

BYLAWS
OF
REGION III
OVEREATERS
ANONYMOUS, INC.

Revised and accepted on

March 25, 2017

At

Region III Spring Assembly

**BYLAWS OF REGION III
OVEREATERS ANONYMOUS, INC.**

ARTICLE I – NAME

The name of the organization shall be Region III Overeaters Anonymous, Inc., hereinafter referred to as “Region III.” Overeaters Anonymous, Inc. shall hereinafter be referred to as “OA.”

ARTICLE II – PURPOSE

- A. The primary purpose of this organization is to aid those with the problem of compulsive eating through the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service; and to serve and represent the OA groups and Intergroups from which Region III is formed. Region III 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 carry the OA message to the compulsive overeater who still suffers.
- C. To provide a format for selection of Region III Trustee nominees.
- D. These are the guiding principles of Region III:

The Twelve Steps

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.

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

The Twelve Traditions

1. Our common welfare should come first; personal recovery depends upon OA unity.
2. For our group purpose there is but one ultimate authority—a loving God as He may express Himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for OA membership is a desire to stop eating compulsively.
4. Each group should be autonomous except in matters affecting other groups or OA as a whole.
5. Each group has but one primary purpose—to carry its message to the compulsive overeater who still suffers.
6. An OA group ought never endorse, finance, or lend the OA name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every OA group ought to be fully self-supporting, declining outside contributions.
8. Overeaters Anonymous should remain forever non-professional, but our service centers may employ special workers.
9. OA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Overeaters Anonymous has no opinion on outside issues; hence the OA name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, television, and other public media of communication.
12. Anonymity is the spiritual foundation of all these traditions, ever reminding us to place principles before personalities.

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

The Twelve Concepts of OA Service

1. The ultimate responsibility and authority for OA world services reside in the collective conscience of our whole Fellowship.
2. The OA groups have delegated to World Service Business Conference the active maintenance of our world services; thus, 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 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.

Permission to use the Twelve Concepts of OA Service granted by OA World Services, Inc.

ARTICLE III – COMPOSITION

Region III shall consist of Overeaters Anonymous groups and intergroups located in Arizona, Colorado, Southern Nevada, New Mexico, Oklahoma, Texas, and Utah.

ARTICLE IV – ASSEMBLY

- A. Any action of Region III which would require approval by the members shall require only the approval of the Region III Assembly and all rights which would otherwise be vested in the members shall be vested in the Assembly, except as otherwise expressly provided herein.
- B. Region III Assembly meetings:
 - 1. Meetings shall occur twice each calendar year.
 - 2. Exceptions to this schedule are as follows:
 - a. If a majority of the Steering Committee determines the necessity for an additional special meeting.
 - b. If six or more Region Representatives who have served at a minimum of one (1) Region III Assembly submit a petition to the Region Chair to hold an additional special meeting.
 - c. For any additional special meetings, 60 days prior notice must be given to all Region III Intergroups and unaffiliated member groups.
 - 3. The Region III Fall Assembly shall be considered the annual meeting of the corporation.

ARTICLE V – MEMBERSHIP

- A. The membership of this Assembly shall consist of the Steering Committee and one (1) Regional Representative, hereinafter referred to as “RR,” or an Alternate, for every fifteen (15) groups or fraction thereof. RR’s shall be elected from the Intergroups within the geographical boundaries of the Region. Groups which, because of geographic location, cannot join an Intergroup shall be designated as “unaffiliated groups” by the Assembly and shall be entitled to a single RR and Alternate.
- B. Each Intergroup or unaffiliated group must be registered with the World Service Office in order to be entitled to representation in Region III. Each RR shall be elected by the Intergroup or unaffiliated group which he or she represents.
- C. Each RR should have a minimum of one (1) year of current abstinence and at least one (1) year of service beyond the group level. Each RR shall be the sole judge of his/her abstinence and maintenance.
- D. Each RR should be selected for sound judgment, experience, stability, willingness to serve and for faithful adherence to the program of the Twelve Steps of Overeaters Anonymous and the Twelve Traditions.
- E. Voting Eligibility
 - 1. Each RR shall be entitled to one (1) vote in the Assembly.
 - 2. The Vice-Chair, Treasurer, Recording Secretary, Communications Secretary and additional elected Steering Committee member(s) shall each be entitled to one vote.

3. The Chairperson may:
 - a. Participate in a ballot vote
 - b. Choose to vote to break a tie
- F. All Region III Assembly meetings shall be open to members of the Fellowship of OA. However, only the designated RRs may vote at the Region III Assembly meetings.
- G. At any Region III Assembly, those RRs present shall constitute a quorum, and a simple majority shall govern for voting purposes, unless otherwise specified.
- H. Sixty (60) days prior notice will be given to all Region III intergroups and unaffiliated member groups for any Region III Assembly.
- J. It is suggested that each RR and/or Alternate serve concurrently as delegate(s) to the World Service Business Conference.

ARTICLE VI - STEERING COMMITTEE

- A. The Steering Committee shall be composed of a Chairperson, Vice-Chairperson, Recording Secretary, Communications Secretary and Treasurer. The Region III WSO Trustee shall serve as a non-voting member of the Region III Steering Committee.
- B. The Steering Committee members shall reside within Region III while they are serving on the Steering Committee.
- C. If a Steering Committee member moves out of Region III during their term, then they shall resign immediately upon moving.

ARTICLE VII – NOMINATION AND ELECTION OF STEERING COMMITTEE

- A. The Region III Steering Committee shall be elected by the RRs present at the annual (Fall) Region III Assembly. All nominees must be present at the time of election.
- B. Nomination applications for Steering Committee positions must be submitted to the Region III Chairperson at least forty-five (45) days prior to the Assembly at which the elections are to be held. The nomination application must be the form adopted by the Steering Committee.
- C. If no nomination application for an open Steering Committee position is received as stated in Article VII-B, then nominations from the floor shall be accepted during the Assembly.
- D. To be eligible for election to the Region III Steering Committee a person shall at the time of the election:
 1. Be a member of OA for at least two years and be regularly attending OA meetings in Region III.
 2. Have served at the Region III level for at least six (6) months or participated in at least two (2) Region III Assemblies.

3. Have current abstinence, each person being the sole judge of his or her own abstinence, from compulsive overeating for at least one year and have completed the Fourth and Fifth Steps in OA.
 4. Make a commitment of adherence to the Twelve Steps, the Twelve Traditions and the Twelve Concepts of OA Service, and the continual maintenance of abstinence, throughout the entire term(s) of office.
- E. Steering Committee members shall be elected for a period of two (2) years.
 1. The Chairperson and Recording Secretary shall be elected in even-numbered years; and the Vice-Chairperson, Communications Secretary and Treasurer shall be elected in odd-numbered years.
 2. Steering Committee members shall be eligible for two (2) consecutive elected terms in a single position. Time served to fill a partial term created by a vacancy shall not limit eligibility.
 3. Steering Committee members shall serve no more than a total of eight (8) years in a consecutive ten (10) year period.
 - F. To be elected, a Steering Committee nominee must receive a simple majority of the votes cast by the voting body.
 - G. New members of the Steering Committee shall take office immediately following the close of the Assembly at which they are elected. Immediately following the close of the Assembly at which a Treasurer is elected, transition of Treasurer's duties shall begin and shall be completed as soon as practicable.
 - H. Upon the vacancy of a Steering Committee position, the Chairperson shall appoint an Interim Steering Committee member to serve until the next Region III Assembly, at which time an election shall be held to fill the unexpired portion of the term of the vacated position. If the Chairperson resigns or is unable to perform the functions of his/her office, the Vice Chairperson will immediately assume the duties of Chairperson and will appoint a person to assume the duties of Vice Chairperson. Election for open positions will be held at the very next Assembly at which the Chairperson pro tem presides. The Treasurer shall serve as Chairperson during the election. The newly elected officers will hold office until the next regularly scheduled elections.
 - J. If a vacancy occurs due to recall, an election shall be held at the Assembly in which the recall takes place to fill the unexpired portion of the term of the vacated position. If the position is not filled by election, the Chair shall appoint an Interim Steering Committee Member to serve until the next Region III Assembly, at which time an election shall be held to fill the unexpired position of the term of the vacated position.

ARTICLE VIII – RECALL OF STEERING COMMITTEE MEMBER(S)

- A. Reason for recall shall be unworthy conduct (i.e. return to compulsive overeating, nonattendance at Steering Committee meetings or Region Assemblies) or a grievous

breach of duty and responsibility specified for the Steering Committee in the Twelve Traditions, Twelve Concepts of OA Service, Region III Bylaws, and/or Region III Policies.

- B. A recall petition must be submitted to the Chairperson forty-five (45) days prior to a scheduled Region III Assembly. If the Chairperson is the subject of the recall, then the petition is to be submitted to the Vice-Chair. A recall petition may be submitted by an Intergroup, the Steering Committee following a majority vote, or jointly by six (6) or more RRs who have served at a minimum of one (1) Region III Assembly.
- C. A recall petition shall include the Steering Committee member's name, position to be vacated and a substantive statement of the grievous breach of duty to support the petition.
- D. A copy of the petition shall be sent to the subject of the petition by the Chairperson or Vice-Chair. The subject of the petition shall be given an opportunity to respond at the subsequent Assembly.
- E. If the petition meets the requirements as set forth in items A, B, and C, the recall petition shall become an agenda item at the subsequent Assembly. If the recall petition becomes a motion, adoption of a motion to recall a Steering Committee member shall require approval of three-fourths (3/4) of the RRs present and voting.

ARTICLE IX – DUTIES OF STEERING COMMITTEE

The Steering Committee shall act for and on behalf of Region III when the Assembly is not in session and shall have the authority to make decisions when required. For the Steering Committee, a majority shall be the quorum. This authority shall be solely limited to those decisions required before a Region III Assembly can be convened. In determining any decisions, the Steering Committee shall be guided by the Region III Policy Manual, the Region III Bylaws, the Twelve Steps, the Twelve Traditions, and the Twelve Concepts of OA Service.

- A. Chairperson
 - 1. Shall chair all Region III Assemblies.
 - 2. Shall have the discretion to appoint a parliamentarian to assist in the conduct of the Region III Assemblies.
 - 3. Shall have the authority to appoint committees to conduct the business of the Region between Region III Assemblies.
 - 4. Shall appoint an Interim Steering Committee Member to serve in any vacated Steering Committee position until the next Region III Assembly.
 - 5. Shall be an ex-officio member of all committees.
 - 6. Shall establish and distribute an agenda before each Region III Assembly.
 - 7. Shall serve as a signatory on the Region III checking account and shall designate other Steering Committee signatories, as needed.

8. Shall appoint Region III Committee Chairpersons and other service positions, as needed.
 9. Shall attend World Service Business Conference.
 10. Shall act as President of the Corporation in business matters.
 11. Shall perform all duties prescribed in the Region III Policy Manual under Steering Committee Job Descriptions.
- B. Vice-Chairperson
1. Shall assume the duties of the Chairperson until the next Region III Assembly in case of absence or resignation of the Chairperson.
 2. Shall serve as the liaison between the Steering Committee and the Intergroup hosting an upcoming Region III Assembly.
 3. Shall serve as the Convention Coordinator and work with the host committee of any Region III event on matters of policy, finance and planning.
 4. Shall perform all duties prescribed in the Region III Policy Manual under Steering Committee Job Descriptions.
- C. Recording Secretary
1. Shall record minutes and maintain a file of all Region III Assembly and Steering Committee meetings.
 2. Shall be responsible for the correspondence of Region III.
 3. Shall be responsible for updating and maintaining Region III Bylaws and Region III Policy Manual.
 4. Shall serve as the co-chair of the Bylaws Committee.
 5. Shall perform all duties prescribed in the Region III Policy Manual under Steering Committee Job Descriptions.
- D. Treasurer
1. Shall receive, deposit, record and acknowledge on Assembly financial reports, all donations made to Region III.
 2. Shall maintain a business checking account and savings account in the name of Region III of Overeaters Anonymous, Inc. and shall see that the business checking account and savings account authorized signatories are updated as necessary.
 3. Shall present a written and oral Treasurer's report at each Region III Assembly.
 4. Shall make available Region III financial records and books to the Finance Committee at each assembly and ensure that the records are audited before the assembly ends.
 5. Shall serve as co-chair of the Ways and Means/Finance Committee.
 6. Shall serve as acting secretary for the corporation in business matters.
 7. Shall perform all duties prescribed in the Region III Policy Manual under Steering Committee Job Descriptions.
- E. Communications Secretary
1. Shall manage and serve as editor of the Region III website.

2. Shall serve as co-chair of the Communications Committee.
 3. Shall perform all duties prescribed in the Region III Policy Manual under Steering Committee Job Descriptions.
- F. General Job Description of Region 3 Trustee: The trustee will serve Overeaters Anonymous and act as a guardian of the Twelve Steps and Twelve Traditions.
Duties include but are not limited to the following:
1. Attend all Region III Assembly/Conventions
 2. Provide reports re: BOT activities for each assembly
 3. Attend Region III Steering committee meetings
 4. Act as liaison to Region III committees as assigned.
 5. Participate in service workshops as possible when invited
 6. Attend intergroup and service board meetings as possible when invited.
- G. Additional Member(s) (Article VI, Section B)
Shall assist with the business of Region III as assigned by the Chairperson.

ARTICLE X – TRUSTEE NOMINEE SELECTION PROCESS

- A. Applications for nomination for Region III Trustee must be filed with the Chair 45 days prior to the Fall Annual Assembly requiring Trustee nomination.
- B. If fewer than three (3) applicants have filed their applications, nominations from the floor shall be accepted during the Assembly.
- C. All qualified applicants shall have their names placed on the ballot. (See Overeaters Anonymous, Inc. Bylaws, Subpart B, Article IX, Section 4 – Qualifications.)
- D. Each voting RR may vote for up to three (3) applicants.
- E. Each applicant must receive a majority vote of the representatives present at the time of the election.
- F. Each ballot shall provide for a casting of a “Yes” or “No” vote.
- G. In the event that there are no applicants for Region Trustee at an assembly where applications are needed, or if a vacancy occurs where there is no Region Assembly prior to the date required for submission of applications, the following options may be taken:
- a. The Region Steering Committee will solicit applications from Region III Intergroups.
 - b. All requirements set by the World Service Office must be met prior to the Region III Steering Committee considering completed application(s).
 - c. A majority vote of the Region III Steering Committee will constitute affirmation of the applicant(s).
 - d. Notification of affirmation process results shall be sent to Region III Intergroups.

ARTICLE XI – WORLD SERVICE BUSINESS CONFERENCE (WSBC) DELEGATES

A. Applicability

If Region III was represented by fewer than forty percent of its intergroups at the prior year's WSBC, up to five delegates to WSBC may be selected (OA) Inc. Bylaws, Subpart B, Article X, Section 3– Delegates, Item a, #5). The number of Region III WSBC Delegates will be dependent on the availability of funds.

B. Selection

Region III WSBC Delegates shall be selected in accordance with OA Inc., Bylaws, Subpart B, Article X, Section 3 – Delegates, Item a, #5.

C. Qualifications for Region III WSBC Delegate

A nominee shall meet the qualifications for delegates in the OA Inc., Bylaws, Subpart B, Article X, Section 3- Delegates, Item c, #1.

D. Nominations for Region III WSBC Delegate

1. The nominee must file a written application for WSBC Delegate by sending a completed application or the approved form to the Region Secretary 60 days prior to the Fall Assembly at which the election is to be held.
2. The Region Secretary shall mail a copy of the completed application to all registered Intergroups, Region III Representatives, the Steering Committee, and the Region Trustee and notify them at least 30 days prior to the meeting at which the election will take place.
3. In the event that an insufficient number of applications have been filed for the number of WSBC delegates to be funded, nominations for WSBC Delegate will be accepted from the floor, followed by the election. If there are remaining WSBC delegate positions to be filled, the Steering Committee may appoint members to fill the position appointee must meet all qualification and must be ratified by the assembly at the next business meeting.

E. Election of Region III WSBC Delegates

1. Elections shall be held at the Fall Assembly and at least 90 days prior to the WSBC.
2. Elections shall be by written ballot.
3. Each candidate must be elected separately and receive a majority vote of those persons voting.

F. Term of Service Position – The term of service of the Region III WSBC Delegates shall expire upon the close of the Region III Assembly after the WSBC attended.

G. Responsibilities – The Region III WSBC Delegates shall present a written report at the Region III Assembly after the WSBC attended.

ARTICLE XII – SALARIED STAFF PERSONNEL

If deemed necessary, in keeping with Tradition Eight, the Region III Representatives have the authority to hire salaried staff personnel.

ARTICLE XIII – COMMITTEES

- A. The following committees are required to carry out the purpose of Region III:
 - 1. Twelfth Step Within (TSW)
 - 2. Public Information/Professional Outreach
 - 3. Ways & Means, Finance (WMF)
 - 4. Bylaws
- B. Special committees may be established by the Steering Committee or Region III Assembly as needed, and those committees will be dissolved when their stated purpose has been accomplished.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Parliamentary procedure shall govern the Assembly in all cases to which it is applicable and in which it is not inconsistent with these Bylaws and any special rules of order the Assembly may adopt.

ARTICLE XV – AMENDMENTS TO THE BYLAWS

- A. Amendments to the Bylaws, with the exception of the Twelve Steps of Overeaters Anonymous, the Twelve Traditions of Overeaters Anonymous, and the Twelve Concepts of OA Service, may be submitted to the Region III Assembly.
 - 1. Amendments may be submitted by Region III Intergroups, the Region III Steering Committee, Region III Representatives, or the Region III Bylaws Committee.
 - 2. Proposed changes shall be submitted to the Steering Committee or Bylaws Committee at least ninety (90) days before the Assembly.
 - 3. Copies of proposed amendments shall be sent to Region III Intergroups at least thirty (30) days prior to the Assembly.
 - 4. Amendments require a two-thirds (2/3) vote of members present for adoption.
 - 5. Article II, Section D can only be amended as per OA, Inc. Bylaws, Subpart B, Article XIV, Section 1.
- B. Region III shall submit a copy of its bylaws to the World Service Office whenever the region bylaws are updated or revised.

ARTICLE XVI - DISSOLUTION

- A. Upon dissolution of Region III, after paying or adequately providing for the debts and obligations of the Region, the remaining assets shall be distributed to the World Service Office of Overeaters Anonymous, Inc. In the event of the prior dissolution of the World Service Office, the funds shall then be distributed to a non-profit fund, association, foundation or corporation(s), which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501c(3) of the Internal Revenue Code.
- B. Upon dissolution of Region III, no part of the net earnings of Region III 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 Region 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.