

# Bylaws of Orange County Intergroup

## **Preamble**

IN ALL ITS PROCEEDINGS, the Orange County Intergroup shall observe the spirit of OA tradition, taking care that the Central Service Office and the Intergroup never become the seat of wealth or power; that sufficient operating funds, plus an ample reserve, be its prudent financial principle; that none of the trusted servants shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote and whenever possible, by substantial unanimity; that Intergroup action never be personally punitive, or an incitement to public controversy; that although they may act for the service of Overeaters Anonymous groups in Orange County, it shall never perform any acts of government and that, like the fellowship of Overeaters Anonymous, the Central Service Office and Intergroup itself will always remain democratic in thought and action.

(This preamble is adapted and modified from the Third Legacy Manual of A.A. World Services and A.A.'s co-founder Bill W.'s Twelve Concepts for World Service as adopted by the 12th Annual General Service Conference on April 26, 1962. This adaptation of Copyrighted material has been approved by the General Service Board of A.A.)

## **ARTICLE I - NAME**

The name of this organization shall be the Orange County Intergroup of Overeaters Anonymous, Inc., hereinafter known as "OCI".

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## ARTICLE II - PURPOSE

### Section 1. - Purpose

The purpose of OCI shall be to serve member groups and to coordinate activities of Overeaters Anonymous (herein referred to as "OA"). These activities include spreading the message that recovery is possible, creating a spirit of fellowship among overeaters as a vehicle of and for recovery, disseminating the techniques and methods of self-help, and the furthering of the OA program in accordance with the Twelve Steps and Twelve Traditions of OA.

The Orange County Intergroup of Overeaters Anonymous is and shall remain a non-profit corporation. Notwithstanding any other provisions of these Bylaws, the Intergroup shall not enter into any activity or business unrelated to its proper purpose, or anything which is not permitted to a Corporation exempt from taxation under any applicable State or Federal law, including but not limited to Section 501 (c) (3) of the United States Internal Revenue Code of Regulations pursuant thereto.

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### Section 2. - The Twelve Steps<sup>1</sup>

The Twelve Steps are:

1. We admitted we were powerless over food - that our lives had become unmanageable.
2. Came to believe that 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 become 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.

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## Section 3. - The Twelve Traditions<sup>1</sup>

The Twelve Traditions are:

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

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<sup>1</sup> Permission to use the Twelve Steps and Twelve Traditions of Alcoholics Anonymous for adaptation granted by AA World Services, Inc.  
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the level of press, radio, films, television, and other public media of communication.

12. Anonymity is the spiritual foundation of all these traditions, ever reminding us to place principles before personalities.

### Section 4. - The Twelve Concepts of Service

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 World Service Office.

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

Note: The Twelve Steps, The Twelve Traditions, and The Twelve Concepts of O. A. Service may not be amended, except as specified in Overeaters Anonymous, Inc. Bylaws Subpart B Article XIV - Bylaw Amendments.

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## ARTICLE III - MEMBERS

### Section 1. - Member Groups

A. Member groups are those groups within the geographic area of OCI that have formally registered with the World Service Office and indicated their intention to belong to OCI.

- 1) These points shall define an Overeaters Anonymous group:
  - a) As a group, they meet to practice the Twelve Steps and Twelve Traditions of Overeaters Anonymous, guided by the Twelve Concepts of OA Service.
  - b) All who have the desire to stop eating compulsively are welcome in the group.
  - c) No member is required to practice any actions in order to remain a member or to have a voice (share at a meeting).
  - d) As a group they have no affiliation other than Overeaters Anonymous.
  - e) It has affiliated as an Overeaters Anonymous group by registering with the World Service Office.
- 2) Virtual groups (groups which replicate face-to-face meetings through electronic media) may be an Overeaters Anonymous group if they:
  - a) otherwise meet the definition of Overeaters Anonymous groups;
  - b) are fully interactive, and;
  - c) meet in real time.
- 3) Geographic area shall be defined as Orange County and surrounding areas.

B. No member group may be registered with another Intergroup.

### Section 2. - Membership with Voice and Vote

Membership of OCI with voice and vote shall consist of the following:

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A. Intergroup Representatives (IRs) which shall consist of one person from each member group within the geographic area.

B. The Intergroup Service Board.

C. World Service Business Conference Delegates or Alternates and Region 2 Representatives or Alternates.

No voting member may have more than one vote.

### Section 3. - Membership with Voice and No Vote

A. Membership with voice and no vote may be:

- 1) Any employee or contract laborer.
- 2) Any member of the Fellowship who is not a duly elected representative or alternate.



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## **ARTICLE IV - INTERGROUP REPRESENTATIVES**

### Section 1. - Method of Selection

A. Intergroup Representatives shall be selected by the group conscience of the group they shall 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 a willingness to serve.

### Section 2. - Responsibility

A. 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 OCI and their group, to see that all communications pertaining to OCI are made available, and, where requested, to read reports to the group.

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## ARTICLE V - THE INTERGROUP SERVICE BOARD

### Section 1. - Intergroup Service Board

- A. The Service Board shall consist of:
- 1) Officers: Chair, Vice Chair, Secretary and Treasurer.
  - 2) Committee Chairs: Office Liaison; Activities; E-Media Manager; Meeting Liaison; Publications; Public Information; and Twelfth Step Within.
    - (a) Committee vice chairs may be elected by the committee they serve, subject to ratification by the intergroup at it's next regularly scheduled meeting.
    - (b) To be eligible for election to serve as a committee vice chair, individuals must conform to the same qualifications as those for election as committee chairs.
    - (c) Committee vice chairs may act and vote for a committee at service board meetings in the absence of the committee chair. Individuals may serve on multiple committees, but are limited to serving as vice chair of one committee at a time.
    - (d) Should the committee chair position be vacated, the vice chair shall automatically become chair of the committee, providing all qualifications are met.
- B. The immediate past Chair shall serve as an ex-officio member of the Intergroup Service Board for one year.
- C. The Intergroup Service Board shall serve as the Executive Board.
- D. No paid employee or contract laborer may serve on the Service Board.

### Section 2. - Nominations to the Intergroup Service Board

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Nominations to the Service Board may be made from the floor at the time of election, and any member of the Intergroup may nominate themselves.

### Section 3. - Qualifications for the Intergroup Service Board

- A. Be working the twelve steps of the recovery program to the best of their ability, and have completed their fourth and fifth steps.
- B. Have abstained from compulsive overeating for at least six (6) months (each person shall be the sole judge of his or her abstinence).
- C. Be a member of an affiliated Orange County group and be willing to attend Intergroup and Board meetings for the duration of their term of service.
- D. Be present at the time of election.

### Section 4. - Method of Election

- A. Elections shall be held annually in December, or as needed to fill a vacancy.
- B. In order to be elected to the Intergroup Service Board, a nominee must receive a majority vote of eligible voters present at the time of election.

### Section 5. - Term of Office

- A. Service Board members shall be elected to serve for a period of two (2) years.
  - 1) Elections for Chair; Secretary; Office Liaison; E-Media Manager; and Meeting Liaison shall take place in odd-numbered years.
  - 2) Elections for Vice Chair; Treasurer; Activities Chair; Publications Chair; Public Information Chair; and Twelfth Step Within Chair shall take place in even-numbered years.

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- 3) Ratification of committee vice chairs shall take place at any intergroup meeting on the written request of the committee chair. Proposed vice chairs must be present at the time of ratification, and shall serve for the remaining term of the committee chair, or when the position is vacated, whichever occurs first.

B. Service Board members shall serve no more than two (2) consecutive terms per position with a maximum of four (4) consecutive years on the Board.

C. After an interval of one (1) year, they may again be eligible for election.

D. Upon election to the Service Board, members shall cease to be a representative of their group; and that group shall elect a new Intergroup Representative.

E. Upon election to the Service Board to fulfill an un-expired term, if the amount of months remaining in the term is thirteen (13) or greater, the time shall be considered a full term for eligibility purposes. If the un-expired term is twelve (12) months or less, the time shall not be counted as time served on the Board.

### Section 6. - Duties and Responsibilities

A. Serve as guardians of the Twelve Steps, Twelve Traditions and Twelve Concepts of Service with respect to the functions of the Orange County Intergroup.

B. Adhere to the policies and procedures of the Orange County Intergroup and Service Board.

C. Designate a place within Orange County for holding any meetings of OCI.

D. Direct the functions of the Central Service Office.

E. Publish, per "Statements of Intergroup Policy", but at least bimonthly, a directory of meetings and newsletter.

F. Furnish a forum for the interchange of ideas and information between member groups.

G. Conduct an Intergroup Inventory when deemed necessary by the board.

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## Section 7. - Vacancies and Resignations

A. If a member of the Service Board fails to attend two (2) consecutive meetings without prior notice or has five (5) absences within a year for any reason, his/her office shall be declared vacant, unless two (2) meetings are held back to back on the same day, in which case both meetings are considered one (1) meeting.

B. Committee chairs will not be considered to be absent if the elected committee vice chair is present to act for the committee at service board and/or intergroup meetings.

C. Any board member may resign at any time for any reason by giving the Chair of the Intergroup written notice.

## Section 8. - Filling of Vacancies

A. Vacancies shall be filled by a majority vote at the IG meeting following the receipt of the resignation. Such persons chosen to fill said vacancies shall serve for the remainder of the unexpired term.

B. A person chosen to fill any vacancy on the Service Board shall meet the qualifications as defined in Article V, Section 3 and be aware of all duties and responsibilities of that position.

C. Ten days written notice shall be given to all IRs of record of any vacancy to be filled by election to the Service Board.

## Section 9. - Recall of an Intergroup Service Board Member

### Recall of an Intergroup Service Board Member

A. The Intergroup Service Board member shall be subject to recall for his/her current office at any regularly scheduled Intergroup meeting.

B. Reason(s) for recall shall be any breach of duty imposed on the Intergroup Board member by the bylaws and the Corporation Code of California or failure to continue to meet the qualification requirements for Board members set forth in these bylaws.

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C. A recall petition may be proposed by an IR from a regularly active meeting or member of the Service Board.

D. Recall petitions proposed by IRs must have a number of signatures of regular IRs equal to or greater than ten percent (10%) of meetings currently registered with OCI and WSO. Recall petitions shall include the IG Service Board member's name, office to be vacated, and substantive statement of the breach of duty which supports the petition.

E. Recall petitions proposed by a Service Board member must have a number of signatures equal to or greater than sixty-six percent (66%) of the current seated Service Board.

F. At the time of receiving a recall petition, the IG Secretary shall immediately forward the petition to the Chairperson who shall forward copies of the petition to the members of the Service Board and IRs.

G. If the petition meets with all requirements as set forth in items B, C, D, and E of this section, a copy of the petition shall be sent to the subject of the petition, who shall have two (2) weeks to respond in writing to the petition, or may appear in person when the Board or Intergroup convenes. If the petition is brought by a IR, the recall petition shall be determined at a Intergroup meeting. If the petition is brought by a Service Board member, the petition shall be determined at a Board meeting.

H. Adoption of a recall petition shall:

- 1) Be by secret ballot.
- 2) Require a three-fourths (3/4) vote of the seated Service Board or a two-thirds (2/3) vote of the present IRs in attendance.
- 3) Result in immediate vacating of the office named.
- 4) Render the recalled ineligible to hold IG office for a period equivalent to the balance of the current term of office plus one (1) additional year.

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## **ARTICLE VI - INTERGROUP REPRESENTATION TO WSBC AND R2**

OCI shall elect qualified Delegates, Representatives and Alternates to participate in World Service Business Conference (WSBC) and Region 2 Assemblies.

### Section 1 - Nominations

A. Nominations for qualified WSBC Delegates and Alternates and Region 2 Representatives and Alternates may be made from the floor at the time of election, and any member may nominate themselves.

### Section 2 - Qualifications for WSBC Delegates and Alternates

A. Be a member of an affiliated Orange County group and attend Intergroup meetings for the duration of their term of service.

B. Have abstained from compulsive overeating for one (1) year (each person shall be the sole judge of his/her abstinence).

C. Have at least two (2) years of service beyond the group level. Permission for any exception in qualifications, if for valid reasons and deemed credible by the Board of Trustees of World Service, may be received by application to the World Service Office.

D. Be working the Twelve Steps of recovery to the best of their ability and have completed their fourth and fifth steps.

E. Be present at the time of election.

F. Be willing to report in writing the actions of the Business Conference to the Intergroup within 60 days after the Conference.

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## Section 3 - Qualifications for Region 2 Representatives and Alternates

- A. Be a member of an affiliated Orange County group and attend Intergroup meetings for the duration of their term of service.
- B. Have abstained from compulsive overeating for one (1) year (each person shall be the sole judge of his/her abstinence).
- C. Be working the Twelve Steps of recovery to the best of their ability and have completed their fourth and fifth steps.
- D. Be present at the time of election.
- E. Be willing to report in writing the actions of the Assembly to the Intergroup at the meeting immediately following the Assembly.

## Section 4 - Method of Election

- A. Elections shall be held annually in December, or as needed to fill a vacancy.
- B. In order to be elected, a nominee must receive a majority vote of eligible voters present at the time of election.

## Section 5 - Term of Office

- A. Delegates and Representatives shall be elected to serve for a period of two (2) years.

## Section 6 - Vacancies and Resignation

- A. If a Delegate or Representative fails to attend two (2) consecutive intergroup meetings without prior notice or has five (5) absences within a year for any reason, his/her office shall be declared vacant.
- B. Any Delegate or Representative may resign at any time for any reason by giving the Chair of the Intergroup written notice.



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## **ARTICLE VII - MEETINGS**

### Section 1. - Intergroup Meetings

A. Regular Intergroup Meetings: OCI shall meet monthly at a time and place designated by the Service Board.

B. Annual Meeting: The annual meeting shall be held in December for the election of officers and chairs.

C. Special Meetings: A special meeting may be called at any time by a majority vote of the Service Board by giving notice as prescribed herein.

Notification of all meetings shall consist of notices prepared by OCI Central Service Office and distributed to each group secretary and/or IR ten (10) days prior to the date of the meeting. Notification may also be made by placing an announcement in the Intergroup's newsletter.

### Section 2. - Service Board Meetings

A. The Service Board shall hold a regularly scheduled monthly meeting preceding and separate from the meeting of the IRs at a date and time designated by the Board.

B. The Presiding Officer of the Service Board may call a special meeting at any time.

C. The Service Board shall not hold closed meetings, except Executive Session which shall be required in two situations:

- 1) To meet with an attorney where such Executive Session is necessary to preserve the attorney-client privilege; and
- 2) To consider and resolve all sub-contractor matters and employer-employee or personnel related matters where such Executive Session is necessary to protect the privacy and dignity of personnel, and to permit the Service Board to discharge its responsibility as employer in conformity with law.

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D. A quorum to conduct business of the Service Board shall consist of no less than a majority of the seated Service Board. Any action to effect a change in the status or compensation of an employee or contract laborer of OCI, shall require the affirmative vote of three-fourths (3/4's) of the attending Service Board members.

### Section 3 - Board Committee Meetings

- A. All meetings of Board committees shall be announced at an Intergroup meeting or communicated via electronic transmission to the Intergroup representatives providing at least 2 weeks advance notice, unless otherwise noted herein.
- B. An annual budget committee meeting shall be held no later than 30 days prior to the December Intergroup meeting each year. Notice shall be given at the October Intergroup meeting announcing the date and location of the meeting.
- C. All meetings shall be open to all OCI members.

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## **ARTICLE VIII - 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 with the general practice of OA.

D. The maximum allowable annual donation to the Intergroup by OA members shall be set by World Service Office.

E. The acceptance of bequests or donations from any outside source is prohibited.

F. The Intergroup shall not accept the responsibility of 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 will be donated to Region 2 and the World Service Office on a regular basis as directed by the Intergroup.

### Section 3 - Disbursements

A. Contracts requiring disbursement of funds shall be approved by a majority vote of the seated Board members. Contracts shall be signed by the OCI Chair or the board committee chair responsible for the event. In the absence or incapacitation of the OCI Chair, approved contracts may be signed by the OCI Vice Chair, Secretary or Treasurer, in that order of preference.

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- B. Any document for disbursement of OCI funds must be signed by the OCI Treasurer and one (1) other authorized member of the OCI Board and no blank checks will be pre-signed. In the absence or incapacitation of the OCI Treasurer, disbursement documents may be signed by the OCI Chair, Vice Chair, or Secretary, in that order of preference, together with one (1) other authorized member of the OCI Board. As required by changes to the law in 2018, payroll tax reports and disbursement documents for payment of Federal and California payroll taxes may be processed electronically. For the OCI financial records, disbursement checks for payroll taxes will be prepared and signed as indicated in paragraph 1 of this section, but the payments shall be processed electronically.
- C. Board members authorized to sign disbursement documents shall consist of the officers designated in Bylaw Art.V, Sec. 1, the Office Liaison, and up to two other service board members designated by a majority vote of the officers.

### ARTICLE IX - PARLIAMENTARY AUTHORITY

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

### ARTICLE X - AMENDMENTS TO THESE BYLAWS

#### Section 1. - Proposing Amendments

An amendment to these Bylaws shall be proposed by voting member(s) of OCI in the form of a written resolution. Sufficient copies are to be provided so that each IR may take a copy back to his/her meeting for consideration by all members thereof.

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## Section 2. - Adopting Amendments

An amendment to these Bylaws may be adopted by approval of not less than two-thirds (2/3) of those members present and voting at a regularly scheduled IG meeting, no sooner than the next regularly scheduled meeting following its proper presentation to the IRS of the Intergroup.

## **ARTICLE XI - MAJOR POLICY MATTERS**

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

## **ARTICLE XII - DISSOLUTION**

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the World Service Office of Overeaters Anonymous, which is organized and operated exclusively for charitable, education, religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of this corporation 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 corporation 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.