

**BYLAWS
REGION ONE ASSEMBLY OF OVEREATERS ANONYMOUS
REVISED OCTOBER 22, 2009**

ARTICLE I – NAME:

The name of this organization is Region One Assembly of Overeaters Anonymous, hereafter known as Region One.

ARTICLE II – PURPOSE:

Section 1

The primary purpose of this organization is to aid those with the problem of compulsive eating through the Twelve Steps of Overeaters Anonymous, and to serve and represent the OA groups and intergroups from which it is formed. The organization 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). Region One is organized for educational purposes regarding the disease of compulsive overeating within the meaning of Section (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2

To provide requested services for OA groups and Intergroups, in accordance with the Twelve Steps and Twelve Traditions of Overeaters Anonymous, and the Twelve Concepts of OA Service.

THE TWELVE STEPS:¹

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 characters.
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.

¹*Permission to use the Twelve Steps of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.*

THE TWELVE TRADITIONS²

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.

²*Permission to use the Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.*

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 the World Service Business Conference the active maintenance 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 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.

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Section 3

To maintain a Region One post office box as a communication center.
Location *is* to be determined by the Executive Board.

ARTICLE III – MEMBERSHIP:

Section 1 – Members

Membership of Region One consists of those members of all groups registered with OA World Services which fall within the geographical boundaries of Region One.

Section 2 – Geographical Definition:

Alaska, Idaho, Montana, Oregon, Washington, Wyoming (except Torrington, WY), Alberta, British Columbia, Northwest Territories, Saskatchewan, and Yukon.

Section 3 – Membership of the Assembly shall be composed of the following:

- A. From member groups, with voice and vote:
 - 1. Region One Intergroup Representatives; these representatives should be World Service Delegates if possible.
 - 2. Region One Board Members, as designated in Article V, Section 1A.
 - 3. All Region One Intergroup Representatives and Alternates must reside in the geographical boundaries of Region One.

- B. Members with voice but no vote shall be as follows:
 - 4. Intergroup Chairs
 - 5. Regional Representative alternates
 - 6. Region One World Service Trustee
 - 7. General Service Trustees who reside in Region One
 - 8. Committee Chairs.

Any OA member may attend to observe and may provide information when recognized by the presiding officer. Visiting non-OA members may attend at the discretion of the presiding officer, but may not participate in discussion.

Motions may be made at the Assembly by Region One Intergroup Representatives, Board Members and Committee Chairs.

Section 4 – Representatives:

- A. Each intergroup shall be entitled to one (1) representative for up to the first ten (10) groups it represents and one (1) for each additional ten (10) groups or any fraction thereof.
- B. Any Overeaters Anonymous group in an isolated area shall be considered an intergroup.
- C. Member intergroups must register their representatives with Region One.
- D. The primary responsibility of the Region Representatives at the annual Region One Assembly is to represent their intergroups, and to report back to their intergroups on actions taken at Assembly.
- E. Representative(s) and Alternate(s) shall be selected and names forwarded to the Region One Board at least ninety (90) days before the annual Assembly.
- F. If an intergroup does not select its Representative(s) and Alternate(s) or fails to inform Region One of Overeaters Anonymous before the annual Assembly, such Representative(s) and Alternate(s) may appear with evidence of their due selection deemed credible by Region One Board, and such Representative(s) and Alternate(s) shall be seated.

ARTICLE IV – MEETINGS:

Section 1 – Annual Meeting:

The Region One Board shall sponsor an annual meeting of Region Representatives, which shall be known as the Annual Region One Assembly (sometimes herein referred to as the “Assembly”) on such date as the Board may designate. The Assembly shall elect Board Officers and serve the conscience of the fellowship of Region One of Overeaters Anonymous as a whole. The Representatives to the Assembly shall be as stated in Article III, Section 3.

Section 2 – Special Meetings:

The Region One Board may call special meetings of the Region Representatives for particular business stated in the call of the meeting.

Section 3 – Quorum:

A majority of those voting members registered at the Annual Meeting or any meeting of the Region Representatives shall constitute a quorum for all proceedings of the Assembly.

ARTICLE V – REGION ONE BOARD

Section 1 – The Region One Board shall consist of the following:

- A. Members with voice and vote: Chair, Vice-Chair, Secretary, Treasurer, and Newsletter Editor;
- B. The Region One Trustee, with voice but no vote.

Section 2 – Nominations:

- A. All intergroups shall be notified seventy-five (75) days prior to Assembly of offices to be filled.
- B. Applicants may submit an application to the Region One Board or Nominations Committee at any time prior to the election.
- C. Each voting member of the Assembly shall have the right to make nominations from the floor. Those so nominated shall submit an application prior to the election at a time to be determined by the Assembly.
- D. Candidates for office shall be available for questioning by the members of the Assembly prior to the election at a time and method to be determined by the Assembly. Any candidate for office who is not in attendance at the Assembly shall be available for questioning by the members prior to the election via a written or electronic method at a time to be determined by the Assembly.

Section 3 – Qualifications for election:

- A. A member of Overeaters Anonymous within the geographical boundaries of Region One.
- B. Working the twelve step program to the best of his ability and have taken the fifth step.
- C. Be familiar with the Twelve Traditions of Overeaters Anonymous and the Twelve Concepts of OA Service.
- D. Presently abstaining from compulsive overeating for at least one (1) year.
- E. Have two years of service to Overeaters Anonymous beyond the group level, if a member of an intergroup.

Section 4 – Method of elections:

- A. Elections shall be held annually at a meeting specified for that purpose.
- B. To be eligible for election, a nominee must:

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- 1) Meet all qualifications as defined in Article V, Section 3.
 - 2) Understand responsibilities of the position as defined in Article VII, and as defined in the Region One Job Descriptions.
- C. In order to be elected to membership on the Region One Board, a nominee must consent to serve in that position and must receive a majority vote of the Region Representatives and voting members of the Region One Board present and voting.
- D. If two (2) or more ballots are necessary for any position, the nominees receiving less than one-fourth of the total vote will be withdrawn automatically on succeeding ballots except that the top two (2) nominees must remain. If no nominee has less than one-fourth of the votes, the nominee with the lowest number of votes shall be dropped from the ballot.

Section 5 – Terms of Office:

- A. Board members shall be elected to serve for a period of two years and until their successors are elected.
- 1) In even-numbered years, elections by ballot shall be held for Vice Chair, Secretary, and Newsletter Editor. In odd-number years, elections by ballot shall be held for Chair and Treasurer.
 - 2) Newly elected officers shall take office at the close of the Region One Assembly at which they are elected.
- B. Board members, with the exception of the Treasurer, shall serve no more than two (2) full consecutive terms in any one Board position. The Treasurer may serve up to a maximum of four (4) terms.
- C. After an interval of one year, members may again be eligible for election to their prior Board position.
- D. Upon election to the Board, members shall cease to be a Region Representative for their intergroup.

Section 6 – Vacancies:

- A. A vacancy on the Board may be filled by a majority vote of the Board until the next Assembly, at which time the Assembly will elect that position's unexpired term.
- B. If the position of Chair is vacated, then the Vice-Chair will automatically fill the Chair's unexpired term, and the position of Vice-Chair is declared vacant.
- C. No member may hold more than one Board position at the same time, and any present Board member elected to another Board position is assumed to have relinquished the former position. A vacancy is then declared for the relinquished position, to be filled in accordance with Article V, Section 6(a).

ARTICLE VI – BOARD FUNCTIONS

Section 1 – The Board shall have general supervision of the affairs of the Assembly between its annual meetings.

- A. The Board shall have regular meetings no fewer than three (3) times a year.
- B. The Chair or a majority of the Board may call special meetings.
- C. A quorum for Board meetings consists of a majority of the current voting members of the Board.
- D. Board meetings, at the direction and discretion of the Board, may be conducted by videoconference or teleconference, provided that the meeting is conducted by technology which allows all persons participating to hear each other at the same time, and in the case of videoconferences, to see each other as well.
- E. The board shall be empowered to make emergency decisions between regular Board meetings. These decisions shall be presented at the next regular Board meeting for consideration and a vote on ratification.

ARTICLE VII – OFFICERS’ DUTIES:

Section 1 – It shall be the responsibility of each Board member to attend all Board meetings.

Section 2 – The Chair

- A. Shall preside at all meetings.
- B. Is an ex-officio member of all committees, except the Nominating Committee.
- C. Shall perform all other duties as prescribed in the Region One Job Description Policies.

Section 3 – The Vice-Chair

- A. Is responsible for coordination of Board-related events and Assembly/Convention, working with the hosting intergroup.
- B. Shall preside at meetings in the absence of the Chair and shall perform all other duties as prescribed in the Region One Job Description Policies.

SECTION 4 – The Secretary

- A. Shall take minutes of all Board meetings and meetings of the Assembly.
- B. Shall maintain a file of all minutes of past meetings.
- C. Shall update and maintain database of intergroups.
- D. Shall coordinate registration at the annual Assembly.

- E. Shall perform all other duties as prescribed in the Region One Job Description Policies.

Section 5 – The Treasurer

- A. Shall maintain financial bank accounts, as necessary, as directed by the Region One Board.
- B. Shall present a financial report at the Board meetings and in the newsletter.
- C. Shall prepare financial documents of the fiscal year for the annual audit by the end of the first quarter of the following year.
- D. Shall perform all other duties as prescribed in the Region One Job Description Policies.

Section 6 – The Newsletter Editor

- A. Shall assemble material and prepare newsletter for printing and mailing.
- B. Shall perform all other duties as prescribed in the Region One Job Description Policies.

ARTICLE VIII – REGION ONE TRUSTEE

Section 1

Region One applicants for Trustee Nominee(s) shall prepare an application in accordance with World Service Business Conference requirements, which shall be presented to the Board or Nominations Committee forty-five (45) days before Assembly.

Section 2

Applicants must be present at the time of the nomination and present a three-minute qualifying talk.

Section 3

A majority vote shall be required for election as Trustee nominee(s). If two (2) or more ballots are necessary, the nominee receiving the least number of votes on the previous ballot will be dropped from succeeding ballots.

ARTICLE IX – REGIONAL DELEGATES TO THE WORLD SERVICE BUSINESS CONFERENCE

According to OA, Inc. Bylaws; Subpart B, Article X, Section 3 – Delegates, (a) 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.

Should Region One qualify to send these regional delegates, their election shall occur as follows:

1. Preference shall be given to delegates selected from intergroups and service bodies which would not otherwise be represented by delegates.
2. Candidates shall be elected at the Region One Assembly and may submit applications to the Region One Board prior to the Assembly or after being nominated from the floor of the Assembly.
3. Election shall take place under the same procedures as the election of Region One Board members at the Assembly.
4. Candidates must meet the same requirement for delegates as set by OA, Inc. Bylaws Subpart B, Article X, Section 3 – Delegates (c) 1.
5. Should too few delegates be elected at the Assembly or if a vacancy occurs between the time of the Assembly and that of the World Service Business Conference, those vacancies may be filled by the Region One Board.

ARTICLE X – COMMITTEES

Section 1 – Standing Committees:

The following standing committees shall be established to carry out the purposes of Region One in the most effective and efficient manner:
Budget and Finance, Bylaws, and Membership Outreach.

Section 2

The Board shall designate such special committees as are deemed necessary for the welfare and operation of Region One. The Board shall set the job descriptions for the committees, and supervise their operations.

Section 3

The Region One Chair shall appoint all committee chairs.

Section 4

Committees may conduct business by postal mail, email or other electronic means of communication.

ARTICLE XI – SOURCE OF FUNDS

Section 1 – Source of Funds:

The activities of the Assembly shall be primarily financed from:

- A. Contributions from groups and intergroups
- B. Conventions.
- C. Private donations from members.

Section 2 – Prudent Reserve:

There shall be no accumulation of funds beyond forecast necessities, with retention of a prudent reserve for contingencies.

ARTICLE XII – MAJOR POLICY

Section 1 – Major Policy:

- A. Matters which relate to major policy affecting Region One groups shall be referred to Region One Board.
- B. Matters which relate to Overeaters Anonymous as a whole, which affect Subpart A of the Bylaws of Overeaters Anonymous, Inc., shall be referred to the Board of Trustees of Overeaters Anonymous.
- C. Matters which affect Subpart B of the Bylaws of Overeaters Anonymous, Inc. or which relate to the Twelve Steps, Twelve Traditions, and the Twelve Concepts of OA Service shall be referred to the World Service Business Conference.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ***Roberts Rules of Order Newly Revised*** shall govern Region One in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Twelve Traditions, the Twelve Concepts of OA Service or any special rules of order Region One may adopt.

ARTICLE XIV – BYLAW AMENDMENTS

Section 1

Amendments to the Bylaws, with the exception of The Twelve Steps of Overeaters Anonymous, The Twelve Traditions of Overeaters Anonymous, and The Twelve Concepts of OA Service, may be submitted to the Annual Assembly.

- A. Amendments may be submitted by Region One intergroups, the Region One Board and/or the Region One Bylaws Committee.
- B. Proposed changes shall be submitted to the Board or Bylaws Committee sixty (60) days before the annual Assembly.
- C. Copies of proposed amendments shall be sent to Region Representatives at least thirty (30) days prior to the annual Assembly.
- D. Amendments require two-thirds (2/3) vote of members present and voting for adoption.
- E. Members of the Assembly may submit proposed amendments to these bylaws from the floor of the Assembly without meeting the other conditions outlined in SECTION 1, Parts A-D, in this article, and such proposed amendments require a nine-tenths (9/10) vote of members present and voting for adoption.

Section 2

Editorial changes shall be made by the Bylaws Committee which do not alter the meaning of any bylaws but clarify the wording to bring the bylaws and Articles of Incorporation into conformity. A written report of such editorial changes shall be given to Assembly Representatives.

ARTICLE XV – NOTICE

Section 1

The Region One Board shall provide notice of at least 150 days of the time and location of the Region One Assembly to all Intergroups and Region One committees.

Section 2

The Region One Board shall provide notice of at least thirty (30) days of the time, location, and purpose of any Special Meetings.

Section 3

Notice of meetings may be given by postal mail, email, and/or other electronic means of transmission.

Section 4

For the purpose of distributing any required documents to the intergroups, committee chairs, and Region One board members, documents may be sent by postal mail, email, and/or other electronic means of transmission.

ARTICLE XVI – DISSOLUTION

Section 1

Upon the dissolution of this association, after paying or adequately providing for the debts and obligations of the 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, education, religious, and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code.

Section 2

No part of the net earnings of this association shall ever inure to or be used for the 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 express purposes for which it is formed.