



HOW TO WRITE BYLAWS FOR YOUR INTERGROUP

We have prepared the following explanation of the material, which should be covered for a nonprofit organization. Attached are:

- 1) Bylaws template
 - 2) Checklist for bylaws
 - 3) Explanation and purpose of bylaws
 - 4) Article of Incorporation
- This sample can be used as a template. Please feel free to personalize your intergroup bylaws by using terminology developed according to your group conscience (e.g., "abstinence," "recovery," "length of time - month(s), year(s)", "Twelve Steps of Overeaters Anonymous," "Twelve Traditions of Overeaters Anonymous").
 - Consult other Intergroups and your Region Bylaws Committee for copies of their bylaws and for help in drafting your Intergroup bylaws.
 - Read over the explanations carefully. The bylaws should not be too specific about administrative rules.
 - Publications of the Internal Revenue Service are the final authority for preparing documents that will qualify your Intergroup for tax-exempt status.
 - When submitting your bylaws to the world Service Office, please include your Intergroup name, Intergroup number, and region number on the front cover.
- * If you have any other questions, please contact the WSO Bylaws Committee. *

**BYLAWS of the _____ INTERGROUP OF OVEREATERS
ANONYMOUS****DATE ADOPTED OR REVISED _____****ARTICLE I - NAME**

The name of this organization shall be the _____ Intergroup,
hereinafter known as Intergroup (or the initials you have chosen).

ARTICLE II – PURPOSE**Section 1 – Purpose**

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

Section 2 - The Twelve Steps

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.
- 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

The Twelve Traditions are: The Twelve Traditions of Overeaters Anonymous 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 Overeaters Anonymous 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 Overeaters Anonymous 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

The Twelve Concepts of OA Service are 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 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 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 – MEMBERS

Section 1 – Membership

Membership of the Intergroup shall consist of the following:

- A. The Intergroup Board.
- B. Intergroup representatives (IRs), which shall consist of _____member(s) from each group within the geographic area. Visitors are welcome and are encouraged to participate in the discussion.
 - 1) Geographic area shall be defined as _____.
- C. Group members not acting as IRs but elected or appointed to carry out specific duties, e.g., PI chairman.

Section 2 – Qualifications

Qualifications of eligibility for membership in the Intergroup

- A. Those groups within the region or the geographic definition of Intergroup that have formally registered with World Service Office and indicated their intention to belong to Intergroup may be considered members. An OA group is defined as the following:
 - 1) As a group, they meet together to practice the Twelve Steps and Twelve Traditions of OA.
 - 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, they have no affiliation other than OA.
- B. Each group shall be entitled to _____vote(s) through its elected IR(s).
- C. No group may be registered with another Intergroup.

Section 3 - Intergroup Representatives

- 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 their group. These IRs shall serve for a period designated by their group, always subject to recall by the group they represent. Each group shall be free to designate an alternate delegate when the necessity arises.
- B. IRs should be selected for _____, _____, and _____ (e.g., willingness to serve, commitment to the Twelve Steps and Twelve Traditions of OA, length of time in program and length in service.)
- C. The primary responsibility of the IR, or alternate, is to represent their group at all meetings of the Intergroup, to act as a liaison between this Intergroup and their group, to see that all communications pertaining to Intergroup are made available and, where requested, read aloud to the group.

Section 4 - Absences of Intergroup Representatives

The Intergroup secretary shall notify representative group of any IRs' absences.

Section 5 - Membership with voice and no vote may be:

- A. Any employee.
- B. Any member of the Fellowship who is not a duly elected representative or alternate.

ARTICLE IV - THE INTERGROUP BOARD

Section 1 - The Intergroup Board

- A. The board shall consist of at least a chairman, vice chairman, secretary and treasurer.
- B. The immediate past chairman shall/shall not [Specify] serve as an ex-officio member of the Intergroup Board for one year. The Intergroup Board may also include other positions such as the World Service Business Conference delegate(s), committee chair(s)/regional representative(s). Their duties shall be set by policy adopted by the Intergroup and contained in the Intergroup job descriptions.

- C. This Intergroup Board shall serve as the executive board. In the event the chairman of the board should be unable to attend any meeting of the board, the next highest-ranking executive officer in attendance shall serve as chair for that meeting. The ranking of these officers shall serve as follows:
- 1) Vice chairman
 - 2) Treasurer
 - 3) Secretary

Section 2 - Nominations to the Intergroup Board

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

Section 3 - Qualifications for the Intergroup Board

- A. Working the Twelve Steps of OA for _____ [Specify length of time].
- B. Familiarity with the Twelve Traditions of OA.
- C. Familiarity with the Twelve Concepts of OA Service.
- D. [Specify length of time] of current abstinence with the exception of [Specify which, if any, positions are exempt]. See Article [Specify appropriate Articles and Sections, if any].
- E. Regular attendee of an active group for a period of [Specify time] and to have been an IR [Specify length of time].
- F.
- 1) The World Service Business Conference Delegate/alternate (whether or not a member of the Intergroup Board) shall have at least one (1) year of current abstinence and at least two (2) years of service above the group level and such qualifications as required for election to the Intergroup Board by Article IV, Section 4, of these bylaws.
 - 2) Permission for any exception in qualifications for valid reasons, if deemed credible by the trustees, may be received by application to the World Service Office, except that the trustees can not grant exceptions to those qualifications required solely for election to the intergroup board.
- G. The regional representative/alternate (whether or not a member of the Intergroup Board) shall meet qualifications and requirements as outlined and defined in the Region # ____ Bylaws, and as required for election to the board by Article IV, Section 4, of these bylaws.

Section 4 - Method of Election

- A. Elections shall be held annually at a meeting specified for that purpose.

- B. To be eligible for election to the board, nominee must:
 - 1) Meet all qualifications as defined in Article IV, Section 3.
 - 2) Understand responsibilities of the position as defined in Article IV, Section 6, and as defined in the Intergroup job descriptions.
- C. In order to be elected to membership on the Intergroup Board, a nominee must be present at the election meetings and must receive a majority vote of the IRs present and voting.

Section 5 - Term of Office

- A. Board members shall be elected to serve for a period of [Specify length of time]. The exceptions are the [Specify which, if any, positions are exempt], who may be elected for a [Specify length] term.
 - 1) On even-numbered years, [Specify which board positions] shall be elected. On odd-numbered years, [Specify which board positions] shall be elected.
 - 2) Newly elected officers shall begin service at the Intergroup meeting following their election.
- B. Board members shall serve no more than [Specify amount] consecutive terms in the same office.
- C. After an interval of [Specify length of time], a member may again be eligible for election to their prior office.
- D. Upon election to the board, members shall cease to be a representative of their group and that group shall elect a new Intergroup representative.

Section 6 - Responsibilities of the Intergroup Board

- A. Chairman:
 - 1) shall preside at all regular and special meetings of this Intergroup and Intergroup Board.
 - 2) shall be responsible for establishing the agenda for all Intergroup meetings.
 - 3) may cast the deciding vote to make or break a tie.
 - a) [Specify- may/may not] participate in a ballot vote.
 - 4) may attend all standing committee meetings.
 - 5) shall ensure that the general account of the Intergroup be audited annually
- B. Vice Chairman:

- 1) shall serve in the absence of the chairman.
- 2) shall perform all other duties as prescribed in the Intergroup policy for job descriptions.

C. Secretary:

- 1) shall see that minutes are kept of all Intergroup and Intergroup Board meetings and that a copy of the Intergroup minutes is printed and mailed to each Intergroup representative. As a cooperative gesture, a copy of the minutes may be sent to the regional trustee.
- 2) shall maintain a file of all minutes of past meetings.
- 3) shall perform all other duties as prescribed in the Intergroup policy

D. Treasurer:

- 1) shall maintain a checking and savings account, if necessary, for dispersal of Intergroup funds.
- 2) shall submit financial reports each month at the Intergroup meetings.
- 3) shall be cosignatory with [Specify number] other board members or an appointee of the board.
- 4) shall perform all other duties as prescribed in the Intergroup policy for job descriptions.

E. The Intergroup Board shall provide a means of conducting the Intergroup business in the case of emergencies and/or between meetings of the Intergroup.

E. Other board positions [Add sections as necessary].

Section 7 - Vacancies and Resignations

- A. If a member of the Intergroup Board fails to attend _____[Specify number] consecutive meetings without prior notice, his/her office may be declared vacant by a majority of those members present and voting.
- B. Any board member may resign at any time for any reason by giving the chairman of the Intergroup written notice.
- C. Any board member of this Intergroup may be removed from office for due cause by a _____[Specify amount] vote of the IRs at a special meeting announced for that purpose.

Section 8 - Filling of Vacancies

- A. Vacancies shall be filled by a majority vote at that meeting in which the vacancy occurred, or at the next meeting or special meeting of the Intergroup. Such persons chosen to fill said vacancies shall serve for the remainder of the un-expired term.

- B. A person chosen to fill any vacancy on the board shall meet the qualifications as defined in Article IV, Section 3, and be aware of all responsibilities of that position as described and defined in Article IV.

ARTICLE V - MEETINGS

Section 1 - Regular Meetings

The Intergroup shall meet _____[Specify frequency] 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 _____ for the election of officers. [Specify the month. Select a month and day that is at least 120 days prior to the World Service Business Conference (WSBC) allowing adequate time for election of the WSBC Delegate(s)].

Section 3 - Special Meetings

A special meeting may be called at any time by a majority vote of the Intergroup Board, or by petition of _____[Insert number] Intergroup members, 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 _____[Specify time] prior to the date of the meeting. Placing an announcement in the Intergroup newsletter, if any, or by mail, and at the prior Intergroup meeting is also considered proper notification.

Section 5 – Quorum

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

Section 6 - Meeting Procedure

It is suggested that at the beginning of every meeting, OA's Twelve Steps and Twelve Traditions be read. In addition, it is requested that the Twelve Concepts of OA Service be read.

ARTICLE VI - COMMITTEES

Section 1 - Standing Committees

The following standing committees may be established as required to carry out the purposes of Intergroup in the most effective and efficient manner. Standing committees may include but not be limited to:

- A. Newsletter
- B. Public Information
- C. Other committees deemed necessary to carry on Intergroup work

Section 2 - Special Committees

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

Section 3 - Committee Appointments

The chairman shall appoint a committee chairman from those IRs present who meet IR qualifications. A board member or any OA member present meeting IR qualifications may be appointed to chair a standing or special committee with approval of the majority of the members present and voting.

Section 4 - Committee Procedures

Each standing or special committee shall be responsible for calling and holding meetings, and establishing its method of procedures, subject to the approval of the Intergroup Board and the guidelines of the Twelve Traditions of OA.

Section 5 - Committee Responsibility

Any committee decision and/or vote which establishes or changes a policy, sets a procedural plan for a special event, or expends funds in excess of the approved budget, shall require approval by the Intergroup prior to implementation. Each standing committee chairman shall submit a written report to the Intergroup [Specify time], but at least by [Specify time] and at the end of any specific event coordinated by that committee. If any monies are expended from an approved budget, a detailed and itemized report shall be included with the committee report.

Section 6 - Nominating Committee

The Intergroup may have a nominating committee to recommend persons to serve as officers, RRs, and WSBC delegates and persons to fill vacancies and to serve on the next nominating committee. The number of members on the committee should be _____ [Be specific, suggest three to five]. The chairman of the Intergroup shall not serve on the committee, but may provide background information and input as requested by the committee.

Section 7 - Ex-officio Members

- A. Past committee chairmen may serve in an ex-officio capacity in their respective committees.
- B. The Intergroup chairman is/is not [Specify] an ex-officio member of all committees except the nominating committee.

Section 8 - Committee Bank Account

- A. If it is deemed necessary by the board that a committee shall open a bank account, the following procedure shall be followed:
- 1) The committee chairman and the treasurer of the Intergroup shall be cosigners on the account. Two signatures shall be required on all checks.
 - 2) The committee chairman shall keep all financial records and shall present a detailed, itemized report of transactions to the Intergroup [Specify time] following any event for which monies were expended or received.
 - 3) The committee chairman shall arrange for an audit of the committee 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 9 – Vacancies

Should a vacancy, resignation, or removal of a committee chairman occur, all pertinent information shall be turned over to the Intergroup chairman. The chairman shall then appoint a new committee chairman to serve the remainder of the term.

Section 10 - Removal of Committee Chairman

A committee chairman may be removed from office by a two-thirds (2/3) vote of the Intergroup Board. Removal is based on _____[Specify reason e.g., unworthy conduct, return to compulsive overeating, non-attendance, etc].

ARTICLE VII - SOURCE OF FUNDS

Section 1 - Source of Funds

- A. Voluntary contributions of the member groups shall be the primary source of funds.
- B. Secondary source of income may be such occasional projects or activities as may be authorized by the Intergroup according to Tradition Six.
- C. The Intergroup may accept donations from OA members, conforming to the general practice of OA.
- D. The maximum allowable annual donation to the Intergroup by OA members is to be limited to an amount set by vote of the Intergroup and listed in the Intergroup policy manual. (*Note: The limit for WSO is currently five thousand dollars (\$5,000), subject to change by the Board of Trustees.*)
- E. The acceptance of bequests or donations from any outside source is prohibited.
- F. The maximum allowable bequest to the Intergroup by OA members is to be limited to an amount set by vote of the Intergroup and listed in the Intergroup Policy Manual. (*Note: The bequest limit for WSO is currently one hundred thousand dollars (\$100,000), subject to change by the Board of Trustees.*)

- G. 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 - Prudent Reserve

There shall be no accumulation of funds beyond current necessities, with retention of only a prudent reserve for contingencies. Funds in excess shall be donated to Region # ____ and the World Service Office _____ [Specify time, i.e., monthly, quarterly, semi-annually, annually] as budgeted and directed by the Intergroup.

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 Overeaters Anonymous, Inc. Bylaws, Subpart B or any special rules of order this Intergroup may adopt.

ARTICLE IX - AMENDMENTS TO THESE BYLAWS

These bylaws, with the exception of Article II, Sections 2, 3 and 4, may be amended at any time by a _____ [Specify amount] vote of the IRs and board members 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 ____ [Specify time] prior to the meeting in which action is to be taken on the amendment.

ARTICLE X - MAJOR POLICY MATTERS

Section 1

- A. Matters that affect this Intergroup and/or groups within its service area shall be referred to the board of this Intergroup.
- 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.
- C. Matters which affect Subpart B of the Bylaws of Overeaters Anonymous, Inc., or which relate to the Twelve Steps, Twelve Traditions and Twelve Concepts shall be referred to the World Service Business Conference.

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 according to Tradition Six, which guides us to disperse funds only to other OA service bodies. Such distribution shall be made to the World Service Office of Overeaters Anonymous, and/ or Region #____ [Specify which

region], and/or another registered OA service body. If no registered OA service body exists to which the assets can be transferred, distribution shall be made to a non-profit fund, association, foundation or corporation, which is organized and operated exclusively for charitable, education, religious and/or scientific purposes and which complies with applicable laws. For example, such organizations or entities within the USA must comply with Section 501(c)(3) of the Internal Revenue Code.

Section 2

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

EXPLANATION AND PURPOSE OF BYLAWS

Robert's Rules of Order Newly Revised suggests that the bylaws of a society should contain certain information. (Refer to RONR pages 12-14, and 561-576.)

ARTICLE I - NAME

Wording should contain full, exact and properly punctuated name as stated in Charter. Article may also refer to Intergroup in caps, i.e., Middletown River Intergroup, also referred to as MRI.

ARTICLE II - PURPOSE

It is suggested that you use the exact wording for purpose as shown in the sample bylaws or in current Internal Revenue Service publications. If your purpose is too broad, your organization will be denied tax-exempt status. The phraseology in the Bylaws Template is specific for groups in the USA. Other countries must comply with the regulations of their respective countries.

ARTICLE III - MEMBERS

1. Should describe classes of membership, active, associate, etc., noting distinctions and rights of each class, limitation of number, if any.
2. Describe qualifications or eligibility for membership (abstinence requirements), application and acceptance procedures, including method of reviewing and voting on application. (Sample Intergroup bylaws which follow additionally provide that each group become responsible on its own merit by submitting its own registration to WSO; gives definition of a group; group vote.)
3. Method of elections; requirements, if any; length of term; duties.
4. Vacancies and resignations.
5. Members with no vote, if any.

ARTICLE IV - OFFICERS (OR BOARD)

1. Number required, including members with no vote, and order of rank. Directors should usually be classed as officers. Executive Committee, if desired.
 - Separate paragraph for other board positions such as regional representatives and World Service Business Conference delegates.
2. How and when elected or appointed; method of nomination. If not provided for, nominations are made from the floor or as directed by vote of the membership at time of election.
3. Qualifications, if any.
4. Election, whether by ballot or by voice; if by mail, plurality or preferential must be expressly stated. Specify which officers shall be elected in even-numbered years and which officers shall be elected in odd-numbered years.
5. Terms of office or "until successors elected."
6. Duties with separate section for each officer.
7. Vacancies and resignations.
8. Filling vacancies.
9. Provision for removing officers from office, under proper safeguards, for unworthy conduct.

ARTICLE V - MEETINGS

1. Day on which regular meetings are held (note: should not be too restrictive or binding by stating the exact date, time and place).
2. Annual meeting (for election of officers).
3. Calling of special meetings, by whom and number of days notice required.
4. Method of notification of meeting.
5. Quorum (should be as large a number of members as can reasonably be depended on to be present at any meeting).

ARTICLE VI - COMMITTEES

1. Provide for the establishment of each standing committee. For example, Public Information, Hospitals and Institutions, Twelfth-Step-Within, Events, and/or Finance Committees. Do a separate section for each committee.
2. Special Committees. Provide for other committees, as deemed necessary to carry on Intergroup work, or similar wording. Such provision would allow for additional committees to be established without amending the bylaws.
3. How and who appoints, and approval of same. State the number of members such as "at least" or "no more than."
4. Committee authority, procedures and other such special rules of conduct, if any.
5. Committee responsibility.
6. Nominating committee.
7. Provision for ex-officio members.
8. Special provisions.

9. Vacancies and resignations or removals.
10. Removal of committee chairman.

ARTICLE VII - SOURCE OF FUNDS

1. Main source of funds; funds or revenues.
2. Distribution of excess monies. Be sure this complies with exempt purpose.
3. Provide for the maximum amount of yearly contributions an individual may donate to the Intergroup. The specific amount is set by the Intergroup vote and is subject to change by the Intergroup.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

1. State the parliamentary authority adopted. (i.e., *Robert's Rules of Order Newly Revised*.)
2. Intergroups can adopt special rules of order as needed to supplement their parliamentary authority.

ARTICLE IX - AMENDMENT OF BYLAWS

1. Should prescribe the procedure for amending; indicate the timing and the method of advance notice; and that amendment be approved by two-thirds vote. The Twelve Steps, the Twelve Traditions, and the Twelve Concepts may not be amended by an Intergroup/national service board.
2. Important to specify the previous meeting rather than a previous meeting.
3. If no provision is made for previous notice and two-thirds vote, amendments should be made with majority of the entire membership.
4. Manner of previous notice should suit the assembly.

ARTICLE X - DISSOLUTION

It is suggested that you use the exact wording for distribution of assets on dissolution as shown in the sample bylaws or in current Internal Revenue Service publications. If your article regarding distribution of assets on dissolution does not comply with IRS requirements as stated in the sample bylaws, your organization will be denied tax-exempt status.

ARTICLE XI - SPECIAL RULES OF ORDER

Special Rules of Order refer to written rules of parliamentary procedure relating to the orderly transaction of business in meetings and to the duties of officers in that connection. Adopted special rules of order supersede similar rules in the adopted parliamentary authority. They are adopted separately and printed in the same book as bylaws with a separate heading. Required two-thirds vote with previous notice to adopt or, without notice, a majority of the entire membership. May be suspended by two-thirds vote.

Whether you are submitting a final draft or your bylaws are already adopted, you may find the guidelines below helpful in eliminating possible loopholes in the bylaws for your intergroup or region.

1. Does the term of each officer extend until his/her successor takes office?
2. Are provisions made for filling vacancies in the event that an officer dies, resigns or becomes disabled prior to the regular end of the term?
3. Is the vote required for election of officers clearly stated (usually a majority)? Any modifications concerning dropping nominees after the first ballot must be clearly stated. If the vote is by ballot, state whether a voice vote may be taken if there is only a single nominee for the position.
4. Meeting dates should not be spelled out, restricting the meeting to a certain day and time. Minimum number of meetings should be indicated.
5. Has provision been made for calling a special meeting by petition of a certain number of members if the officers fail to do so?
6. Is there clear assignment of operational authority in the intervals between meetings?
7. Does a built-in method exist for amending the bylaws?
8. Has a realistic quorum rule been adopted? If no rule is spelled out, the general parliamentary principle applies: a majority is a quorum. For the executive board or similar body, a majority should be the quorum.
9. If no fixed meeting date is provided, the bylaws should require that notice of each meeting be sent to every member.
10. Has provision been made for admitting new applicants to membership? The bylaws should make some reference to eligibility requirements and the process of admission.
11. Provision should be made for removing officers and committee chairmen from office, under proper safeguards, for unworthy conduct (i.e., return to compulsive overeating, non-attendance at Intergroup meetings, etc.).
12. It should be noted that the nominating committee, if provided, is not required to nominate more than one candidate for each vacancy.
13. Is authority given somewhere in the bylaws for hiring salaried staff personnel?
(Tradition Eight)
14. Has authority been given for some officer or group of officers to speak in the name of the organization in emergencies?

15. Has provision been made for parliamentary authority on procedure or practice?

** Intergroups outside of the United States should consult local authorities.*

CHECKLIST FOR BYLAWS

IN ORDER FOR YOUR BYLAWS TO CONFORM TO OA INC. BYLAWS, THE FOLLOWING 6 POINTS SHOULD BE ADDRESSED

- | Yes | No | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | 1. Are the Twelve Steps included or referred to as being in OA, Inc., Bylaws, Subpart B? |
| <input type="checkbox"/> | <input type="checkbox"/> | 2. Are the Twelve Traditions included or referred to as being in OA, Inc., Bylaws, Subpart B? |
| <input type="checkbox"/> | <input type="checkbox"/> | 3. Are the Twelve Concepts included or referred to as being in OA, Inc., Bylaws, Subpart B? |
| <input type="checkbox"/> | <input type="checkbox"/> | 4. If the Twelve Steps, Traditions and Concepts are included in full, is there a note that amendments cannot be made by the intergroup/N/LSB? |
| <input type="checkbox"/> | <input type="checkbox"/> | 5. Do the bylaws include the definition of a group as given in OA, Inc., Bylaws, Subpart B, Article V, Section 1? |
| <input type="checkbox"/> | <input type="checkbox"/> | 6. Do the bylaws include and meet the qualifications for delegate(s) to WSBC as given in OA, Inc. Bylaws, Subpart B, Article X, Section 3c? |

ARTICLES OF INCORPORATION OF _____ INTERGROUP

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of (state), do hereby certify:

FIRST: The name of the corporation shall be _____.

SECOND: The place in this state where the principal office of the Corporation is to be located in the City of _____, _____ County.

THIRD: The specific and primary purpose of this corporation is to aid those with the problem of compulsive eating to overcome that problem; and the general purpose and power is to promote the public health, and to work with and furnish charitable and cultural assistance to those with the problem of obesity.

Said corporation is organized exclusively and irrevocably dedicated to religious, charitable, scientific or hospital purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The names and addresses of the persons who are the initial directors of the corporation are as follows:

Name _____ Address _____

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(If reference to Federal Law in articles of incorporation imposes a limitation that is invalid in your state, as in California, you may wish to substitute the following for the last sentence of the preceding paragraph:

"Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.")

SIXTH: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the

corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this ____ day of _____, 20__.

(Director)

(Director)