

**OVEREATERS ANONYMOUS**

**BYLAWS**

**OF**

**MIDDLE TENNESSEE INTERGROUP, INC.**

**PREAMBLE**

WE ARE INTERGROUP -- dedicated to serving the needs of Overeaters Anonymous. Electing to attend, we strive to put aside our illness. Our purpose is to conduct business. We understand the necessity of doing so in an orderly fashion. We leave our feelings at the door when we gather to serve OA as a whole. To maintain OA unity, we place principles before personalities. The quality of our service depends upon our willingness to commit to OA goals.

## **ARTICLE I. NAME**

The name of this organization is Middle Tennessee Intergroup, Incorporated, hereinafter referred to as Intergroup.

## ARTICLE II. PURPOSE

### Section 1. Purpose

The specific and primary purpose of this organization is to help persons overcome the problem of compulsive eating; and the general purpose is to promote the public health and furnish charitable and cultural assistance to those with problems of compulsive eating.

This Intergroup is organized exclusively for charitable, religious (i.e., spiritual), and scientific 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).

### Section 2. The Twelve Steps

The Twelve Steps<sup>1</sup> suggested for recovery in the Fellowship of Overeaters Anonymous (hereinafter referred to as OA) 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.

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<sup>1</sup> Permission to use and adapt the Twelve Steps of Alcoholics Anonymous granted by AA World Services, Inc. Middle Tennessee Intergroup may not amend OA's Twelve Steps (added October 20, 2003)

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<sup>2</sup> 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

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<sup>2</sup> Permission to use and adapt the Twelve Traditions of Alcoholics Anonymous granted by AA World Services, Inc. Middle Tennessee Intergroup may not amend OA's Twelve Traditions (added October 20, 2003)

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<sup>3</sup>**

The Twelve Concepts of OA Service<sup>4</sup> 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.

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<sup>3</sup> Section 4 added October 20, 2003.

<sup>4</sup> Middle Tennessee Intergroup may not amend the Twelve Concepts of OA Service.

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.

## ARTICLE III. MEMBERS

### Section 1. Membership<sup>5</sup>

The voting membership of Intergroup shall consist of the following:

- A. The Intergroup Board
- B. Intergroup Representatives (hereinafter referred to as IR's) which shall consist of 1 member 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 Middle Tennessee.<sup>6</sup>
- C. Delegates to World Service and Region 8
- D. Chairs of Standing and Special Committees

### Section 2. Qualifications<sup>7</sup>

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.
  - 5) A group may be formed by two (2) or more persons meeting together as set forth in Article V, Section 1 of Overeaters Anonymous, Inc., Bylaws Subpart B.<sup>8</sup>
- B. Each group shall be entitled to one (1) vote through its elected IR.

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<sup>5</sup> Revised on July 14, 2003 to delete Paragraph E. which read "The World Service Board of Trustee's of Overeaters Anonymous shall be considered a participating group member of Intergroup."

<sup>6</sup> Paragraph B replaced with the present text on August 18, 2003

<sup>7</sup> Section 2 re-titled on August 18, 2003

<sup>8</sup> Introductory phrase added and Paragraph A replaced with the present text on August 18, 2003

- C. No group may be registered with another Intergroup.

### **Section 3. Selection of Intergroup Representatives (IR's)**

IR'S shall be selected by the group conscience of the group they are to represent. IR's shall be selected by any method deemed appropriate by their group. They shall serve for a period designated by their group, always subject to recall by the group. Each group shall be free to designate an alternate IR when the necessity arises.

### **Section 4. Qualifications of IR's and Committee Chairs**

- A. IR's, alternate IR's, and all committee chairs must be currently abstinent (as defined in the OA pamphlet A Commitment to Abstinence). (*Revised November 20, 2000*)
- B. IR's, alternate IR's, and Standing Committee chairs must have been members of a group in the Middle Tennessee area for a minimum of six (6) months. This qualification will be waived for new groups requesting membership.
- C. Chairs of Special Committees must have been members of a group in the Middle Tennessee area for a minimum of three (3) months.
- D. By a majority vote, Intergroup may waive or reduce the active membership and abstinence qualifications. The waiver or reduction is temporary until such time as a willing, qualified person becomes available to serve. (*Added November 20, 2000*)

### **Section 5. Responsibilities of IR's**

The primary responsibility of IR's or alternate IR's is to represent their respective groups at all meetings of Intergroup, to act as liaison between their groups and Intergroup, to see that all communications pertaining to Intergroup are made available and, where requested, read aloud to their groups.

### **Section 6. Voting Privileges**

- A. All members of the OA fellowship who are not duly elected IR's or alternates are encouraged to be present and participate in discussions; they may not vote.
- B. Revocation of voting privileges may be voted by a majority of the members attending a regularly scheduled Intergroup meeting. Revocation may be voted for failure to meet the qualifications of

the office or nonperformance of specified duties.

- C. Notification of revocation of voting privileges of an IR will be made by the Intergroup Board.

### **Section 7. Vacancies and Resignations**

Failure of an IR to attend two (2) consecutive meetings of Intergroup may cause the IR's position to be declared vacant. Action shall be at the discretion of individual groups.

## **ARTICLE IV. THE INTERGROUP BOARD**

### **Section 1. Intergroup Board**

- A. The board shall consist of the four officers (Chair, Co-Chair, Secretary, and Treasurer) and Delegates to World Service Conference and Region 8.
- B. The immediate past Chair shall be an ex-officio member, without vote, for one (1) year.
- C. The Board shall serve as the Executive Board of Middle Tennessee Intergroup.
- D. The Board shall be authorized to conduct the necessary business that shall arise between regular meetings of Intergroup.
- E. All documents that would impose any legal responsibility upon Intergroup must be signed by a minimum of two (2) members of the Board.

### **Section 2. Nomination and Election to the Board**

- A. Regular elections of officers and delegates are held in October and May of each year.
- B. Sixty days prior to the election of new officers and delegates, the outgoing officers will appoint a Nominating Committee of three (3) or more persons who will present a slate of qualified candidates. Volunteers and suggestions from all members will be considered.
- C. Each candidate must have indicated a willingness to serve.
- D. Election shall be by voice vote or show of hands as decided by Intergroup. A simple majority shall prevail.
- E. Board members may hold only one (1) elected position during each term. They may also serve, however, in appointed positions.
- F. Board members may serve as alternate delegates in the event that a delegate is not able to serve.

### **Section 3. Qualifications for Board Membership**

- A. Must have been working the twelve steps of the recovery program as an active member of a group in the Middle Tennessee area for a minimum of one (1) year.

- B. Must be familiar with and committed to the twelve traditions of Overeaters Anonymous.
- C. Must have six (6) or more months of current abstinence (as defined in the OA pamphlet A Commitment to Abstinence). (*Revised November 20, 2000*)
- D. Understand the responsibilities of the position as defined in Article IV, Section 6.
- E. The chair must have prior experience as an active member of Intergroup.
- F. By a majority vote, Intergroup may waive or reduce the active membership and abstinence qualifications. The waiver or reduction is temporary until such time as a willing, qualified person becomes available to serve. (*Added November 20, 2000*)
- G. The WSBC delegate must also meet the qualifications set forth in Article IV, Section 4, Paragraph D.<sup>9</sup>

#### **Section 4. Delegates to World Service and Region 8**

- A. Intergroup participates in World Service and Region 8 to facilitate the exchange of information with other OA groups, regions, and intergroups, and to strengthen the unity of OA as a whole.
- B. Intergroup shall be entitled to one (1) delegate for up to the first fifteen (15) groups it represents and one (1) additional delegate for each additional fifteen (15) groups or fraction thereof.
- C. For purposes of determining the number of delegates to which Intergroup is entitled, only groups registered with the World Service Office shall be counted.
- D. In addition to the qualifications in Section 3 to be an Intergroup Board member, the World Service Business Conference Delegate/alternate shall have
  - at least one (1) year of current abstinence, and
  - meet qualifications and requirements as outlined and defined in the Overeaters Anonymous, Inc. Bylaws, Subpart B, Article X, Section 3.<sup>10</sup>

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<sup>9</sup> Paragraph G added September 15, 2003

<sup>10</sup> Paragraph D added September 15, 2003 (increased the abstinence requirement from 6 months to one year, and requires 2 years of OA service above the OA group level).

## **Section 5. Terms of Office of Officers and Delegates**

- A. Officers are elected for a period of one (1) year or until a successor has been elected.
- B. Delegates are elected for terms of two (2) years or until a successor has been elected. Alternates are elected for the same term.
- C. To insure continuity of experienced representation, Delegates will be elected in alternating years during the October elections. As more delegate positions become available to the Intergroup, each future Delegate will be elected during the October election.
- D. Board members may serve in the same office for two (2) consecutive terms. Intergroup may waive the two-term limitation in special circumstances.

## **Section 6. Responsibilities of Board Members**

### **A. Chair**

- 1. Presides at all Intergroup meetings.
- 2. Selects a meeting place for Intergroup meetings.
- 3. Compiles Intergroup meeting agenda.
- 4. Is available to consult with chairs and co-chairs of all Intergroup committees and to serve as a sounding board in the decision-making process.
- 5. May cast the deciding vote to break a tie.
- 6. Serves as spokesperson for official purposes, including correspondence.
- 7. Upon expiration of the term of office, is an ex-officio officer of Intergroup for one year without vote.
- 8. May attend all standing committee meetings.

### **B. Co-Chair**

- 1. Serves in the absence of the Chair.
- 2. Assists the Chair whenever needed.
- 3. Maintains a current update of all changes and additions to the member groups of Intergroup and is responsible for the printing of a current meeting list for distribution at Intergroup meetings.
- 4. Provides the Secretary with current addresses and phone numbers of all IR's, for communication purposes.

5. May attend all standing committee meetings.

C. **Secretary**

1. Keeps minutes of Intergroup meetings and provides copies for all member groups.
2. Takes roll and keeps record of groups that are and groups that are not represented at each meeting.
3. Maintains a file of minutes of past meetings.
4. Directs correspondence to the appropriate officer or committee chair and maintains a file of outgoing correspondence.
5. Mails announcements and other communications as needed.
6. Maintains a supply of Intergroup Bylaws, assuring that all IR's have copies.
7. Provides a copy of the Bylaws to each new group entering Intergroup.
8. Makes a copy of the Bylaws available for reference at all Intergroup meetings.
9. May attend all standing committee meetings.

D. **Treasurer**

1. Maintains checking and saving accounts for dispersal of Intergroup funds.
2. Pays Intergroup bills.
3. Keeps a record of all financial transactions of Intergroup.
4. Provides a financial report to every Intergroup meeting.
5. Serves as chair of the Budget Committee.
6. May attend all standing committee meetings.

E. **Delegates**

1. World Service Conference delegates serve also as representatives to Region 8 Assemblies.
2. Shall transmit the Intergroup conscience to the WSO conference and Region 8 conscience to the Intergroup.
3. Shall attend the World Service Conference of Overeaters Anonymous and Region 8 Assemblies.
4. Provided funding is available, it is the responsibility of each delegate to attend each Conference and Assembly. When attendance is not possible, he/she must contact the Intergroup Chair at least two weeks prior to the scheduled meeting and arrange for an alternate to attend. If notification is not possible, the delegate has the responsibility to contact an alternate and make the necessary arrangements for him/her to attend.

5. Shall serve Overeaters Anonymous and the World Service Conference until the following Conference and Region 8 for the full term as designated by region bylaws.
6. Delegates shall vote in accordance with individual consciences, but should not vote against Intergroup wishes, except when, because of situations arising during a Conference or Assembly, the delegate believes that adherence to Intergroup wishes would be contrary to the best interests of Intergroup or Overeaters Anonymous as a whole.
7. Shall be willing to report, either orally or in writing, the actions of the Conferences and Assemblies to all groups Intergroup represents; to keep Intergroup and groups aware of WSO and Region 8 information; to communicate important information to the area.
8. At Conferences or Assemblies, if any regularly elected delegate or his/her alternate is not present, those delegates in attendance may choose another person to serve as substitute delegate for that meeting only. That person shall be chosen from among alternates present at the meeting or from the general population of member groups in attendance. Regard should be given to the general requirements of delegates in choosing the substitute delegate.

## **Section 7. Vacancies and Resignations**

- A. If an officer, delegate, or committee chair fails to attend two (2) consecutive meetings without prior notice, his/her office may be declared vacant by a majority of members present and voting.
- B. Any officer, delegate, or committee chair may resign at any time for any reason by giving written notice to the Intergroup chair.
- C. Any office that becomes vacant due to the resignation of the incumbent, or for other reasons, shall be filled at the next regularly scheduled Intergroup meeting by a special election of an active Intergroup member. The individual elected will fill the remainder of the term of office, serving until the next regular election.

## **ARTICLE V. INTERGROUP MEETINGS**

### **Section 1. Regular Meetings**

- A. Meetings of Intergroup shall be held once each month, unless otherwise voted upon by the members at a regular or special meeting.
- B. Specific meeting place, day and time shall be established at the beginning of each calendar year.

### **Section 2. Special Meetings**

- A. A special meeting may be called at any other reasonable time by a majority vote of the Board. Such meetings shall meet the requirement of at least one day's notice to all members whom it is possible to contact.
- B. Special meetings may be called by petition of a majority of the voting membership of Intergroup if the Board fails to call the meeting.

### **Section 3. Method of Notification**

Mail distribution of the minutes of the previous month's Intergroup meeting by the Intergroup secretary shall serve to notify members of the upcoming regular meeting.

### **Section 4. Voting Privileges**

See Article III. Section 6.

### **Section 5. Quorum**

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

## **ARTICLE VI. COMMITTEES**

### **Section 1. Standing Committees**

The following committees may be formed in order to carry out the purposes of Intergroup in the most effective and efficient manner. Standing committees will parallel those of the World Service Conference where possible, but will not be limited to those.

- A. Newsletter
- B. Literature
- C. Group Outreach (12th Step)
- D. Public Information
- E. Hospitals, Institutions, and Professional
- F. Budget/Treasurer
- G. Intergroup Office
- H. Bylaws
- I. Other standing or special committees that are deemed necessary.

### **Section 2. Committee Appointments**

The Intergroup Chair shall appoint committee chairs from those Intergroup Representatives present who meet the qualifications for IR's (see Article III, Section 4). Any OA member present meeting IR qualifications may be appointed to chair a standing committee with approval of the established quorum.

### **Section 3. Committee Procedures**

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

### **Section 4. Committee Responsibility**

Each standing committee chair shall submit a report to Intergroup at least quarterly and at the end of any specific event coordinated by that committee. If any monies are expended, a detailed and itemized report shall be included with the report.

### **Section 5. Ex-officio Members**

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

## **Section 6. Committee Bank Accounts**

If the Board deems it necessary for a committee to open a bank account, the following procedure shall be followed:

- A. The committee chair and the Intergroup Treasurer shall be cosigners on the account. Two signatures shall be required on all checks.
- B. The committee chair shall keep all financial records and shall present a detailed, itemized report of transactions to Intergroup, within one (1) month following any event for which monies were expended.
- C. The committee chair shall arrange for an audit of the account during the final month of each year. The audit shall take place at the same time Intergroup's general account is audited.

## **Section 7. Vacancies and Resignations**

- A. Should a vacancy or resignation occur in any standing committee, all pertinent information shall be turned over to the Intergroup chair, who shall then appoint a new committee chair to serve the remainder of the unexpired term.
- B. If a committee chair fails to attend two (2) consecutive meetings without prior notice, his/her office may be declared vacant by a majority of members present and voting.
- C. Any committee chair may resign at any time for any reason by giving written notice to the Intergroup Chair.

## ARTICLE VII. FINANCES

### Section 1. Sources of Funds

- A. The sources of finances shall be limited to contributions from OA members and any profits from special projects authorized by Intergroup.
- B. The maximum allowable annual cash donation to Intergroup by an OA member is limited to five thousand dollars (\$5000). (*Revised November 20, 2000*)
- C. Acceptance of bequests or donations from any outside source is prohibited. Outside donations will be declined.
- D. All funds received and accepted by Intergroup shall be held in trust by the officers who make payments and distribute these funds to cover expenses of activities authorized by these Bylaws.
- E. These funds will be audited from time to time. The Intergroup Chair will appoint an Auditing Committee in July of each year to determine whether an audit is needed, and the scope of the audit. That committee will consist of at least three (3) persons, including the treasurer. Results of the audit will be presented at the first Intergroup meeting following its completion. (*Revised November 20, 2000*)
- F. Intergroup shall not accept responsibility for trusteeship over, or enter into the distribution or allocation of, funds set up outside Overeaters Anonymous.

### Section 2. Prudent Reserves

There shall be no accumulation of funds beyond current necessities, with retention of only a prudent reserve for contingencies. Funds in excess will be donated to Region 8 and the World Service Office on a regular basis as directed by 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 Law of the Land, the Overeaters Anonymous, Inc. Bylaws, Subpart B or any special rules of order this Intergroup may adopt.<sup>11</sup>

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<sup>11</sup> Revised June 16, 2003

## **ARTICLE IX. BYLAW AMENDMENTS**

These Bylaws may be amended at any time by a simple majority of Intergroup members present and voting their respective group conscience at any regular or special meeting of Intergroup, provided that copies of the proposed amendment or amendments have been provided for representatives at the two most recent prior regularly scheduled meetings.

## **ARTICLE X. MAJOR POLICY MATTERS**

Matters that affect Intergroup and/or groups within its service area shall be referred to Intergroup. Matters that 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 to a non-profit fund, association, foundation or corporation which is organized and operated exclusively for charitable, education, or religious (i.e., spiritual) and/or scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

**Section 2.** No part of the net earnings of this association shall ever inure to or be used for the benefit of, or be distributed to its members, trustees, officers, or other private 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.

Bylaws revised and adopted May 24, 1993.