

# **BYLAWS**

**OF**

## **SOUTHEASTERN ARIZONA INTERGROUP OF OVEREATERS ANONYMOUS**

**AMENDED September 2009**

**This revision supersedes the previous Bylaws dated March 2009.**

The latest version of the bylaws can be found at:  
[http://www.oasouthernaz.org/Docs/Intergroup\\_bylaws.pdf](http://www.oasouthernaz.org/Docs/Intergroup_bylaws.pdf)

## ARTICLE I: NAME AND DEFINITION

### ***Section 1: Name***

The name of the organization shall be “Southeastern Arizona Intergroup of Overeaters Anonymous, Inc.”

### ***Section 2: Definition***

- A. The Southeastern Area shall include the communities of Tucson, South Tucson, Oro Valley, Catalina, Green Valley, Marana, the region of Pima County known as the Greater Tucson Area plus Sierra Vista, Willcox, Benson, Tubac and may include any OA meeting group in southern Arizona that chooses to be part of the Intergroup.
- B. IR            Intergroup Representative
- C. IG            Intergroup
- D. WSO        World Service Office
- E. WS           World Service
- F. RR           Regional Representative

## ARTICLE II: PURPOSE

### ***Section 1: Purpose***

The primary purposes of this organization are:

- A. To aid those with the problem of compulsive eating and to serve, support and represent the OA groups within the Intergroup area defined in Article I, Section 2A. 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).
- B. To further the OA traditions.
- C. To coordinate activities within the Intergroup region.
- D. To disseminate to the groups information from WSO and Region III.
- E. To handle necessary administrative duties.
- F. To serve as the clearinghouse for carrying the message of OA to those who still suffer.
- G. To support actively the delegates representing the Intergroup at WSO and Region III conferences and assemblies.

### ***Section 2: The Twelve Steps<sup>1</sup>***

The Twelve Steps are suggested for recovery in the Fellowship of Overeaters Anonymous. The Twelve Steps are:

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.

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<sup>1</sup> Permission to use the Twelve Steps of Alcoholics Anonymous for adaptation granted by A.A. World Services, Inc.

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<sup>2</sup>***

The Twelve Traditions are:

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.

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<sup>2</sup> Permission to use the Twelve Traditions of Alcoholics Anonymous for adaptation granted by A.A. World Services, Inc.

#### ***Section 4 – The Twelve Concepts of OA Service<sup>3</sup>***

The Twelve Concepts of OA Service are:

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 acts of government, and each shall always remain democratic in thought and action.

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<sup>3</sup> Permission to use the Twelve Concepts of OA Service granted by OA World Services, Inc.

## **ARTICLE III: INTERGROUP MEMBERSHIP**

### ***Section 1: Membership***

Membership shall include the following:

- A. The Intergroup Board
- B. The Intergroup Representatives (IR): The IRs are voting elected members representing each OA group within the Intergroup Region.
- C. Visitors: OA members from or visiting the region. All are welcome to attend any Intergroup function.

### ***Section 2: Qualification for Membership in the IG***

- A. A formally registered group, within the area as defined in Article 1, Section 2A, is considered an IG member. The OA group shall be registered with WSO and have indicated its intent to belong to the IG.
- B. An OA group is defined as the following:
  - 1. As a Group, members meet together and practice the Twelve Steps and Twelve Traditions of OA and the Twelve Concepts of OA Service.
  - 2. All who have a 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, it has no affiliation other than OA.
  - 5. A group may be formed by two (2) or more persons meeting together as set forth in Article V of Overeaters Anonymous, Inc., Bylaws Subpart B.
- C. Each group shall be entitled to one vote cast by its IR.
- D. An OA group registered with Southeastern Arizona Intergroup of Overeaters Anonymous may not be registered with another Intergroup at the same time.

### ***Section 3: Intergroup Representatives (IRs)***

- A. Intergroup representatives shall be selected by the group conscience of the group they represent. Each IR shall be selected by any method deemed appropriate by the group. The IRs shall serve for a period designated by the group, always subject to recall by the groups they represent. Each group shall be free to designate an alternate representative when the necessity arises.
- B. The primary responsibility of the IR (or alternate) is to represent the group at all meetings of the Intergroup, to act as a liaison between Intergroup and the OA group, to see that all communications pertaining to Intergroup are made available and, where requested, read aloud to the group.

### ***Section 4: Vacancies or Resignations of Intergroup Representatives (IRs)***

Failure of an IR or alternate to attend three (3) consecutive meetings of Intergroup may cause the position to be declared vacant by Intergroup. The Intergroup secretary shall notify the representative group of an IR's absences. Action shall be at the discretion of said group.

### ***Section 5: Membership with voice and no vote may be:***

Any member of the Intergroup who is not a duly elected Intergroup Representative or alternate (see Article III, Section 1).

## **ARTICLE IV: THE INTERGROUP BOARD**

### ***Section 1: Composition of Intergroup Board***

The Board shall consist of a Chairperson, Vice-chairperson, Secretary, Treasurer, World Service Conference Delegate(s), and Regional Representative(s). The immediate past Chairperson shall serve as an ex-officio member of the Intergroup Board for one year.

### ***Section 2: Duties of Intergroup Board***

The Board shall act for and on behalf of SEAZ IG of OA, Inc. when the Intergroup is not in session and shall have the authority to make decisions when required. This authority shall be solely limited to those decisions required before the next scheduled Intergroup meeting.

### ***Section 3: 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 4: Qualification for the Intergroup Board***

To qualify for a position on the Board, a member must:

- A. Be working the Twelve Steps of OA after having completed all twelve steps.
- B. Be working the Twelve Traditions of OA.
- C. Be working the Twelve Concepts of OA Service.
- D. Currently be abstinent. The World Service/Regional delegate should additionally meet the qualifications outlined in Article IV, Section 7, E and F of this document.
- E. Be or have been an IR for a minimum of six months.

### ***Section 5: 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, a nominee must:
  - Meet all qualifications as defined in Article IV, Section 3.
  - Understand the responsibilities of the position as defined in Article IV, Section 6.
  - World Service/Regional delegate should additionally meet the qualifications outlined in Article IV, Section 6, E and F.
- C. In order to be elected to membership on the Intergroup Board, a nominee must be present at the election meetings or provide in writing to the Intergroup a service resume and a statement of willingness to run and acceptance of nomination, and must receive a majority vote of the IRs present.

### ***Section 6: Term of Office***

- A. Board members shall be elected to serve for a period of one year with the exception of the WS Conference Delegate(s) and the Region Representative(s)(RRs) who shall be elected for staggered 2 year terms.
- B. Board members shall serve no more than two consecutive terms in the same position.
- C. After an interval of one year, they (Board Members) may be again eligible for election to the same position.

D. Upon election to the Board, members shall cease to be IR's.

E. Be or have been an IR for a minimum of six months.

***Section 7: Individual Responsibilities of the Intergroup Board***

A. Chairperson

1. Shall preside at all regular and special meetings of the Intergroup
2. Shall be responsible for establishing the agenda for all Intergroup meetings
3. May cast a vote only to break a tie
4. May attend all standing committee meetings
5. May be an alternate World Service Business Conference Delegate and an alternate Region Representative.

B. Vice-chairperson

1. Shall serve in the absence of the Chairperson
2. Shall assist the Chairperson whenever needed
3. May attend all standing committee meetings

C. Secretary

1. Shall see that minutes are kept of all Intergroup meetings and that a copy of said minutes is printed and provided to each IR. A copy of the minutes may be sent to the Regional Trustee.
2. Shall maintain a file of all minutes of past meetings and update the policy manual.
3. Shall maintain a file of outgoing correspondence.
4. Shall distribute notices of all meetings of the Intergroup as described in Article V, Section 4.
5. Shall maintain and update the Intergroup membership mailing/phone list.
6. Shall keep WSO informed of all changes to group information.
7. May attend all standing committee meetings.
8. Shall maintain electronic and paper archives of secretarial records for current and previous three years and hosted SEAZ Intergroup Assembly and Convention records and reports until the next SEAZ Intergroup hosted Assembly and Convention is over.

D. Treasurer

1. Shall maintain a checking and savings account for dispersal of Intergroup funds.
2. Shall submit financial reports each month at the Intergroup meetings.
3. Shall serve as chairperson of the Budget Committee.
4. May attend all standing committee meetings.
5. Shall be co-signatory on the checking account with one other Board member or an appointee of the Board.
6. Shall oversee SEAZ mailbox and mail distribution.
7. Shall renew and mail the Arizona Corporation Commission annual report and certificate of disclosure.
8. Shall complete and mail, as required, the appropriate Federal tax-exempt form.
9. Shall maintain electronic and paper archives of treasurer records for the current year and previous three years.

E. World Service Conference Delegate(s):

1. Shall attend the World Service Conference of Overeaters Anonymous.
2. In all aspects, the WS Conference Delegate shall meet qualifications and requirements as outlined and defined in the Overeaters Anonymous, Inc. Bylaws, Subpart B.
3. Shall have (a) one year of current abstinence and (b) emotional and spiritual recovery as a result of incorporating into their lives the Twelve Steps and Twelve Traditions. Each person shall be the judge of his/her own recovery.
4. Shall serve Overeaters Anonymous and the World Service Conference until the following Conference.
5. Shall serve no more than two consecutive terms, unless an exception is made by the group conscience of the Intergroup with respect to the delegate.

6. Shall report, either orally or in writing as required by the Intergroup, the actions of the Conference to all groups the Intergroup represents; keep the Intergroup and represented OA groups aware of WSO information; and communicate important information to the area.
7. May attend all standing committee meetings.

F. Regional Representative(s):

1. Shall attend all region assembly meetings
2. In all aspects, the RR shall meet all qualifications and requirements as outlined in the Region III Bylaws.
3. Shall be abstinent as defined in Article IV, Section 6, E.3.
4. Shall serve OA and Region III for the full term as designated by the Region III Bylaws.
5. Shall serve no more than two consecutive terms unless an exception is made by the group conscience of the Intergroup with respect to the RR.
6. Shall report, either orally or in writing as required by the Intergroup, the actions of the Region assembly to all groups the Intergroup represents; keep the Intergroup and represented OA groups aware of Region information; and communicate important information to the area.
7. May attend all standing committee meetings.

G. When and if possible, the WS Conference Delegate and the RR shall be the same person.

H. As funding allows, the IG Chairperson as an alternate World Service Business Conference Delegate and an alternate Region Representative, may accompany the delegate to conferences and/or assemblies.

***Section 8: Vacancies, Resignations and Removals***

- A. If a member of the Intergroup Board fails to attend three (3) consecutive meetings without prior notice, his/her position may be declared vacant by a majority of those IRs present and voting.
- B. Any board member may resign at any time for any reason by giving the Chairperson of the Intergroup written notice.
- C. Any board member may be removed from office by a majority vote of the IRs at a special meeting announced for that purpose.

***Section 9: Filling of Vacancies***

- A. Vacancies shall be filled by a majority vote at the Intergroup meeting at which the vacancy occurred, or at the next meeting or special meeting of the Intergroup. Persons chosen to fill such 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 the position as described and defined in Article IV.
- C. All time constraints of membership requirements may be waived on a case-by-case basis by a two-thirds vote of the IRs present.

## **ARTICLE V: MEETINGS**

***Section 1: Regular Meetings***

The Intergroup shall meet monthly at a time and place designated by a majority of the voting members.

***Section 2: Annual Meetings***

An annual meeting shall be held in the month of November for the election of officers. Consideration shall be given to scheduling the election so as to ensure that the WS Delegate(s) is elected no later than 120 days prior to the WS Conference.

***Section 3: Special Meetings***

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

***Section 4: Method of Notification***

Notification of all meetings shall consist of notices prepared by the Intergroup secretary and distributed to each group secretary and/or IR prior to the date of the meeting. Notification may also be made by placing an announcement in the Intergroup newsletter, or by mail, and at the prior Intergroup meeting.

***Section 5: Quorum***

The voting members present at any meeting of the Intergroup shall constitute a quorum for all proceedings of the Intergroup.

**ARTICLE VI: COMMITTEES**

***Section 1: Standing and ad hoc Committees***

The Board shall designate such committees as are deemed necessary for the welfare and operation of the Intergroup.

***Section 2: Committee Appointments***

The Board chairperson shall appoint a committee chairperson from those OA members who meet the following qualifications:

- A. Be working the Twelve Steps of OA.
- B. Have a knowledge of the Twelve Traditions of OA.
- C. Have a knowledge of the Twelve Concepts of OA Service.
- D. Currently be abstinent.
- E. Be or have been an IR for a minimum of six months.

Any OA member meeting these qualifications may be appointed to chair a committee with approval of the established quorum.

***Section 3: Term of Office***

- A. Committee chairpersons shall be appointed to serve for a period of one year.
- B. Committee chairpersons shall serve no more than two consecutive terms in the same position
- C. After an interval of one year, they may be eligible for re-appointment to the same position.

***Section 4: Committee Procedures***

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

***Section 5: Committee Responsibility***

- A. Each committee chairperson shall submit a written report to the Intergroup within 30 days after the end of any special event coordinated by that committee. If any monies are expended, a detailed and itemized report shall be included with the report.
- B. Each month prior to the start of the Intergroup meeting, committee chairpersons will provide to the secretary a written status/progress report of committee activity. The report may be submitted electronically.

***Section 6: Ex-Officio Members***

Past committee chairpersons may serve in an ex-officio capacity in their respective committees.

***Section 7: 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:

- A. The committee chairperson and the Treasurer of the Intergroup shall be co-signers on the account. Two signatures shall be required on all checks.
- B. The committee chairperson shall keep all financial records and shall present a detailed, itemized accounting of transactions to the Intergroup following any event for which monies were expended.
- C. The committee chairperson shall arrange for an audit of the account during the final month of each year. The audit shall take place at the same time as the audit for the general account of the Intergroup.

***Section 8: Vacancies, Resignations and Removals***

- A. Should a vacancy, resignation or removal occur in any committee, all pertinent information shall be turned over to the Intergroup Chairperson. The Chairperson shall then appoint a new committee chairperson to serve the remainder of the unexpired term.
- B. If a committee chairperson fails to provide a written report for three (3) consecutive meetings without prior notice, the position may be declared vacant by a majority of those members present and voting.
- C. Any committee chairperson may resign at any time for any reason by giving the Chairperson of the Intergroup written notice.
- D. Any committee chairperson of the Intergroup may be removed by a majority vote of the IRs at a special meeting announced for that purpose.

**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. A secondary source of income may be such occasional projects or activities as may be authorized by the Intergroup according to Tradition Six.
- C. The Intergroup may accept donations from OA members, conforming with the general practice of OA.
- D. The maximum allowable annual donation to the Intergroup by an OA member is to be limited to five thousand dollars (\$5,000.00).
- E. The acceptance of bequests or donations from any outside source is prohibited.
- F. The Intergroup shall not accept the responsibility for trusteeship over, or enter into the distribution or allocation of, funds set up outside of Overeaters Anonymous.

***Section 2: Accumulation of Funds***

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

**ARTICLE VIII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Intergroup in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Twelve Traditions or any special rules of order the Intergroup may adopt. Furthermore, the Intergroup's Bylaws must conform to OA, Inc. Bylaws.

**ARTICLE IX: AMENDMENTS TO THE BYLAWS**

These Bylaws, with the exception of Article II, Sections 2, 3 and 4, may be amended at any time by a 2/3 vote of the IRs present at any regular or special meeting of the Intergroup, provided a copy of the proposed amendment has been submitted in writing and received by each group affiliated with this Intergroup at least 30 days prior to the meeting in which action is to be taken on the amendment. Amendments to these Bylaws shall be effective at the close of the meeting at which they are adopted, except as otherwise specified.

**ARTICLE X: MAJOR POLICY MATTERS**

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

**ARTICLE XI: 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 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 501 (c)(3) of the Internal Revenue Code.

***Section 2***

No part of the net earnings of this association shall ever be used for the benefit of, or be distributed to, its members, trustees, officers, or other private persons, 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.

## **ARTICLE XII: SAVING CLAUSE**

It is hereby intended that if, for any reason, a portion of these Bylaws is not adopted or ratified, or is subsequently declared invalid, the remaining portion of these Bylaws shall not fail as a result of the partial failure, but shall continue in force and effect, as if no invalidity occurred.