected shall be required to have:

- A. At least one (1) year in Overeaters Anonymous.
- B. Six (6) months current abstinence.
- C. Regularly attended group and Intergroup meetings for the preceding year.
- D. Willingness to fulfill the duties of a Region Representative.
- E. These qualifications shall be met except for reasons the sufficiency of which shall be decided by the voting body of Intergroup.

### ***Section 4: Duties***

Responsible for all tasks listed in the current position description in the Policy & Procedures manual.

## **Article XI: World Service Business Conference Delegates**

### ***Section 1: Membership and Number***

The number of World Service Business Conference Delegates (or alternates) will be determined by the current OA, Inc. Bylaws, Subpart B.

### ***Section 2: Term of Office***

- A. A term of a World Service Business Conference Delegate/alternate shall be for two (2) years. A World Service Business Conference Delegate may not serve more than two (2) consecutive two (2) year terms. Vacancies may be filled by a special election at a monthly meeting of Intergroup. If elected, the World Service Business Conference Delegate may only serve until the next annual

Bi-state Conference. This short-term vacancy election is not to be included in the maximum terms that a World Service Business Conference Delegate may serve.

- B. World Service Business Conference Delegates are elected on a priority-list basis for purposes of funding attendance at WSBC meetings. Priority rotates whenever a World Service Business Conference Delegate has served in the #1 position for two (2) years from the date of their first funded WSBC meeting. An additional term may be added if the World Service Business Conference Delegate has not served in the #1 priority for the allowed time
- C. If a World Service Business Conference Delegate shall fail to attend three (3) consecutive Intergroup meeting, she/he is not fulfilling her/his duties and the office may be declared vacant or priority number changed by a majority of the voting body of Intergroup present at the time of the vote.
- D. Should a World Service Business Conference Delegate be elected as a World Service Trustee, she/he shall resign as the World Service Delegate.

### ***Section 3: Qualifications and Eligibility***

- A. A World Service Business Conference Delegate/alternate shall have at least one (1) year of current abstinence at the time of application submission, and must have continuous abstinence throughout the term(s).
- B. A World Service Business Conference Delegate/alternate shall have at least two (2) years of service beyond the group level and shall have been active at group and Intergroup service levels for the preceding year.
- C. Be willing to fulfill the duties of a World Service Business Conference Delegate.
- D. These qualifications shall be met except for reasons the sufficiency of which shall be considered by the voting body of Intergroup who may apply to the OA Board of Trustees to waive the qualifications.

### ***Section 4: Duties***

Responsible for all tasks listed in the current position description in the Policy & Procedures manual.

## **Article XII: The Board of Trustees** (also known in this document as the Intergroup Board)

### ***Section 1: Membership and Number***

- A. The Intergroup Board shall be four (4) in number. The Intergroup Board shall consist of a Chair, Vice-Chair, Secretary, and Treasurer.
- B. The immediate past Chair shall serve as an ex-officio member of the Intergroup Board for one (1) year.

### ***Section 2: Term of Office***

- A. Intergroup Board members shall be elected to serve a term of two (2) years, limited to two (2) consecutive two (2) year terms in a single office, with a maximum of eight (8) consecutive years on the Intergroup Board.
- B. Newly elected officers shall begin service at the Intergroup meeting following their election.
- C. Intergroup Board members shall have the privilege of resigning or retiring at any time. Any Board member who advises the Intergroup Board that she/he has returned to compulsive eating will be considered as having resigned upon receipt of such notice. Any Board member desiring to resign shall give her/his written resignation to the Chair of the Intergroup Board.
- D. If an Intergroup Board member shall fail to attend three (3) consecutive Intergroup meetings, her/his office as Intergroup Board member may be declared vacant by a vote of the majority of all remaining Intergroup Board members.
- E. When a vacancy occurs, the voting body of Intergroup shall elect by a majority vote, a successor to serve the remaining period. Sixteen (16) months or more will constitute a full term.

### ***Section 3: Qualifications and Eligibility***

- A. Intergroup Board members should be selected for judgment and experience through at least one (1) year of service at St. Louis Bi-State Area Intergroup, including some knowledge of region and World Service activities, willingness, faithful adherence to the Overeaters Anonymous Program, membership and regular attendance at a registered local Overeaters Anonymous group and recovery by arresting the illness of compulsive overeating.

- B. The members of the Intergroup Board as elected need not be members of the Intergroup Representatives.
- C. Those elected must have at least one (1) year of current abstinence from compulsive eating. Each person shall be the sole judge of his/her abstinence from compulsive eating.
- D. These qualifications shall be met except for reasons the sufficiency of which shall be decided by the voting body of Intergroup.

#### ***Section 4: Compensation***

For service as a member of the Intergroup Board, no compensation shall be paid, except that each member shall be entitled to reimbursement for any actual expense incurred.

#### ***Section 5: Board Meetings***

- A. *Annual Budget Meeting*: An annual meeting of the Intergroup Board shall be held in December at a time and platform designated by the Chair and communicated to members at least one (1) week in advance of the meeting.
- B. *Special Meetings*: A special meeting of the Intergroup Board may be called at any time by the Chair or upon the request in writing of any three (3) other members of the Intergroup Board. Notice of such special meeting shall be received by each board member.

#### ***Section 6: Quorum***

A majority of the members of the Intergroup Board must be present at any annual or special meeting in order to constitute a quorum for the transaction of any corporate business. A lesser number than a quorum may adjourn from time to time until a quorum is secured, but no business may be transacted at any meeting unless a quorum is present.

#### ***Section 7: Voting***

A majority vote of the members of the Intergroup Board present at any annual, or special meeting duly called and held, at which a quorum is present, shall constitute the action of the entire Board, unless different action is specifically required by these bylaws or by the laws of the State of Missouri.

#### ***Section 8: Indemnification of Members of the Intergroup Board***

No member of the Intergroup Board or any officer of the corporation shall be liable to any member of the Intergroup Representatives or any nonmember for any action taken or refused to be taken by her/him as a member of the Intergroup Board or officer with respect to any matter within the scope of her/his official duties. Each member of the Intergroup Board or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) actually and necessarily incurred by or imposed upon her/him in connection with the defense of any action, suit or proceeding to which she/he shall be a party by reason of her/his being or having been a member of the Intergroup Board or officer of the corporation (whether or not she/he continues to be a member of the Intergroup Board or office at the time of incurring such costs or expenses). In the event of the settlement of such action, suit or proceeding prior to final judgment the corporation shall also make reimbursement of or payment of the cost, expenses and amounts paid or to be paid in settling any such action, suit or proceeding, when settlement appears to be in the interests of the corporation in the opinion of the majority of the members of the Intergroup Board who are not involved, or if all are involved, in the opinion of the counsel for the corporation. The corporation shall maintain insurance for this purpose.

#### ***Section 9: Powers and Duties***

- A. Act as guardians of the Twelve Steps, Twelve Traditions, and Twelve Concepts of Service ensuring that they are not altered in any way, except by action of the World Service Business Conference. This shall in no way infringe on the right of any individual to work the Twelve Steps as she/he sees them.
- B. Remind group(s) of the Twelve Traditions which it feels the group may be unaware of or not honoring. The board, however, shall have no power or control over any group, but shall act only in an advisory capacity on matters affecting Overeaters Anonymous as a whole.
- C. Serve as the officers of the Intergroup in the same positions to which they are elected to the Intergroup Board in accordance with the current written job descriptions.

- D. Oversee the receipt and distribution of all funds and property, real or personal, in a manner the Intergroup Board may deem advantageous to Overeaters Anonymous declining all outside contributions in accordance with Tradition Seven.
- E. Act as area spokesperson for Overeaters Anonymous in all matters affecting Overeaters Anonymous in the St. Louis Bi-State Area:
  - 1. to provide for and supervise publications;
  - 2. to furnish counsel and guidance to the member groups and to new groups;
  - 3. to supervise and guide education and attraction efforts;
  - 4. to furnish a medium or media for the interchange of ideas between groups;
    - a. to be missionaries in carrying the message to persons and places where indicated.
- F. Select the platform for Intergroup and Board meetings.
- G. Establish and maintain an office, based on the will of the Intergroup Representatives.

## **Article XIII: Duties of Officers**

### ***Section 1: Officers***

The officers of the corporation shall be a Chair, Vice-Chair, Secretary, Treasurer, and the immediate past Chair in the role of Ex-Officio Member. The officers shall be elected by the Intergroup according to Article VI, Section 5.

#### **A. Chair**

- a. The Chair shall be the chief executive officer of the corporation and shall be the Chairperson of and preside at all meetings of the Board and all meeting of the Intergroup Representatives.

#### **B. Vice-Chair**

- a. In the event of the death, absence, incapacity, inability or refusal to act of the Chair, the Vice-Chair shall possess all the powers and perform all the duties of the Chair and shall do and perform such other duties and exercise such other authority as may be from time to time assigned by the Board.

#### **C. Secretary**

- a. The Secretary shall attend and keep a record of all meetings of the Intergroup Board and of all meetings of the Intergroup Representatives and of all votes and action taken thereat. The Secretary shall perform such other duties as may be assigned by the Board.

#### **D. Treasurer**

- a. The Treasurer shall be responsible for the accounting of the funds of the corporation by making a report to the Intergroup at each regular meeting, arranging an annual audit of the corporate books and reporting the results to the Intergroup, and shall perform all such duties as may be assigned by the Board.

#### **E. Ex-Officio Member**

- a. The immediate past Chair shall serve as an ex-officio member of the Intergroup Board for one (1) year with voice but no vote.

Each officer is also responsible for all tasks listed in the current position description in the Policy & Procedure manual.

### ***Section 2: Contracts***

The Chair, or in the absence of the Chair, the Vice-Chair and the Secretary shall sign and execute for and on behalf of the corporation, as necessary, all contracts, notes, leases, deeds of trust, mortgages or other documents of every kind or nature that may be necessary in the pursuance of the business of the corporation.

## **Article XIV: Removal from Elected Positions**

Any individual holding an elected position may be removed from said position for due cause by a two-thirds (2/3) vote of the voting body present at a special meeting announced for that purpose.

## **Article XV: Contributions to Corporation**

The corporation shall be financed primarily by contributions from Intergroup member groups and individual members of Overeaters Anonymous. Contributions from members up to the current World Service limits per year will be accepted. This means that each year, a member could give the current

limits to her/his group, to Intergroup, to Region, and to World Service Organization. Contributions from non-OA members or groups will be declined and contributions from any source are subject to rejection by the Intergroup Board.

#### **Article XVI: Funds of Corporation**

Funds of the corporation shall be deposited in one or more banks as from time to time designated by the Intergroup Board and shall be withdrawn upon the signatures of one or more persons as from time to time designated by the Intergroup Board.

#### **Article XVII: Dissolution**

No member of the Intergroup's Representatives or member of any local group which is a member of Intergroup, and no Intergroup Board members, officers or employee of or member of a committee of or person connected with the Intergroup or any other private individual shall receive at any time any earnings or pecuniary profit from the operation of the Intergroup provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or from the Intergroup in effecting any of its purposes as shall be fixed by the Intergroup Board; and no such person or persons shall be entitled to share in the distribution of any of the assets upon the dissolution of the Intergroup. All members of the Intergroup and all members of the local groups which are members of the Intergroup shall be deemed to have expressly consented and agreed that, upon dissolution or winding up of the affairs of the Intergroup, whether voluntary or involuntary, the assets of the Intergroup then remaining in the hands of the Intergroup Board after all debts have been paid shall be delivered and paid over in such amounts as the Intergroup Board may determine or as may be determined by a court of competent jurisdiction upon application of the Intergroup Board, 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 may hereafter be amended.

In order to deregister, the Intergroup must submit a written notice to the World Service Office, the Region Chair and Region Trustee.

#### **Article XVIII: Amendment of Bylaws**

These bylaws, with the exception of *Article IV, Sections 2, 3 and 4*, may be amended by two-thirds of the voting body of Intergroup present at the annual Conference or any meeting, if at least thirty (30) days written notice is given to member groups, and Intergroup Reps of intention to alter, amend or repeal or to adopt new bylaws at such meeting. *Article IV, Sections 2, 3 and 4* shall be amended only to remain in accordance with Overeaters Anonymous Inc. Bylaws, Subpart B