

Bylaws of the Sonoma County Intergroup of Overeaters Anonymous (April 2013)

Article I - Name

The name of this organization shall be the “Sonoma County Intergroup of Overeaters Anonymous,” herein known as Intergroup or IG.

Article II - Purpose

Section 1 - Purpose

The primary purpose of this organization is to aid those who have the desire to stop eating compulsively through the Twelve Steps of Overeaters Anonymous (OA), and to serve and represent the OA groups from which this Intergroup is formed; this Intergroup is in compliance with and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law).

Activities include but are not limited to:

- A.** Furthering the OA program in accordance with the Twelve Steps, Twelve Traditions, and Twelve Concepts as stated in OA, Inc. Bylaws, Subpart B, Articles I, II, and III. The Steps, Traditions and Concepts can only be amended as per the OA, Inc Bylaws, Subpart B, article XIV, section 1.
- B.** Maintaining an Intergroup service association as a communication center for OA in this area among our OA groups, the Worlds Service Office (WSO) and the Region 2 Office of OA (R2).
- C.** Sponsoring special events such as an annual retreat, workshops and meetings.
- D.** Public information activities such as maintaining a phone information line and a web site and public information announcements in the media.
- E.** Specifically excluded from the objectives of the Intergroup is the operation of any club, clubhouse, and the endorsement of any public or private projects on overeating as outlined in Tradition Six and any activity or business unrelated to its primary purpose.
- F.** The Intergroup shall not enter into any activity or business which is not permitted to a Nonprofit Corporation in the State of California or to a Corporation exempt from taxation under Federal law, including but not limited to Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law).

Article III – Membership of Intergroup

Section 1 - Geographic Area

Geographic area shall be defined as Sonoma County and communities in adjacent counties where there is no other OA Intergroup.

Section 2 - Membership of the Intergroup shall consist of the following

- A.** The Intergroup Board as described in Article IV, Section 1A.
- B.** Intergroup Representatives (IR) which shall consist of one (1) member from each group within the geographic area. See Article III, Section 4.
- C.** Chairs of Committees as appropriate.
- D.** Each of these members of Intergroup is entitled to one vote.

Section 3 - Qualifications or eligibility of Groups for membership in Intergroup

A. *Overeaters Anonymous Groups defined by OA, Inc Bylaws, Subpart B, Article V*

I. These points shall define an Overeaters Anonymous Group:

- a.** As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service.

- b. All who have a desire to stop eating compulsively are welcome in the group.
 - c. No member is required to practice any actions in order to remain a member or to *have voice* (share at a meeting).
 - d. As a group, they have no affiliation other than Overeaters Anonymous.
 - e. A group is affiliated as an Overeaters Anonymous group by registering with the World Service Office.
- 2. Virtual Groups** (groups which replicate face-to-face meetings through electronic media) may be an Overeaters Anonymous group if they:
- a. Otherwise meet the definition of Overeaters Anonymous groups;
 - b. Are fully interactive; and
 - c. Meet in real time.
- 3.** Each group shall be entitled to one (1) vote through its selected Intergroup Representative.
- B.** Those groups within the geographic area of Intergroup that have formally registered with the World Service Office (WSO) and indicated their intention to belong to Intergroup may be considered members.

Section 4 - Intergroup Representatives (IR)

- A.** Intergroup representatives shall be selected by the group conscience of the group they shall represent. Each IR shall be selected by any method deemed appropriate by their group. These IR's shall serve for a period designated by their group, always subject to recall by the group they represent. Each group shall designate an alternate representative as necessary.
- B.** IR's should be selected for stability, length of time in the program, and time of abstinence or other qualities their group believes are important.
- C.** The primary responsibility of the IR, or alternate, is to represent their group at all meetings of Intergroup, to act as a liaison between this Intergroup and their groups, and to see that all communications pertaining to Intergroup are made available.

Section 5 - Membership with voice and no vote

- A.** Any employee.
- B.** Any member of the Fellowship who is not a duly selected member of Intergroup or alternate.

Article IV - The Intergroup Board

Section 1 - Intergroup Board

The Board shall consist of a chair, vice-chair, secretary, treasurer, WSBC delegate and regional representative. Each member of the Board shall be entitled to one vote.

Section 2 - Nominations to the Intergroup Board

Nominations to the Board may be made from the floor at the time of election. A nominating committee may also be formed, at the discretion of the Intergroup.

Section 3 - Qualifications for the Intergroup Board membership:

- A.** Working the Twelve Step recovery program.
- B.** Familiarity with the Twelve Traditions.
- C.** Six (6) months current abstinence highly recommended with the exception of the WSB Conference delegate(s) and Regional Representative(s). (See Article IV, Section 6, E. and F.)

- D. Familiarity with the operations of OA and Intergroup through regular attendance of an affiliated group for a period of six (6) months and participation as an IR or Intergroup committee member with regular attendance at IG for three (3) months.

Section 4 - Method of Election

- A. Elections shall be held annually at a meeting specified for that purpose.
- B. To be eligible for election to the board, nominee must:
 - 1. Meet all qualifications as defined in Article IV, Section 3.
 - 2. Understand responsibilities of the position as defined in Article IV, Section 6.
- C. In order to be elected to membership on the Intergroup Board, a nominee must be present at the election meeting, and must receive a majority vote of the IG members present and voting.

Section 5 - Term of Office for Intergroup Board

- A. Board members shall be elected to serve for a period of one (1) year, with the exception of the WSB Conference delegate(s) and Region Representative(s) (RR) who may be elected for a two (2) year term.
- B. Board members shall serve no more than two (2) consecutive terms in the same position and no more than 4 consecutive years.
- C. After an interval of one (1) year absence from IG, they are eligible for election.
- D. Upon election to the Board, member shall cease to be a representative of their group. That group shall select a new IR.

Section 6 - Responsibilities of the Intergroup Board

A. Chair

- 1. Shall preside at all regular and special meetings of this IG.
- 2. Shall be responsible for establishing the agenda for all IG meetings.
- 3. Shall distribute notices of all meetings of IG as described in Article V, Section 4.
- 4. May attend all standing committee meetings.
- 5. May be removed from Chair of this IG Board after two (2) consecutive absences without prior notice. (See Article IV, Section 7 - Vacancies).

B. Vice-Chair

- 1. Shall serve in the absence of the Chair.
- 2. Shall assist the chair whenever needed.
- 3. May attend all standing committee meetings.
- 4. May be removed from Vice-Chair of this IG after two (2) consecutive absences without prior notice. (See Article IV, Section 7 - Vacancies)

C. Secretary

- 1. Shall prepare and print copies of minutes of all IG meetings and mail or e-mail them to each Intergroup member.
- 2. Shall maintain a file of all printed minutes of past meetings.
- 3. Shall distribute correspondence to the appropriate board members or committee chairman and maintain a file of outgoing correspondence.
- 4. Shall keep WSO informed of all changes of group information.
- 5. May attend all standing committee meetings.
- 6. May be removed from Secretary of this IG after two (2) consecutive absences without prior notice. (See Article IV, Section 7 - Vacancies)

D. Treasurer

1. Shall maintain bank accounts for deposit and dispersal of IG funds.
2. Shall submit written financial reports each month at the IG meetings.
3. Shall serve as chair of the Budget committee. Shall prepare and present an annual budget for IG approval.
4. Serve as liaison and submit all required forms and returns to the California Secretary of State, Franchise Tax Board, the Department of Charitable Trusts, and the Internal Revenue Service.
5. May attend all standing committee meetings.
6. The IG treasurer will arrange for an annual audit of the IG bank account(s) between the October and November IG meetings, to be accomplished by one (1) or more members of the IG board.
7. May be removed from Treasurer of this IG after two (2) consecutive absences without prior notice. (See Article IV, Section 7 - Vacancies)

E. World Service Business Conference Delegate or Alternate

1. Shall attend the World Service Business Conference of Overeaters Anonymous.
2. In all areas, the WSBC Delegate shall meet qualifications and requirements as outlined and defined in the Overeaters Anonymous, Inc. Bylaws, Subpart B, Article X, Section 3. These requirements include one (1) year current abstinence and two (2) years service beyond the group level.
3. Shall serve IG and the WSBC until the following conference.
4. Shall serve no more than four (4) consecutive years, except for reasons to be decided by the group conscience of the IG with respect to the delegate.
5. Shall be willing to report, orally and/or in writing as designated by the IG, the actions of the Conference to all groups the IG represents; to communicate important WSO information to the IG.
6. May be removed after two (2) consecutive absences without prior notice. (See Article IV, Section 7 - Vacancies.)

F. Regional Representative (RRs) or Alternate

1. Shall attend all region assembly meetings.
2. Shall have one (1) year current abstinence and meet all other requirements of Article IV, Section 3.
3. Shall serve IG and Region 2 for the full term as designated by Region 2 Bylaws.
4. Shall serve no more than four (4) consecutive years except for reasons to be decided by the group conscience of the IG with respect to the RR.
5. Shall be willing to report, either orally or in writing, as designated by the IG, the acts of the region assembly to all groups they represent; to communicate important regional information to the IG.
6. May be removed after two (2) consecutive absences without prior notice. (See Article IV, Section 7 - Vacancies)

Section 7 – Vacancies, Resignations and Recalls

- A. If a member of the IG Board fails to attend two (2) consecutive meetings without prior notice, his/her office may be declared vacant by a majority of those voting members present.

- B.** Any board member may resign at any time for any reason by giving the chair of IG written notice.
- C.** Recalls - Any board member of this IG may be removed from office for due cause by a two-thirds (2/3) vote of those voting members present at a special meeting announced for that purpose.

Section 8 - Filling of Vacancies

- A.** Vacancies shall be filled by a majority vote at that meeting in which the vacancy occurred, or at the next meeting, or special meeting of the IG. Such persons chosen to fill said vacancies shall serve for the remainder of the unexpired term.
- B.** A person chosen to fill any vacancy on the board shall meet the qualifications as defined in Article IV, Section 3, and be aware of all responsibilities of that position as described and defined in Article IV, Section 3 and Section 6.

Article V - Meetings

Section 1 - Regular Meetings

The IG shall meet monthly at a time and place designated by a majority of the voting members, except in the month of December.

Section 2 - Annual Meetings

An annual meeting shall be held in the month of October for the election of officers. Consideration shall be given to set such time of said meeting to be held prior to 120 days prior to the WSB Conference allowing adequate time for election of the WSB Conference delegate(s).

Section 3 - Special Meetings

A special meeting may be called at any time by a majority vote of the IG Board by giving notice as presented in Article V, Section 4.

Section 4 - Method of Notification

Notification of all meetings shall consist of notices prepared by the IG chair and distributed to IG Board members and each group secretary and/or IR seven (7) days prior to the date of the meetings. Notification may also be made by placing an announcement in the IG newsletter, if any, or by mail, e-mail, and at the prior IG meeting.

Section 5 - Quorum

Those voting members present at any meeting of this IG shall constitute a quorum for all proceedings of the IG.

Article VI - Committees

Section 1 - The following standing committees may be established to carry out the purposes of IG in the most effective and efficient manner. Standing committees may include but are not limited to:

- A.** Newsletter
- B.** Public Information
- C.** Website
- D.** Budget

E. Special Events (Retreats/Marathons, Workshops, Meetings)

F. Other committees, standing or special, deemed necessary to carry on the work of IG.

Section 2 - Committee Appointments

The Intergroup shall designate such committees as are deemed necessary for the operation of IG.

Section 3 - Committee Procedures

Each standing committee may prescribe its own rules for calling and holding meetings and its method of procedures, subject to the guidelines of the Twelve Steps and Twelve Traditions of OA.

Section 4 - Committee Responsibility

A. If it is deemed necessary by the Board, each committee shall be responsible for its own funds and may open a bank account in accordance with Article VI, Section 5.

B. The committee chair or the committee treasurer shall keep all financial records. A detailed and itemized written report shall be submitted to the IG within two (2) months after any special event.

C. Each committee chair shall report to the IG regularly when active and/or at the end of any specific event coordinated by the committee.

Section 5 - Committee Bank Account

If it is deemed necessary by the board that a committee shall open a bank account, the following procedure shall be followed:

1. The committee chair and the committee treasurer shall be authorized signers on the account.
2. The committee treasurer or chair shall keep all financial records and shall present a detailed, itemized report of transactions to the IG within two (2) months following any event for which moneys were expended.
3. The committee chair shall arrange for an annual audit of the committee, to be accomplished by at least one (1) member of the IG board.

Section 6 - Vacancies

Should a vacancy, resignation or removal occur in any standing committee, all pertinent information shall be turned over to the IG Chair. The IG shall then approve a new committee chair to serve.

Article VII - Source of Funds

Section 1 - Source of Funds

A. Voluntary contributions of the member groups shall be the primary source of funds.

B. Secondary source of income may be such occasional projects or activities as may be authorized by the Intergroup in accordance with Tradition Six.

C. The IG may accept donations from OA members, conforming to the general practice of OA.

D. The acceptance of bequests or donations from any outside source is prohibited.

E. The IG shall not accept the responsibility for trusteeship over, or enter into the distribution or allocation of funds set up outside of OA.

Section 2 - Prudent Reserve

Sufficient operating funds, plus an adequate reserve, shall be IG's prudent financial principle. Funds in excess will be donated to Region 2 and the World Service Office on a regular basis as directed by the IG.

Article VIII - Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order shall govern this IG in all cases to which they are applicable and in which they are consistent with these Bylaws, the Twelve Steps, the Twelve Traditions, or any special rules of order this IG may adopt.

Article IX - Amendments to these Bylaws

Section 1 - These Bylaws may be amended at any time by a two-thirds (2/3) vote of the IRs and board members present at any regular or special meeting of the IG, provided a copy of the proposed amendment has been submitted in writing and received by each group affiliated with this IG at least twenty (20) days prior to the meeting at which action is to be taken on the amendment.

Section 2 - These Bylaws shall be reviewed by a bylaw committee appointed by the IG chair when deemed necessary by the IG, but at least every five (5) years.

Article X - Major Policy Matters

Matters which affect this IG and/or groups within its service area shall be referred to the Board of this IG. Matters which relate to OA as a whole shall be referred to the World Service Board of Trustees.

Article XI - Dissolution

Section 1 – Deregistration

In order to deregister, an intergroup must submit a written request to the World Service Office, region chair and region trustee.

Section 2 – Disbursement of Remaining Funds

When this intergroup ceases operation and all debts have been paid, all remaining funds shall be distributed to other Overeaters Anonymous service bodies or the WSO in accordance with Tradition Six.

Section 3 – US Non-Profit with 501c (3) Status

Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of association, the remaining assets shall be distributed to the World Service Office of Overeaters Anonymous, or to a non-profit fund, association, foundation, or corporation which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes and which has established its tax exempt status under Section 501c (3) of the Internal Revenue Code. In accordance with Overeaters Anonymous Traditions, such non-profit fund, association, foundation or corporation should be either the OA World Service Office or another OA service body.

No part of the net earnings of this association shall ever inure to be or be used for benefit of, or be distributed to its members, trustees, officers or other private person, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the expressed purpose for which it was formed.

Newly revised and approved – April 22, 2013