Region One Bylaws

NOTES

Region One Assembly of Overeaters Anonymous Bylaws

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 disease 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[i]

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.

THE TWELVE TRADITIONS[ii]

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.

THE TWELVE CONCEPTS OF OA SERVICE[iii]

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.

Article III – Membership

Section 1 – Members

Membership of Region One consists of:

A. Those members of all groups registered with the World Service Office of Overeaters Anonymous, hereinafter referred to as WSO which fall within the geographical boundaries of Region One.

B. Intergroups and unaffiliated groups that are registered with WSO and agree with the Bylaws of Overeaters Anonymous Inc., subpart B, Article V, Section 1 which defines an OA group as follows: Intergroups and unaffiliated groups must be duly registered with the World Service Office of Overeaters Anonymous, hereinafter referred to as WSO and agree with the Bylaws of Overeaters Anonymous Inc., subpart B, Article V;

The definition of an OA group as of September 2016 is:

a) 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., guided by the Twelve Concepts of OA Service.
   2. All who have the desire to stop eating compulsively are welcome in the group.
   3. No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting.)
   4. As a group they have no affiliation other than Overeaters Anonymous.
   5. It has affiliated as an Overeaters Anonymous group by registering with the World Service Office.

b) Composition:
   1. A group may be formed by two or more persons meeting together, either
      i. In the same physical location (face-to- face);
      ii. Through some form of electronic device (virtually); or
      iii. Both.

c) An “unaffiliated group” is one registered with WSO but not affiliated with any Intergroup.

Section 2 – Geographical Definition:

The geographic area of Region One consists of the states of Alaska, Idaho, Montana, Oregon, Washington, and Wyoming; the provinces of Alberta, British Columbia, Manitoba, Northwest Territories, Nunavut, Saskatchewan; and Yukon.

Section 3 – Membership of the Assembly:

A. Members of the Region One Assembly, who have voice and vote include:
   1. Region One Board members,
   2. Representatives from each member Intergroup, and a
   3. Representative of any unaffiliated group.

B. Members with voice but no vote include:
   1. Intergroup Chairs
   2. Regional Representative alternates
   3. World Service Trustee Liaison to Region One
   4. Other World Service Trustees who reside in Region One

5. Outgoing Committee Chairs not attending as an Assembly Representative.

C. Any OA member may attend to observe and may provide information when recognized by the presiding officer.
D. 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 is 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. An Intergroup may also select Alternate Representatives.
B. An unaffiliated group may select 1 Representative and 1 Alternate.
C. Each Representative should have a minimum of six (6) months of current abstinence and at least one (1) year of service beyond the group level. Each Representative shall be the sole judge of his/her abstinence and maintenance.
D. Each Representative should be selected for sound judgment, experience, stability, willingness to serve and for faithful adherence to the program of the Twelve Steps and Twelve Traditions of Overeaters Anonymous.
E. Once selected, Representative(s) and Alternate(s) names shall be forwarded to the Region One Board at least ninety (90) days before the annual Assembly.
F. Member Intergroups and unaffiliated groups must register their Representative(s) and Alternate(s) with Region One.
G. If an Intergroup does not select its Representative(s) and Alternate(s) or fails to forward their names to Region One as required in paragraph B, above, such Representative(s) and Alternate(s) may appear with evidence of their due selection. If that evidence is deemed credible by Region One Board, and such Representative(s) and Alternate(s) shall be seated.
H. 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.

Article IV – Meeting

Section 1 – Annual Meeting:

The Region One Board shall sponsor an annual meeting of Region Representatives, which shall be known as the Region One Assembly (sometimes herein referred to as the “Assembly”) on such date as the Board may designate. This meeting may be in person or virtual, as determined by the Board. 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, Sections 3 and 4.

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

Section 4 – Vote:

Only those eligible voting members present at the Assembly or other meeting of Region Representatives may vote.

Article V – Region One Board

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

A. Members with voice and vote: Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer, Apprentice Treasurer, Technology Coordinator, First Member at Large and Second Member at Large.
B. Members with voice, but no vote: The World Service Trustee Liaison to Region One
C. The Chair has a voice but will only have a vote in case of a tie or secret ballot.

Section 2 – Nominations: (non-Trustee):

A. All Intergroups and unaffiliated groups shall be notified of offices to be filled at least seventy-five (75) days prior to Assembly.
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 Board.
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 Board.

Section 3 – Qualifications for election (non-Trustee):

To be qualified for election, a person must:

A. Be a member of Overeaters Anonymous within the geographical boundaries of Region One.
B. Be working the Twelve Step program to the best of their 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. Be presently abstaining from compulsive overeating for at least one (1) years
E. Have two years of service to Overeaters Anonymous beyond the group level, if a member of an Intergroup.
F. Be proficient in using various software and digital platforms that the Board utilizes to conduct its day-to- day business, or be willing to learn how to use them.

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:
    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 Policies Job Descriptions.
    3. To be elected to the Region One Board, a nominee must consent to serve in that position and must receive a majority vote of the voting members at the Assembly.
C. If two (2) or more ballots are necessary for any position, nominees receiving less than one-fourth

of the total vote will be withdrawn on succeeding ballots, except that the top two (2) nominees must remain on the ballot. 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 (non-Trustee):

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 First Vice-Chair, Secretary, Apprentice Treasurer and Technology Coordinator. In odd-numbered years, elections by ballot shall be held for Chair, Second Vice-Chair, Treasurer and Member at Large.
    2. Newly elected officers shall take office at the close of the Assembly at which they are elected.
B. Board members shall serve no more than two (2) full consecutive terms in any one Board position.
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 (non-Trustee):

A. A vacancy on the Board, other than Chair, 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 First Vice-Chair will automatically fill the Chair's unexpired term. If the First Vice-Chair does not accept the position of Chair, then the First Vice-Chair retains the position of First Vice-Chair and the Board will appoint a new Chair in accordance with Article V, Section 6(A).
C. No member may hold more than one Board position at the same time. Any present Board member who is either elected to another Board position or has automatically filled 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, teleconference, or other electronic means, provided that the meeting is conducted by technology which allows all persons participating to hear each other at the same time.
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.
F. To facilitate communication, the Board shall use multiple technologies, including but not limited to: a post office box at a location to be determined by the Board; a website to be maintained by the Board; and email lists as may be deemed appropriate by the Board.

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 First Vice-Chair

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

Section 4 – The Second Vice-Chair

A. Is responsible for coordination of Board-related events and Convention, working with the First Vice-Chair and hosting Intergroup.
B. Shall perform all other duties as prescribed in the Region One Job Description Policies.

Section 5 – 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 the roster of Intergroups.
D. Shall coordinate registration for the annual Assembly.
E. Shall perform all other duties as prescribed in the Region One Job Description Policies.

Section 6 – The Treasurer

A. Shall maintain bank accounts, as necessary, as directed by the Region One Board.
B. Shall present a financial report at Board meetings and for the annual Assembly.
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 7 – The Technology Coordinator

A. Shall assist with electronic distribution of materials, as necessary.
B. Shall provide for the maintenance and updating of the Region One web presence and other public media of communication as necessary.
C. Shall assist the Board and Region One committees with technology access as deemed necessary by the Region One Board.
D. Shall perform all other duties as prescribed in the Region One Job Description Policies.

Section 8 – The Members at Large

A. Shall provide backup assistance to all Board positions except for Chair. Shall step in to temporarily perform the duties of any Board member other than Chair, as needed.
B. Shall perform other duties as prescribed in the Region One Job Description Policies.Fi

Article VIII – Trustee Nominees

Section 1 - Applications

A. Applicants for Trustee Nominee shall prepare an application in accordance with World Service Business Conference requirements, which shall be presented to the Board or Nominations Committee at least forty-five (45) days before Assembly. Nominations may also be made from the floor at Assembly before the close of nominations listed on the Assembly agenda.
B. Applicants shall be qualified members who:
    i. Live in Region One at least six months of the year or,
    ii. Claim a Region One group as their home group or,
    iii. Are known through service to Region One.

Section 2 – Qualifying Talk at Assembly

Applicants must be present at Assembly to present a three (3) minute qualifying talk and answer questions from members of the Assembly.

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Section 3 – Selection of Trustee Nominee(s)

A majority vote of the Assembly shall be required for selection of 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. Region One may put forward up to three (3) Trustee nominees to stand for election at the next World Service Business Conference.

Section 4 - Trustee Vacancies

If a vacancy has been declared on the Board of Trustees beyond the deadline for submitting applications for World Service Business Conference, the following actions shall be taken by the Region One Board to assist in filling vacant Trustee position(s).

1. The Region One Board shall notify all Region One Intergroups and unaffiliated groups of the vacancy, soliciting applications from Region One Intergroups and members.
2. The Region One Board will consider only those applications meeting all requirements for Trustee as outlined in the Bylaws of Overeaters Anonymous, Inc. Subpart B, Article VII, Section 4.
3. A majority vote of the Region One Board will constitute affirmation of Trustee nominee(s).
4. The Region One Board shall notify all Region One Intergroups and unaffiliated groups, the Board of Trustees, and the World Service Office of Trustee nominees it has affirmed.

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 members, and each committee shall select a committee chair from its members.

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.
    1. An individual member may contribute an unconditional cash gift of up to $5,000 USD per year to Region One.
    2. Region One may accept a one-time, unconditional cash gift from the estate of a deceased member of up to $10,000 USD.

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 guide 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 Committees.
B. Proposed changes shall be submitted to and must be received by the Board or Bylaws Committee sixty (60) days before the annual Assembly. Receipt of all motions shall be acknowledged.
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 or 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, unaffiliated groups 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 still existing Intergroups that were a part of Region One. If no such Intergroups exist, funds shall be distributed to the World Service Office of Overeaters Anonymous.

In the event no Overeaters Anonymous service body exists, the remaining assets shall be distributed to another non-profit group organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 5O1(c)(3) of the Internal revenue Code of the USA.

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.

NOTES

[i] Permission to use the Twelve Steps of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.

[ii] Permission to use the Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.

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