

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

2009

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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 9907E Gravois Road, St. Louis, Missouri 63123, County of St. Louis.

Article IV: First Board

The first Board of Trustees shall be seven in number, their names and addresses being as follows: Marge Doelger, 4653 Seibert, St. Louis, Missouri; Esther Hoxsey, 8842 Sturdy Drive, St. Louis, Missouri; Donna Kraatz, 10420 Antrim, St. Louis, Missouri; Jeanine Meyer, 9127 Damson, St. Louis, Missouri, Ann Rehg, Box 38, Freeburg, Illinois; Nikki Smith, 10822 Coral Ridge, St. Louis, Missouri; Florence Stuertz, 539 Topaz, St. Louis, Missouri.

Article V: Purpose

Section 1: St. Louis Bi-State Area

The purpose for which the corporation is organized is to carry the message of Overeaters Anonymous to compulsive overeaters and to serve groups affiliated with Overeaters Anonymous St. Louis Bi-State Area Intergroup and 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 OA Bylaws Subpart B.
8. The Board of Trustees has delegated to its Executive Committee the responsibility to administer the 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

An OA group is defined as the following:

- A. As a group, they meet together to practice the Twelve Steps and Twelve Traditions of OA.
- 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 a voice (sharing at a meeting.)
- D. As a group, they have no affiliation other than OA.

Article VI: 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 VII: 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 of Standing Committees of Intergroup (for co-chairs, only one (1) person votes)
- D. Region Representatives
- E. World Service Delegates.

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

Section 2: Meetings

- A. The Intergroup shall meet no fewer than ten (10) times per year on dates published at the beginning of each year, and at a time and place 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. 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 tem 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 3: Voting Procedures

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

- A. Election of Intergroup positions:
 - 1. A written 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. It is the Chairperson's discretion as to whether a voice or hand vote is taken, unless a ballot is requested by an Intergroup Representative.
 - 2. The voting body of Intergroup, except the Intergroup Chairperson, casts a vote.
 - 3. If the voice vote appears close the Chairperson will request a hand vote.
 - 4. A simple majority is needed to pass a motion.
 - 5. The Intergroup Chairperson may cast a vote only to make or break a tie.

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Section 4: Quorum

A minimum of three (3) Board members and those voting members present at any meeting of this Intergroup shall constitute a quorum for all proceedings.

Section 5: Duties of Intergroup

The Intergroup is responsible to the local groups it serves. Its functions are as follows:

- A. To maintain an Overeaters Anonymous listing in the telephone book and to establish an answering service.
- B. To reply to all telephone and mail inquiries.
- C. To publish regular newsletters and bulletins.
- D. To keep groups informed about each other and coming Overeaters Anonymous events.
- E. To distribute up-to-date directories of all nearby meetings.
- F. To arrange a system for groups to obtain abstaining Overeaters Anonymous speakers.
- G. To maintain a stock of Overeaters Anonymous literature.
- H. To sponsor and arrange joint social affairs for member groups.
- I. To help local news media and to arrange radio and TV announcements or programs about Overeaters Anonymous.
- J. To arrange Overeaters Anonymous speakers for outside organizations when requested to do so.
- K. To maintain contact with other organizations in public information.
- L. To furnish counsel and guidance for World Service Delegates and Region Representatives in the fulfillment of their duties.
- M. To be responsible for the St. Louis Bi-State Conference, marathons, Super Saturdays, open meetings, St. Louis Bi-State printed material, ways and means, and Delegate and Region Advisory Committee.

Section 6: Parliamentary Authority

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

Article VIII: St. Louis Bi-State Area Conference

Section 1: Time and Purpose

The Intergroup shall sponsor an annual meeting of delegates of the members. 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 during June of each year or on other date as the Intergroup Board may fix.

Section 2: Notice

Notice of the annual Conference will be distributed to each registered member group, Intergroup Committee Chairperson, Delegate and Region Advisory Committee member, and Intergroup Board member at least 60 days prior to the date of the 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 quorum shall consist of voting delegates present.

Section 5: Voting Body

Voting delegates shall consist of the following persons:

- A. Intergroup Representatives or alternates

- B. Intergroup Board members
- C. Chairpersons of standing committees of Intergroup (for co-chairs, only one (1) person votes)
- D. Region Representatives
- E. World Service Delegates

Section 6: Voting

No delegate shall have more than one (1) vote. Voting procedures shall be in accordance with *Robert's Rules of Order*.

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 inconsistent with these bylaws, the Overeaters Anonymous, Inc. Bylaws, Subpart B or any special rules of order this Intergroup may adopt.

Article IX: 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 and report on activities and concerns of represented group.
- B. Report Intergroup business to the group they represent.

Article X: Committee Chairpersons of Intergroup

Section 1: Membership and Number

- A. In May of each year, the voting body of Intergroup shall elect by majority vote, committee chairpersons and any other special positions deemed necessary.
- B. In order to be elected, nomination forms for all positions elected by Intergroup shall be submitted to the St. Louis Bi-State Area Intergroup office at least 15 days prior to the next scheduled Intergroup meeting in order to be included with the agendas.

Section 2: Term of Office

- A. The term of office shall be one (1) year. A committee chairperson may not serve more than two (2) consecutive terms in any one (1) office, except for reasons the sufficiency of which shall be decided by the voting body of Intergroup.
- B. Term of office for the Public Information chairperson (s) shall be for two (2) years.
- C. When a vacancy shall occur, the voting body of Intergroup shall elect by a majority vote, a successor to serve the remaining period. Ten (10) months or more will constitute a full term.
- D. 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: Duties

- A. All Intergroup Committee Chairpersons shall be expected to submit written reports to the Intergroup Secretary prior to every scheduled Intergroup meeting.
- B. Responsible for all tasks listed in the current position description for the committee they chair.

Article XI: Region Representatives

Section 1: Membership and Number

The number of Region Representatives will be in compliance with the Region IV bylaws. Any member of the Delegate and Region Advisory Committee, with the approval of the Committee, may serve as an Alternate Region Representative.

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. Elections shall take place at the Annual Bi-State Conference; however, vacancies may be filled by a special election at a monthly meeting of Intergroup. If elected, 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. In order to be elected at the Annual Bi-State Conference, nomination forms shall be submitted to the St. Louis Bi-State Area Intergroup office 15 – 30 days prior to the Conference in order for the forms to be included with the agendas.
- C. 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.
- D. If a Region Representative shall fail 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.
- E. If a Region Representative shall fail to attend three (3) consecutive Delegate and Region Advisory Committee 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.
- F. When a Region Representative has been elected to a Region IV office, she/he shall resign as the Region Representative but shall continue to serve on the Delegate and Region Advisory Committee.

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

- A. Attend Intergroup and Delegate and Region Advisory Committee meetings regularly throughout their entire term.
- B. Actively represent the needs and desires of Intergroup and the Region at Region Assemblies.
- C. Inform the Intergroup and member groups of the actions of the Region and items of interest regarding other groups and Intergroups throughout the Region.
- D. Provide a written report within 30 days of any assemblies they attend, with emphasis on ideas and business actions taken by the Region that may be of use to the Intergroup.

- E. Actively use the knowledge and skills gained by service as a Region Representative to benefit the Intergroup and individual compulsive overeaters who still suffer in our area.

Article XII: World Service Delegates

Section 1: Membership and Number

The number of World Service Delegates (or alternates) will be determined by the current World Service bylaws.

Section 2: Term of Office

- A. A term of a World Service Delegate/alternate shall be for two (2) years. A World Service Delegate may not serve more than two (2) consecutive two (2) year terms. Elections shall take place at the Annual Bi-State Conference; however, vacancies may be filled by a special election at a monthly meeting of Intergroup. If elected, the World Service 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 Delegate may serve.
- B. In order to be elected at the Annual Bi-State Conference, nomination forms shall be submitted to the St. Louis Bi-State Area Intergroup office at least 15 – 30 days prior to the Conference in order for the forms to be included with the agendas.
- C. World Service Delegates are elected on a priority-list basis for purposes of funding attendance at WSBC meetings. Priority rotates whenever a World Service 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 Delegate has not served in the #1 priority for the allowed time
- D. If a World Service 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.
- E. If a World Service Delegate shall fail to attend three (3) consecutive Delegate and Region Advisory Committee 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.
- F. When a World Service Delegate has been elected to a WSBC office, she/he shall resign as the World Service Delegate.

Section 3: Qualifications and Eligibility

- A. A World Service 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 Delegate/alternate shall have at least two (2) years of service above 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 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 World Service Board of Trustees to waive the qualifications.

Section 4: Duties

- A. Attend Intergroup meetings regularly throughout their entire term.
- B. Represent the needs and desires of the Intergroup to World Service Office and World Service Business Conference.
- C. Inform Intergroup and member groups of the actions of World Service Office and the items of interest regarding other groups and Intergroups throughout the world.
- D. Provide a written report within thirty (30) days of any Conferences they attend, with emphasis on ideas and business actions taken by the WSBC that may be of use to the Intergroup.
- E. Actively use the knowledge and skills gained by service as a World Service Delegate to benefit the Intergroup and the individual compulsive overeater in our area.

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

Section 1: Membership and Number

- A. The Intergroup Board shall be five (5) in number. The Intergroup Board shall consist of a Chair, Vice-Chair, Secretary, Treasurer and Office Administrator.
- 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. Members of the Intergroup Board shall be elected by a majority of the voting body present, at the September Intergroup meeting of each year.
 1. In odd-numbered years the Chair, Secretary and Office Administrator shall be elected.
 2. In even-numbered years the Vice-chair and Treasurer shall be elected.
 3. Newly elected officers shall begin service at the Intergroup meeting following their election.
 4. Nomination forms shall be submitted 15 - 30 days prior to the September Intergroup meeting.
- B. Despite the expiration of a Board member's term, the Board member continues to serve until the Board member's successor is elected, designated or appointed and qualifies.
- 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 as of the moment of 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 shall occur, 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 within 60 days after the annual June Conference of Intergroup, at a time and place 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 member at least seventy-two hours in

advance of the time of said meeting; except with the consent of all members in writing, a special meeting can be held at any time.

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.

Section 9: Powers and Duties

- A. To 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 Conference. This shall in no way infringe on the right of any individual to work the Twelve Steps as she/he sees them, but the Intergroup Board shall call to the attention of any group any violation of the Twelve Traditions which it feels the group has made. The Intergroup 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.
- B. 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.
- C. When and if it becomes necessary as decided by the Intergroup Representatives to establish an area office and employ and supervise paid personnel, the Intergroup Board shall receive, manage and control, use and disburse in such a manner as the Intergroup Board may deem advantageous to Overeaters Anonymous all gifts and contributions, moneys and property, however, declining all outside contributions in accordance with Tradition Seven.
- D. To have the books of the corporation audited and furnish an accounting of all financial transactions and of all receipts, disbursements, and balances on hand at the end of each year at the annual meeting.
- E. To act as area spokesperson for Overeaters Anonymous in all matters affecting Overeaters Anonymous in the St. Louis Bi-State Area: to provide for and supervise publications; to furnish counsel and guidance to the member groups and to new groups; to supervise and guide education and attraction efforts; to furnish a medium or media for the interchange of ideas between groups; and to be missionaries in carrying the message to persons and places where indicated.

- F. To designate any place within the area for the holding of any membership meeting; to change the principle office for transaction of its business from one location to another.
- G. To manage in such a manner as they may deem best all funds and real or personal property received and acquired and to distribute, loan or dispense same and the incomes and profits there from.

Article XIV: Duties of Officers of the Corporation

Section 1: Officers

The officers of the corporation shall be a Chair, Vice-Chair, Secretary, Treasurer, Office Administrator and the immediate past Chair in the role of Ex-Officio Member. The officers shall be elected by the Intergroup according to Article XIII, Section 2.

A. Chair

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

B. Vice-Chair

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 imposed upon her/him or assigned to her/him by the Intergroup Board. The Vice Chair will have the responsibility of Conference Coordinator.

C. Secretary

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 have responsibility for the corporate seal to be maintained at the corporate office and shall perform such other duties as may be imposed upon the Secretary by the Intergroup Board.

D. Treasurer

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, providing the annual audit to be presented at an annual meeting, and performing all the duties incident to the office of the Treasurer as may be assigned to the Treasurer by the Intergroup Board.

E. Office Administrator

The Office Administrator shall be the liaison responsible for: coordinating staff (paid and/or volunteer); physical resources of the corporation; report to Intergroup at each regular meeting and performing all the duties incident to the position of Office Administrator as may be assigned to the Office Administrator by the Intergroup Board.

F. Ex-Officio Member

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

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 XV: 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 XVI: 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 XVII: 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 XVIII: Dissolution

No member of the Intergroup 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.

Article XIX: Amendment of Bylaws

These bylaws, with the exception of *Article V, Sections 2, 3 and 4*, may be amended by a two-thirds (2/3) majority of the voting body of the Conference. *Article V Section 2, 3 and 4* shall be amended to remain in accordance with *World Service Overeaters Anonymous Inc.* bylaws.

Or,

These bylaws, with the exception of *Article V, Section 2, 3 and 4*, may be amended by a majority of the Intergroup Board members present at any regular meeting or at any special meeting, if at least seven (7) 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 V Section 2, 3 and 4* shall be amended to remain in accordance with *World Service Overeaters Anonymous Inc.* bylaws.

We the undersigned, all of the Intergroup Board of Overeater Anonymous St. Louis Bi-State Area Intergroup, hereby assent to and hereby adopt these bylaws on the fourteenth of June, 2009. In witness whereof we have hereunto subscribed our names this _____.

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

2009

Know all persons by these present that the undersigned secretary of the corporation known as Overeaters Anonymous St. Louis Bi-State Area Intergroup does hereby certify that the above and foregoing bylaws were duly adopted by the Board of Trustees of said corporation as the bylaws of said corporation on the _____, and that they do now constitute the bylaws of said corporation.