

COMPULSIVE EATERS ANONYMOUS - HOW, INC.®

WORLD SERVICE ORGANIZATION



BYLAWS

www.ceahow.org
gso@ceahow.org
3371 Glendale Boulevard, Suite 104
Los Angeles CA 90039
323/660-4333

Updated November 15, 2023

Compulsive Eaters Anonymous - H.O.W. World Service Organization Bylaws
COMPULSIVE EATERS ANONYMOUS – HOW, Inc.
WORLD SERVICE ORGANIZATION
BYLAWS
November 15, 2023

Contents

COMPULSIVE EATERS ANONYMOUS – HOW, Inc.....	2
PART A. OPERATION OF THE CORPORATION.....	5
ARTICLE 1 - OFFICES.....	5
SECTION 1. PRINCIPAL OFFICE.....	5
SECTION 2. CHANGE OF ADDRESS.....	5
SECTION 3. OTHER OFFICES.....	5
ARTICLE 2 - PURPOSE.....	5
ARTICLE 3 - MEMBERS.....	6
ARTICLE 4 - BOARD OF DIRECTORS.....	6
SECTION 1. NUMBER.....	6
SECTION 2. CHARGE.....	6
SECTION 3. COMPOSITION.....	6
SECTION 4. POWERS.....	7
SECTION 5. DUTIES AND RESPONSIBILITIES.....	7
SECTION 6. EXECUTIVE COMMITTEE.....	8
SECTION 7. NOMINATING COMMITTEE.....	8
SECTION 8. BOARD LITERATURE COMMITTEE.....	8
SECTION 9. FINANCE COMMITTEE.....	9
SECTION 10. EDUCATION COMMITTEE.....	9
SECTION 11. PUBLIC OUTREACH COMMITTEE.....	9
SECTION 12. BYLAWS COMMITTEE.....	10
SECTION 13. OTHER COMMITTEES.....	10
SECTION 14. MEETINGS AND ACTION OF COMMITTEES.....	10
SECTION 15. TERM OF OFFICE.....	10
SECTION 16. COMPENSATION.....	11
SECTION 17. RESTRICTIONS REGARDING INTERESTED DIRECTORS.....	11
SECTION 18. QUALIFICATIONS.....	11
SECTION 19. RESIGNATION AND REMOVAL OF DIRECTORS.....	12
SECTION 20. PLACE OF MEETINGS.....	12
SECTION 21. REGULAR AND ANNUAL MEETINGS.....	12
SECTION 22. SPECIAL MEETINGS.....	12
SECTION 23. NOTICE OF MEETINGS.....	13
SECTION 24. CONTENTS OF NOTICE.....	13

SECTION 25. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS..... 13

SECTION 26. QUORUM FOR MEETINGS..... 13

SECTION 27. MAJORITY ACTION AS BOARD ACTION..... 14

SECTION 28. PROXY VOTING..... 14

SECTION 29. CONDUCT OF MEETINGS 14

SECTION 30. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING 15

SECTION 31. NOMINATION OF DIRECTORS..... 15

SECTION 32. ELECTION OF PARTICIPATING DIRECTORS 15

SECTION 33. APPOINTMENT OF NON-PARTICIPATING DIRECTORS..... 15

SECTION 34. VACANCIES..... 16

SECTION 35. NON-LIABILITY OF DIRECTORS..... 16

SECTION 36. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES
AND OTHER AGENTS 16

SECTION 37. INSURANCE FOR CORPORATE AGENTS..... 16

ARTICLE 5 – OFFICERS OF THE BOARD OF DIRECTORS..... 17

SECTION 1. NUMBER OF OFFICERS..... 17

SECTION 2. ELECTION..... 17

SECTION 3. TERM 17

SECTION 4. DUTIES OF CHAIR..... 17

SECTION 5. DUTIES OF VICE CHAIR..... 17

ARTICLE 6 – OFFICERS OF THE CORPORATION 17

SECTION 1. NUMBER OF OFFICERS..... 17

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE 18

SECTION 3. SUBORDINATE OFFICERS 18

SECTION 4. REMOVAL AND RESIGNATION 18

SECTION 5. VACANCIES..... 18

SECTION 6. DUTIES OF PRESIDENT..... 18

SECTION 7. DUTIES OF VICE PRESIDENT 19

SECTION 8. DUTIES OF SECRETARY 19

SECTION 9. DUTIES OF TREASURER..... 19

SECTION 10. PARLIAMENTARIAN 20

SECTION 11. COMPENSATION 20

ARTICLE 7 - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS 20

SECTION 1. EXECUTION OF INSTRUMENTS..... 20

SECTION 2. CHECKS AND NOTES 20

SECTION 3. DEPOSITS..... 21

SECTION 4. GIFTS 21

ARTICLE 8 - CORPORATE RECORDS, REPORTS, AND SEAL 21

SECTION 1. MAINTENANCE OF CORPORATE RECORDS..... 21

SECTION 2. CORPORATE SEAL..... 22

SECTION 3. DIRECTORS’ INSPECTION RIGHTS22

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS.....22

SECTION 5. ANNUAL REPORT22

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS22

ARTICLE 9 - FISCAL YEAR.....23

 SECTION 1. FISCAL YEAR OF THE CORPORATION23

ARTICLE 10 - AMENDMENT OF ARTICLES.....23

 SECTION 1. AMENDMENT OF ARTICLES OF INCORPORATION23

 SECTION 2. CERTAIN AMENDMENTS23

ARTICLE 11 - FINANCES.....23

 SECTION 1. PROCEDURE.....23

ARTICLE 12 - CORPORATE ASSETS24

ARTICLE 13 - BYLAW AMENDMENTS.....24

 SECTION 1. PROCEDURE.....24

PART B. PHILOSOPHY 26

ARTICLE 14 - TWELVE STEPS26

ARTICLE 15 - TWELVE TRADITIONS26

ARTICLE 16 - TWELVE CONCEPTS OF SERVICE27

ARTICLE 17 - THE CEA-HOW CONCEPT28

ARTICLE 18 - THE SEVEN TOOLS28

PART C. ORGANIZATIONAL STRUCTURE..... 30

ARTICLE 19 - CEA-HOW GROUPS.....30

 SECTION 1. FORMATION.....30

 SECTION 2. PURPOSE.....30

 SECTION 3. MEMBERSHIP30

 SECTION 4. REGISTRATION30

 SECTION 5. OPERATION.....30

ARTICLE 20 - INTERGROUPS.....31

 SECTION 1. FORMATION.....31

 SECTION 2. PURPOSE.....31

 SECTION 3. REGISTRATION32

 SECTION 4. OPERATION.....32

ARTICLE 21 - AREAS32

 SECTION 1. PURPOSE.....32

 SECTION 2. COMPOSITION33

 SECTION 3. AREA ASSEMBLIES33

 SECTION 4. GOVERNING BODY34

 SECTION 5. REGISTRATION34

 SECTION 6. OPERATION.....35

 SECTION 7. SELECTION OF DELEGATES.....35

ARTICLE 22 - WORLD SERVICE BUSINESS CONFERENCE36

SECTION 1. ANNUAL MEETING.....36

SECTION 2. SPECIAL MEETINGS36

SECTION 3. WSBC PARTICIPANTS36

SECTION 4. NOTICE.....37

SECTION 5. PRESIDING OFFICER38

SECTION 6. PARLIAMENTARY AUTHORITY38

SECTION 7. VOTING.....38

SECTION 8. CONFERENCE AGENDA.....38

ARTICLE 23 - CONFERENCE COMMITTEES.....38

SECTION 1. COMMITTEE APPOINTMENTS.....38

SECTION 2. WORLD SERVICE BUSINESS CONFERENCE COMMITTEE39

SECTION 3. CONFERENCE LITERATURE COMMITTEE39

SECTION 4. SPANISH LANGUAGE LITERATURE COMMITTEE39

SECTION 5. AGENDA COMMITTEE40

SECTION 6. FINANCE COMMITTEE.....40

SECTION 7. URGENT NEW BUSINESS COMMITTEE40

SECTION 8. CONFERENCE SUPPORT COMMITTEE40

SECTION 9. PUBLIC INFORMATION COMMITTEE41

SECTION 10. SPONSORSHIP COMMITTEE41

SECTION 11. WEBSITE COMMITTEE.....42

SECTION 12. EDUCATION COMMITTEE.....42

SECTION 13. OTHER CONFERENCE COMMITTEES.....43

SECTION 14. CONFERENCE COMMITTEE DELEGATE CHAIRS43

PART A. OPERATION OF THE CORPORATION

ARTICLE 1 - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at 10016 Pioneer Blvd., Suite 101, Santa Fe Springs, Los Angeles County, California 90670.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

5500 East Atherton Street, Suite 227B, Long Beach, Los Angeles County, California 90817-4017 Dated: March 1, 2000
3371 Glendale Boulevard, Suite 104, Los Angeles, Los Angeles County, CA 90039-1825 Dated: April 7, 2012

_____ Dated: _____, ____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places within or without the State of California where it is qualified to do business as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2 - PURPOSE

The specific aim and primary purpose of Compulsive Eaters Anonymous-HOW is to assist those persons who acknowledge their problem of eating compulsively and to aid them in the process of recovery from that disease. The general purpose and intent is to promote public and personal health and to work with and provide charitable and cultural assistance to those with the problems of compulsive eating and food addiction.

ARTICLE 3 - MEMBERS

SECTION 1. NO MEMBERS¹

This corporation makes no provision for members pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California. Any action, which would otherwise under law require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a maximum of thirteen (13) Directors and collectively they shall be known as the Board of Directors. The number of Directors may be changed by amendment of these Bylaws.

SECTION 2. CHARGE

The Board of Directors of Compulsive Eaters Anonymous-HOW, Inc. (“CEA-HOW”), has but one purpose, that of serving the Fellowship of CEA-HOW. It is an agency created and designated by the Fellowship to maintain services for those who are seeking through CEA-HOW the means for arresting the disease of compulsive eating through the application to their own lives, in whole or in part, of the Twelve Steps, Traditions, Concepts of Service, CEA-HOW Concept and Seven Tools, which constitute the recovery program upon which the Fellowship of CEA-HOW is founded. The Board of Directors of Compulsive Eaters Anonymous-HOW (hereinafter referred to as the “Board”) claims no proprietary right in the recovery program, the Twelve Steps, Traditions, Concepts of Service, CEA-HOW Concept and Seven Tools, because, as all spiritual truths, they may now be regarded as available to all mankind. However, because these Twelve Steps, Traditions, Concepts of Service, CEA-HOW Concept and Seven Tools have proven to constitute an effective spiritual basis for life which, if followed, arrests the disease of compulsive eating, the Board of Directors asserts the negative right of preventing, so far as it may within its power so to do, any modification, alteration, or extension of these Twelve Steps, Traditions, Concepts of Service, CEA-HOW Concept and Seven Tools, except at the insistence of the Fellowship of CEA-HOW in keeping with these Bylaws which may from time to time be amended.

SECTION 3. COMPOSITION

The Board of Directors shall consist of a maximum of thirteen (13) members: Eight (8) Participating Directors, three (3) Non-Participating Directors and the Founders, Rae Z. and Fred S². Should a Founder choose not to serve, such office shall be unfilled but not vacant. No other person shall be elected to replace either Founder. If a Founder desires to return to the Board after an absence, such Founder may resume his or her position upon receiving a majority vote of the Board of Directors at any regular or special

¹ Members” in this case is a legal term referring to individuals who have a financial or fiduciary interest in a corporation. “Membership” with regards to the fellowship is covered in Article 19, Section 3.

² Fred S. passed away March 13, 2004.

meeting. The Founders are subject to Section 17 below. The Board of Directors shall elect a Chair of the Board of Directors from among the Participating Directors annually. (See Article 4, Section 29(c).)

SECTION 4. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 5. DUTIES AND RESPONSIBILITIES

- a) Each Director shall serve and represent CEA-HOW as a whole. The members of the Board, subject to the law, are expected to exercise the powers vested in them in a manner consistent with the faith that permeates and guides the Fellowship of CEA-HOW, inspired by the Twelve Steps of CEA-HOW, in accordance with the Twelve Traditions, Twelve Concepts of Service and these Bylaws.
- b) Subject to the limitations of these Bylaws and to the Delegates at the World Service Business Conference, all powers exercised by the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:
 1. To act as guardians of the Twelve Steps, Twelve Traditions, Twelve Concepts of Service, the CEA-HOW Concept and Seven Tools, ensuring that they are not altered in any way, except as specified in Article 13 of these Bylaws.
 2. To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations not inconsistent with law, the Articles of Incorporation, these Bylaws, or the action of the Conference taken through the Delegates at the Conference.
 3. To designate a place within the United States for holding any meeting of the Delegates.
 4. To manage in such a manner as they deem best all funds and real or personal property received and acquired by the Corporation and to distribute, loan, or dispense with the same and the income.
 5. To call to the attention of any Group or Intergroup any violation of the Twelve Traditions which it believes the Group or Intergroup has made and to implement Conference policies, if any, intended to deal with such violations.
 6. To act as spokesperson for CEA-HOW in all matters affecting CEA-HOW as a whole.
 7. To provide for the development and distribution of CEA-HOW publications and translations.
 8. To furnish counsel and guidance to the member Groups and new Groups.
 9. To supervise and guide education and attraction efforts of CEA-HOW.
 10. To provide forums for the interchange of ideas and information among Groups and CEA-HOW service bodies.
 11. To be instrumental in carrying the CEA-HOW message of recovery to compulsive eaters.
 12. To perform such other duties as may be directed by the Delegates at the Conference.

13. To prepare and present an annual report to the Delegates at the Conference.

SECTION 6. EXECUTIVE COMMITTEE

a) The Executive Committee shall be composed of a minimum of six individuals: the Chair and Vice Chair of the Board, one other board member elected by the Board of Directors, the President, Treasurer, and Secretary of the Corporation, and the Executive Director. The Board of Directors may delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- 1) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of a two-thirds (2/3) majority vote of the Board of Directors.
- 2) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- 3) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- 4) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- 5) The expenditure of corporate funds to support a nominee for Director.

b) By a majority vote of the Board of Directors, the Board of Directors may at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below six (6) the number of members of the Executive Committee, elect Corporate officers to serve on the Executive Committee so long as the majority of members are Directors, and fill vacancies therein from members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

- c) The Executive Committee by a majority vote shall appoint the members of all committees of the Board of Directors.
- d) The executive Committee will provide support and guidance to the President of the Corporation.
- e) The Executive Committee will meet quarterly prior to the quarterly Board meeting.
- f) The President of the Corporation will be the Chair of the Executive Committee.

SECTION 7. NOMINATING COMMITTEE

The Nominating Committee shall propose to the Board of Directors two or three nominees for each Non-Participating Director vacancy that arises.

SECTION 8. BOARD LITERATURE COMMITTEE

- a) The Board Literature Committee shall review literature for adoption and shall make recommendations thereon to the Board of Directors.

³ This differentiates this committee specifically from the “Conference Literature Committee” with specific responsibilities.

- b) The Board Literature Committee shall oversee the development of literature upon direction from the Board of Directors.
- c) The Board Literature Committee shall propose literature development projects to the Board of Directors.
- d) The Board Literature Committee shall oversee publishing operations and report to the Board of Directors.
- e) The Board Literature Committee shall act as a liaison to the World Service Business Conference Literature and Policy Manual Committees.

SECTION 9. FINANCE COMMITTEE

- a) The Finance Committee shall review all finances and report to the Board of Directors as well as the World Service Business Conference.
- b) The Finance Committee shall act as a liaison to the World Service Business Conference Finance Committee.
- c) The Finance Committee shall supervise and review the assets of the corporation.
- d) The Finance Committee shall make recommendations to the Executive Committee and the Board of Directors regarding the use of the assets and procedures regarding the assets of the corporation.
- e) The chairman of the Finance Committee shall be the Treasurer of the corporation.
- f) The Finance Committee shall consist of a minimum of three members from the Board of Directors and officers of the corporation. The number of Board members shall exceed the number of officers.
- g) The Finance Committee shall meet quarterly prior to the quarterly board meeting.

SECTION 10. EDUCATION COMMITTEE

- a) The Education Committee shall communicate news throughout the organization.
- b) The Education Committee shall develop training and enrichment programs for Intergroups and Areas.
- c) The Education Committee shall act as a liaison to the World Service Business Conference Sponsorship Committee.

SECTION 11. PUBLIC OUTREACH COMMITTEE

- a) The Public Outreach Committee shall be comprised of 3-5 members consisting of the Board Education & Literature Committee Chairs, the World Service Business Conference Public Outreach Committee Chair and one to two (1-2) open positions.
- b) The Public Outreach Committee shall develop materials appropriate for public outreach and support Groups, Intergroups and Areas in their public outreach efforts.
- c) The Public Outreach Committee shall act as a liaison to the World Service Business Conference Public Information Committee.

SECTION 12. BYLAWS COMMITTEE

The Bylaws Committee shall continually review and propose changes and updates to the Bylaws as well as assisting with any editorial changes.

SECTION 13. OTHER COMMITTEES

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more committees, each of which shall be chaired by a Director or designated officer of the Corporation, to serve at the pleasure of the Board. Chairs of such committees shall be appointed by the Chair of the Board. The Chair, Vice Chair, and Treasurer shall be *ex officio* members of all such committees, entitled to voice and vote. Such other committees may consist of persons who are not also members of the Board. Such committees shall not exercise the authority of the Board. Any committee exercising authority of the Board must conform to California Nonprofit Public Benefit Corporation Law.

SECTION 14. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 15. TERM OF OFFICE

- a) Directors shall be elected at the annual World Service Business Conference meeting for a period of two (2) years. Directors may be elected for no more than two consecutive two-year terms. A person may be reelected as a Director after a two-year absence from the Board.
- b) In order to ensure a geographic fellowship representation, no Area may have more than four (4) Directors elected therefrom.
- c) In the event there are fewer than eight (8) Participating Directors as a result of subsection (b) above, said subsection shall be waived.
- d) The term of office of a newly elected Director shall commence immediately upon the close of the World Service Business Conference at which such Director was elected. [See Section 31(d)].
- e) Directors who are appointed to fill a vacancy between annual meetings of the World Service Business Conference may be elected at the following annual World Service Business Conference meeting for no more than two additional consecutive two-year terms.

SECTION 16. COMPENSATION

Directors shall serve without compensation. They may, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 5 of this Article.

SECTION 17. RESTRICTIONS REGARDING INTERESTED DIRECTORS

No persons serving on the Board may be interested persons⁴. For purposes of this Section, “interested persons” means either:

- 1) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable reimbursement paid to a Director as Director; or
- 2) Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 18. QUALIFICATIONS

- a) Participating Director nominees shall affirm on their Director application form that they:
 1. Have three (3) years in the Fellowship;
 2. Have two (2) years of service above the meeting level;
 3. Have attended as an Area Representative or World Service Business Conference Delegate at least one (1) Area Assembly or World Service Business Conference;
 4. Have two (2) years of continuous recovery in CEA-HOW as evidenced by two (2) years of continuous CEA-HOW abstinence;
 5. Are a qualified CEA-HOW Food, Inventory and Step Sponsor;
 6. Share an active relationship with their sponsor;
 7. Declare themselves to be practicing the Twelve Steps, CEA-HOW Concept, and Seven Tools to the best of their ability;
 8. Declare themselves to be practicing the Twelve Traditions and Twelve Concepts of Service;
 9. Within six (6) months of their Board election have completed and read to their sponsor the CEA-HOW Twelve Tradition Study Guide questions.
- b) Upon election, each Director shall make a commitment of adherence to the Twelve Steps, Twelve Traditions, Twelve Concepts of Service, CEA-HOW Concept, Seven Tools, and continual recovery including abstinence, and that he or she agrees to comply with and be bound by all terms and provisions of the prevailing CEA-HOW Bylaws.
- c) Non-Participating Directors shall not visibly conflict with the ideals of CEA-HOW.

⁴ Members of the CEA-HOW Board are volunteers. Allowing paid staff members to serve on the Board has, in the past, created issues and questions that have taken up too much valuable time to adjudicate.

SECTION 19. RESIGNATION AND REMOVAL OF DIRECTORS

- a) Any Directors may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation, in which case such resignation shall be effective at the time specified. Unless such resignation specifies otherwise, its acceptance by the Corporation shall not be necessary to make it effective. Any Director who advises the Board that he has returned to compulsive eating will be deemed to have resigned as of the time of receipt of such notice by the Board. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Article 3 of the California Nonprofit Public Benefit Corporation Law. If, within one term, a Director shall fail to attend two (2) meetings or fail to respond to two (2) written consents of the Board of Directors, without prior notification to the Secretary and good cause therefore, his office as Director may be declared vacant by a vote of a majority of all Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the established term of office expires.
- b) The Secretary shall report the lack of attendance to the Board Chair and the affected Director. The Board Chair will bring the matter to the Board for discussion and possible action.
- c) Any Director may be removed by a two-thirds (2/3) majority vote of the Board of Directors.
- d) Any Director may be removed by a two-thirds (2/3) majority vote of the Conference Delegates present and voting at the annual Conference.

SECTION 20. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, providing all Directors participating in such meeting can hear one another.

SECTION 21. REGULAR AND ANNUAL MEETINGS

The annual meeting of the Board of Directors shall be held immediately following the close of the World Service Business Conference. Quarterly meetings of the Board of Directors shall be held on the fourth Saturday of October, January, and April at 7:00 AM Pacific Time. All regular meetings may be rescheduled as needed by a majority vote of the Board of Directors at the meeting immediately prior to the rescheduled meeting.

SECTION 22. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chair of the Board, the President, the Vice President, the Secretary, or by any two (2) Directors, and such meetings shall be held at the place,

within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 23. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or other electronic means. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. If given by telephone or other electronic means, the notice shall be deemed to be delivered when electronically transmitted to the Director in a manner authorized by the Director. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 24. CONTENTS OF NOTICE

The purpose of any regular Board meeting need not be specified in the notice. The primary purpose of any Special Board Meeting shall be specified in the notice.

SECTION 25. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

SECTION 26. QUORUM FOR MEETINGS

- a) A quorum shall consist of a number equal to: fifty percent of all filled positions on the Board, plus one.
- b) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined in subsection a above, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.
- c) When a proposed meeting is not held due to a lack of quorum, notice of the time and place of the attempt to meet shall be as provided in Section 23 of this Article.
- d) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 27. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 28. PROXY VOTING

Directors entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after six (6) months from the date of its execution. No proxy shall be irrevocable and may be revoked by appearance of the Director who provided the proxy or by written revocation delivered to the Secretary of the Corporation or as provided by following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law. Proxies shall afford an opportunity for the Directors to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 29. CONDUCT OF MEETINGS

- a) Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, in the Chair's absence, by the Vice Chair of the Board, or in the Vice Chair's absence, by the Second Vice Chair of the Board, or in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board. If the Secretary is absent, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- b) Meetings shall be governed by the latest edition of *Robert's Rules of Order Newly Revised* as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.
- c) The Chair and the Vice Chair of the Board of Directors shall be elected by majority vote of the members of the Board of Directors at the annual meetings of the Board of Directors and shall serve one year. No individual shall serve as Chair for more than three (3) consecutive years.
- d) Meetings will be open to CEA-HOW participants who may observe but may not vote or speak unless the Board specifically invites comment. Meetings may be closed for confidential reasons.
- e) The first meeting of the Board of Directors after the election of Directors at the World Service Business Conference (see Section 13(a) above) shall be conducted as follows:
 1. The meeting shall be chaired temporarily by the highest ranking Board Member as follows: previous year's Chair, previous year's Vice-Chair, previous year's Second Vice Chair, a Founder, the longest serving Participating Board Member. In the event of a tie, the tie shall be broken by the flip of a coin or other random selection device.

2. Any vacancies in Participating or Non-Participating Directors shall be filled. Any person so selected, if in attendance, shall assume office immediately and shall participate in the meeting as a voting member.
3. The Board, now filled, shall elect a Chair of the Board of Directors. All Directors may participate in the election of the Chair.
4. Other business shall then be conducted.
5. To have closure of Board members who were not re-elected there will be a ceremony at the end of each World Service Business Conference.

SECTION 30. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 31. NOMINATION OF DIRECTORS

- a) Participating Directors:
The nominations for Participating Director shall be made by the Delegates to the World Service Business Conference at the World Service Business Conference.
- b) Non-Participating Directors:
The Nominating Committee shall propose to the Board of Directors two or three nominees for each Non-Participating Directors vacancy that arises.

SECTION 32. ELECTION OF PARTICIPATING DIRECTORS

- a) To be eligible for election, a nominee must be a Delegate at the World Service Business Conference.
- b) To be elected, each Director nominee must receive a majority vote of the Delegates present at the time of the election.
- c) If more than one ballot is necessary for any position, any candidate receiving less than one-fifth (1/5) of the total vote will be withdrawn automatically on subsequent ballots, except that the top two (2) candidates must remain. If no candidate has less than one-fifth (1/5) of the votes, the candidate with the lowest number of votes shall be dropped from each successive ballot until all vacancies are filled.
- d) The newly elected Directors shall take office immediately at the conclusion of the Conference.

SECTION 33. APPOINTMENT OF NON-PARTICIPATING DIRECTORS

In order to obtain representation of outside views and important disciplines, Non-Participating Directors shall be appointed by majority vote of the Board of Directors for a two year term.

SECTION 34. VACANCIES

- a) Participating Directors:
 - 1. Vacancies occurring among the Participating Directors shall be filled by the Board of Directors to serve until the conclusion of the next World Service Business Conference.
 - 2. Vacancies occurring 120 days or less before a Conference shall be filled by election at the upcoming Conference.
- b) Non-Participating Directors. Vacancies occurring among the Non-Participating Directors shall be filled by the Board of Directors to serve until the conclusion of the term of the vacant position. See Section 29(b) and Section 31.

SECTION 35. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 36. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- a) To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 37. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5 – OFFICERS OF THE BOARD OF DIRECTORS

SECTION 1. NUMBER OF OFFICERS

Officers of the Board of Directors (“Board Officers”) shall be a Chair and Vice Chair. A First and Second Vice Chair may be elected if desired.

SECTION 2. ELECTION

Board Officers shall be elected by the Board from among the Directors at its annual meeting.

SECTION 3. TERM

Board Officers shall be elected for one-year terms. No Director shall serve in any one office for more than three (3) consecutive one-year terms.

SECTION 4. DUTIES OF CHAIR

The Chair shall prepare the agenda for each board meeting and preside over the board meetings, and shall ensure follow-through on all matters delegated or arising from the board meetings. The Chair shall ensure that all communications and all matters that come before the Board are distributed to all Board members for discussion and timely resolution. He or she shall solicit and provide to all Board members such information as may be required by the Board to make prudent decisions for the good of the Fellowship, and shall ensure that all such matters that come before the Board are appropriately and timely resolved. The Chair shall carry out all duties as specified in Part C, Article 22, of these Bylaws or by those Bylaws which may be prescribed from time to time by the Board of Directors. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, or by these Bylaws, or by those Bylaws which may be prescribed from time to time by the Board of Directors.

SECTION 5. DUTIES OF VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. In the absence or inability or refusal to act of the First Vice Chair, the Second Vice Chair, if any, shall perform all the duties of the First Vice Chair and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

ARTICLE 6 – OFFICERS OF THE CORPORATION

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation (“Corporate Officers”) shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither Secretary nor the Treasurer may serve as the President or Chair of the Board. The Executive Committee will provide support and guidance to the President of the Corporation.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

- a) Any person may serve as a Corporate Officer; however, at the Board's discretion, it may require that the Treasurer be elected from among the Directors.
- b) No Corporate Officer shall visibly conflict with the ideals of CEA-HOW.
- c) Corporate Officers shall be elected by the Board of Directors at any time.
- d) Each Corporate Officer will be limited to four (4) consecutive two (2) year terms, subject to the other By-law provisions regarding removal from office. Further, Corporate Officers who reach the term limits, may be returned to a Corporate Office position following the usual process, after a two-year hiatus.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such officers or agents as it may deem desirable, and such officers shall serve terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. No such officer or agent will visibly conflict with the ideals of CEA-HOW.

SECTION 4. REMOVAL AND RESIGNATION

Any Corporate Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Corporate Officer shall be filled by appointment of the Board of Directors. In the event of a vacancy in any corporate office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Corporate Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Corporate Officers and employees. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or by those Bylaws which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- 1) Certify and keep at the principal office of the corporation the original or a copy of, these Bylaws as amended or otherwise altered to date.
- 2) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceeding thereof.
- 3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- 4) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- 5) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the corporation.
- 6) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provision of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

- 1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- 2) Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.
- 3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper voucher for such disbursements.
- 4) Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- 5) Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

- 6) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- 7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 8) In general, perform all duties to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. PARLIAMENTARIAN

The Board of Directors may appoint a Parliamentarian to serve as its expert and arbitrator of parliamentary rules and procedures. If a Parliamentarian is appointed by the Board, the Parliamentarian shall make editorial changes to these Bylaws so long as they do not alter the meaning of the Bylaws, but merely clarify these Bylaws or bring them into conformity with law or the Articles of Incorporation. The Parliamentarian shall directly mail notice of any such editorial change to each Director. The Parliamentarian may not participate in any substantive deliberations of the Board nor vote on any action of the Board.

SECTION 11. COMPENSATION

Corporate Officers who are Directors of the corporation shall serve without compensation. The salaries of the Corporate Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 7 - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority by any contract to engage or pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

- a. Except as otherwise required by law or specifically determined by resolution of the Board of Directors, any contracts, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be authorized by the President and Treasurer of the Corporation.

The President and Treasurer as authorized signers on the accounts of the corporation and upon resolution of the Executive Committee may provide delegated authority to an individual or

individuals for the disbursement of funds after they have obtained authorization of the President and Treasurer. Authorization shall be provided by way of signature, and/or may be transmitted via electronic means including email or facsimile.

1. Authorize the Corporation to engage in activities other than as set forth in Article 7, Section 2
2. Approve capital and operating budgets
3. Approve any borrowing;
4. Approve any leases;
5. Approve non-budgeted operational or capital expenditure in excess of \$1000 per expenditure. Affirmative vote of a majority of the Executive Committee will be necessary to approve non-budgeted operational or capital expenditures between \$500 and \$999 per expenditure and will not require Board vote;
6. Approve methods of which receipt or disbursement or monies are to be made.

b) The Executive Committee of the Board of CEA HOW, Inc. resolves to provide delegated authority to the Office Manager to sign checks and otherwise disburse funds for budgeted items by approved methods after receiving authorization from the President and Treasurer. Checks and other disbursements over \$499 will also require the countersignature of the President of the Corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation unrestricted contributions up to Ten thousand dollars (\$10,000) per year from individuals who have been participants in CEA-HOW. Contributions will not be publicly recognized.

ARTICLE 8 - CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the State of California:

- 1) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- 3) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts. The corporation may charge anyone who requests a copy of any record open to inspection. The corporation may decline to provide a copy.

SECTION 5. ANNUAL REPORT

- a) The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. Such report shall contain the following information in appropriate detail:
 - 1) The assets and liabilities, including trust funds, of the corporation as of the end of the fiscal year;
 - 2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - 3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - 4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
 - 5) Any information required by Section 6 of this Article.
- b) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statement were prepared without audit from the books and records of the corporation.
- c) The annual report shall be included in the report to delegates at the next World Service Business Conference.

SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

- a) This corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - 1) Any Officer of the corporation, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest).

- b) The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).
- c) Similarly, the statement need only be provided with respect to indemnification's or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.
- d) Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 9 - FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

Beginning January 1, 2014, the corporation's fiscal year is January 1 to December 31. The corporation shall have a partial fiscal year from July 1, 2013, to December 31, 2013.

ARTICLE 10 - AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment of the Articles of Incorporation may be adopted by 3/4 approval of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 11 - FINANCES

SECTION 1. PROCEDURE

- a) Accounting procedures shall follow all generally accepted accounting principles for nonprofits. Financial statements will be audited pursuant to requirements of state and/or federal governments. The WSO Executive Committee may request an audit of the financial statements.

- b) Financial statements to the World Service Business Conference shall be clear and easy to understand to prevent confusion and misinterpretations.
- c) Any Delegate or Director is entitled to examine the accounting records of the World Service Office and any question concerning the finances is to be answered promptly by staff.

ARTICLE 12 - CORPORATE ASSETS

No Delegate to the Conference or participant of any local Group which is associated with CEA-HOW and no Director, officer or employee or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any earnings or pecuniary profit from the operations of the Corporation; provided that this shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the assets upon the dissolution of the Corporation. All Delegates to the Conference and all participants of local Groups which are associated with CEA-HOW shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after all debts have been paid, shall be divided and paid over in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE 13 - BYLAW AMENDMENTS

SECTION 1. PROCEDURE

- a) The Board of Directors may amend Part A (Articles 1 through 11) of these Bylaws by a 2/3 majority vote of the Directors present and voting provided a quorum is present and that the amendment has been given in writing thirty-five (35) days prior to the next board meeting. Seven-eight (7/8) vote of the board is required for any amendment provided at least one hour prior to the vote⁵. Proxies are not permitted for Bylaw amendment purposes.
- b) Amendments to Part A Article 13 of these Bylaws may be adopted if, in addition to subsection “a” above, they are ratified by 2/3 of the Delegates present and voting at the annual World Service Business Conference. The vote to adopt by the Delegates may occur prior or subsequent to the vote of the Board of Directors.
- c) Amendments to Part B (Article 14 (Twelve Steps), Article 15 (Twelve Traditions), Article 16 (Twelve Concepts of Service), Article 17 (CEA-HOW Concept) and Article 18 (Seven Tools)) of these Bylaws may only be adopted if, in addition to “a” above, they are ratified by 2/3 of the Delegates present and voting at the annual World Service Business Conference and then⁶ three-fourths (3/4) of the registered CEA-HOW Groups responding within six (6) months of notification, provided at least fifty (50%) percent of the registered Groups have responded.

⁵ These are the Articles that pertain specifically to the Board.

⁶ Gives the Conference the right to discuss any changes of this type in as broad a forum as possible.

- d) Amendments to Part C (Articles 19 through 23) of these Bylaws may only be adopted if, in addition to “a” above, they are ratified by 2/3 of the Delegates present and voting at the annual World Service Business Conference. The vote to adopt by the Delegates may occur prior or subsequent to the vote of the Board of Directors. Notification of such amendments must be submitted to all registered Delegates no less than 14 days prior to the opening of the World Service Business Conference. Notification may, however, be waived by ¾ of the Delegates present and voting at the annual World Service Business Conference.
- e) Each Director must be notified of any editorial changes to these Bylaws by the Parliamentarian. Such editorial changes shall be effective thirty days after mailing of such notice unless an objection is received in writing from three Directors by the Secretary.
- f) An annual report of amendments to Articles 1 through 11 of these Bylaws shall be provided to the Delegates at each World Service Business Conference⁷.
- g) Amendments to Part A of these Bylaws shall be effective as of the date of approval by the Board of Directors, except as otherwise specified. Amendments to Part B of these Bylaws shall be effective on the date stated in the motion to amend. Amendments to Part C of these Bylaws shall be effective at the close of the World Service Business Conference at which they are approved, except as otherwise specified.

⁷ These are the Articles that pertain specifically to the groups and the service structure.

PART B. PHILOSOPHY

ARTICLE 14 - 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 eaters, and to practice these principles in all our affairs.

ARTICLE 15 - TWELVE TRADITIONS

1. Our common welfare should come first; personal recovery depends upon CEA-HOW 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 CEA-HOW membership is a desire to stop eating compulsively.
4. Each group should be autonomous except in matters affecting other groups or CEA-HOW as a whole.
5. Each group has but one primary purpose— to carry its message to the compulsive eater who still suffers.
6. A CEA-HOW group ought never endorse, finance, or lend the CEA-HOW name to any related facility or outside enterprise, lest problems of money, property, and prestige divert us from our primary purpose.
7. Every CEA-HOW group ought to be fully self-supporting, declining outside contributions.
8. Compulsive Eaters Anonymous-HOW should remain forever non-professional, but our service centers may employ special workers.
9. CEA-HOW, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.

10. Compulsive Eaters Anonymous-HOW has no opinion on outside issues; hence the CEA-HOW name ought never to 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 and other public media of communication.
12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

ARTICLE 16 - TWELVE CONCEPTS OF SERVICE

1. The ultimate responsibility and authority for CEA-HOW general services resides in the collective conscience of our Fellowship.
2. The CEA-HOW Groups have delegated to the World Service Business Conference the active maintenance of our services; thus, the World Service Business Conference is the voice, authority and effective conscience of CEA-HOW as a whole.
3. The Right of Decision, based on trust, makes effective leadership possible.
4. Throughout the service structure, we ought to maintain at all responsible levels a traditional "Right of Participation," taking care that each classification or Group of our world servants shall be allowed a voting representation in reasonable proportion to the responsibility that each must discharge.
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 Directors with the primary responsibility for the administration of CEA-HOW
7. The Board of Directors has legal rights and responsibilities accorded to them by CEA-HOW Bylaws; the rights and responsibilities of the World Service Business Conference are accorded to it by tradition.
8. The Board of Directors may delegate to its Executive Committee the responsibility of overseeing 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. Every service responsibility should be matched by an equal service authority - the scope of such authority always to be defined well whether by tradition, by resolution, by specific job description or by appropriate bylaws.
11. Directors' administration of the World Service Office should be assisted by the best standing committees, executives, staffs, and consultants.
12. The spiritual foundation of CEA-HOW service ensures that:
 - a) No CEA-HOW committee or service body shall ever become the seat of perilous wealth or power;
 - b) Sufficient operating funds, plus an ample reserve, shall be CEA-HOW's prudent financial principle;
 - c) No CEA-HOW member shall ever be placed in a position of unqualified authority;

- d) All important decisions shall be reached by discussion, by vote, and whenever possible, by consensus;
- e) No service action shall ever be personally punitive or incite public controversy; and
- f) No CEA-HOW service committee or service Board shall ever perform any acts of government and each shall always remain democratic in thought and action.

ARTICLE 17 - THE CEA-HOW CONCEPT

The Compulsive Eaters Anonymous-HOW Concept has been formed to offer the compulsive eater who accepts the Twelve Steps and Twelve Traditions as a program of recovery a disciplined and structured approach. The CEA-HOW Groups have been formed in the belief that our disease is absolute and therefore only absolute acceptance of the CEA-HOW Concept will offer any sustained abstinence to those of us whose compulsion has reached a critical level.

Therefore, the CEA-HOW plan of eating, steps, traditions and tools of recovery are not suggested. Rather, we accept them as requirements for our recovery.

Meetings are dedicated to the concept of remaining Honest, Open-minded, and Willing to listen—this is the HOW of the program. We pray that the collective group conscience and love that these ideals offer us will promote a strong sense of security that will enable us to experience a new unity and wholeness with all those around us and that the CEA-HOW ideal will help us to progress in our program of recovery on a daily basis.

To be certain, much of our strength is found in the structure of meetings and in the daily adherence to the program as it is written in our literature.

Each Group also firmly understands that after our recovery has begun through abstinence and the taking of the first three steps, our further surrender to the additional steps of recovery offers us a promise of happiness, contentment, and achievement in all areas of our lives.

We ensure our continued and sustained abstinence from compulsive eating by being forever aware that God is doing for us what we have never been able to do for ourselves.

May God, as each of us understands Him, open our minds and hearts to the love which is manifest in this room. Amen.

ARTICLE 18 - THE SEVEN TOOLS

1. **CEA-HOW ABSTINENCE FOOD PLAN:** Three meals daily, weighed and measured, with nothing between except diet soda, no-calorie beverages, and sugar-free gum. Food is written down, called in, and committed, so we can get on with our recovery and "out" of the food. It is recommended that you obtain your physician's or health care professional's approval before beginning your abstinence using the CEA-HOW food plan. Any recommendations your physician or health care professional makes will be accepted.
2. **LITERATURE & WRITING:** We use Alcoholics Anonymous' "The Big Book" and A.A.'s "Twelve Steps and Twelve Traditions" as tools of examination and release. Our writing assignments for the first 30 days are taken from them. When we substitute the words "compulsive eater" for "alcoholic" and "food" for "alcohol", we feel we identify absolutely. We believe that negative thinking is a large part of our disease, so we are learning, one day at a time, to abstain from negative thinking.

3. **ANONYMITY:** Who you see here, what you hear here, when you leave here, let it stay here. When we meet another member in the outside world, we do not mention that they are members of CEA-HOW.
4. **TELEPHONE CALLS:** We are required to make four calls a day—one to our sponsor and three to other CEA-HOW members. The phone is like a lifeline; we need the contact; it can be like a mini-meeting.
5. **MEETINGS:** We must attend three meetings a week. Those members who have at least 30 days of continuous CEA-HOW abstinence may pitch. Those members who have at least seven days of continuous CEA-HOW abstinence may pitch if their pitching has been discussed with their sponsor.
6. **SERVICE:** Service is abstinence—the greatest service to ourselves. Service is coming to meetings on time; being a leader or speaker; volunteering to be a service person such as a program chairperson, coffee person, treasurer, secretary, literature person, intergroup representative, etc. Service is CEA-HOW. Service is putting away chairs when necessary, picking up after the meeting, being quiet when a member is sharing. Service is one way to get involved in the program. Service is needed at all levels and at every meeting. Service is giving of ourselves to help CEA-HOW continue to function. Let's all get involved to help CEA-HOW, because we all know that: Service is freedom from bondage of self.
7. **SPONSORSHIP:** A sponsor is a compulsive eater who -- thank God -- has 30 days of back-to-back CEA-HOW abstinence. A sponsor will help you work through the 12 Steps. Everyone in CEA-HOW is sponsored according to the same guidelines. Sponsors **MUST** have 30 days of abstinence, have completed 30 days of questions, and have taken the first three steps.

PART C. ORGANIZATIONAL STRUCTURE

ARTICLE 19 - CEA-HOW GROUPS

SECTION 1. FORMATION

A Group may be formed by two (2) or more persons meeting together who have a desire to stop eating compulsively. A Group will hold meetings: in the same physical location (Face to Face); through some electronic means such as telephonic, video conferencing or other remote meeting technology (Virtual) or both (Hybrid).

SECTION 2. PURPOSE

Groups hold meetings to practice the Twelve Steps, Twelve Traditions, the CEA-HOW Concept and the Seven Tools of Compulsive Eaters Anonymous-HOW.

SECTION 3. MEMBERSHIP

- a) This corporation may have associated with it persons who are not members of the Corporation within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law, but who may be referred to as “members of Compulsive Eaters Anonymous-HOW” or “members.” The identity, rights, and privileges of such “members” with respect to the Corporation shall be as set forth in these Bylaws.
- b) Any person who has the desire to stop eating compulsively may become a member of Compulsive Eaters Anonymous – HOW.

SECTION 4. REGISTRATION

- a) A Group must be registered with the World Service Office. Registration consists of submission of a form indicating the Group’s meeting type (i.e., Face to Face, Virtual or Hybrid) and format, location (physical address and/or virtual address etc.), meeting day and time, approved Intergroup affiliation, meeting contact person (including name, address, phone number and e-mail address), Intergroup contact person (including name, phone number, e-mail address and intergroup position), and subscription to the CEA-HOW philosophy and by-laws, including Article 19.
- b) A copy of these by-laws, at a price not to exceed the cost of providing such copy including postage and handling, shall be provided to anyone interested in forming a Group or who has formed a Group.

SECTION 5. OPERATION

- a) A Group may place no qualification or prerequisite on any individual who desires to attend a meeting or participate in the Group other than a willingness to follow the CEA-HOW philosophy. Failure to follow the CEA-HOW philosophy or to complete any aspect of the CEA-HOW program shall not be grounds for expulsion, discipline, or censure. The Group does not expect perfection, but only strives to support effort.
- b) No official, legal, or written form of organization is required. No record of membership is allowed.

Changes in any of the meeting registration information as outlined in Article 19, Section 4 must be reported to the WSO within two weeks.

- c) CEA-HOW Inc. is not and shall not be responsible for any act, omission, or debt of any Group or participant.
- d) Any surplus revenues collected by the group shall be distributed as follows: 50% to the Intergroup, 30% to the World Service Office, and 20% to the Area Assemblies. Should the group request that the Intergroup forward their World Service Office and Area Assembly contributions, the Intergroup shall forward the entire 30% received on behalf of the World Service Office to WSO and the entire 20% received on behalf of the Area Assembly to the Area Assembly. No deductions from those monies will be made by the Intergroup to cover Intergroup fees, expenses, or prudent reserve, nor shall the Intergroup delay forwarding these funds for an extended period of time.
- e) No Group may have an affiliation with any other organization than CEA-HOW. No Group may sponsor, endorse, or promote any other organization, product, service, or company.
- f) Any Group which involves CEA-HOW, Inc. in any dispute, legal process, or litigation must reimburse CEA-HOW, Inc. for any legal expenses incurred, any damages incurred, or any settlements or awards paid.

ARTICLE 20 - INTERGROUPS

SECTION 1. FORMATION

- a) Two (2) or more Groups within a state or in geographic proximity of each other may form an Intergroup for the purpose of serving and representing the Groups of which they are composed. Intergroups comprised solely of Virtual Groups may affiliate with a Geographic or Virtual Area. All new Intergroups must be approved by the Area prior to submission of the Intergroup formation request to WSO.
- b) Each state, country or Area, as defined in Article 21, should have, but are not required to have, at least one (1) geographic Intergroup. In states, countries or Areas having only one Group, that Group may function as an Intergroup.
- c) No Group may be registered with more than one CEA-HOW Intergroup. Face to Face and Hybrid Groups should register with the geographic Intergroup in its nearest geographic or state or municipal vicinity and in no event outside its Area as defined by these Bylaws upon the Intergroup's approval. Applications for exceptions can be made to the Board of Directors.
- d) Should a Face to Face or Hybrid Group choose not to be affiliated with an Intergroup, it shall be deemed to be affiliated with the geographic Area in which it exists or if a Virtual Group with a Geographic Area or the Virtual Area upon Area approval.

SECTION 2. PURPOSE

The purposes of the Intergroup are to act as guardian of CEA-HOW's Twelve Steps, Twelve Traditions, Twelve Concepts of Service, the CEA-HOW Concept, and the Seven Tools; to provide service and support to member Groups; to facilitate group formation; to distribute CEA-HOW literature; to facilitate communication and participation in the CEA-HOW organizational structure; to facilitate discussion and resolution of local issues; and to arbitrate disputes therein. Matters which affect CEA-HOW as a whole shall be addressed by the Board of Directors.

SECTION 3. REGISTRATION

- a) Each Intergroup shall be duly registered with the World Service Office of Compulsive Eaters Anonymous-HOW upon approval of the Board of Directors of the Intergroup's Bylaws and/or a Summary of its Purpose and Operating Procedures if Bylaws have not been adopted yet. Each Intergroup must submit the list of all Groups it represents. For approval, the Bylaws must exactly conform with CEA-HOW's Twelve Steps, Twelve Traditions, Twelve Concepts of Service, The CEA-HOW Concept, the Seven Tools, and Article 20 of these by-laws.
- b) An Intergroup must be formally registered, along with the Representatives of the Intergroup, with the WSO and the Area no later than December 1st to send Representatives to the current Assembly. (See Article 21, Section 3 (f) for qualifications and selection of Representatives.)

SECTION 4. OPERATION

- a) Any Intergroup which fails to make a good faith effort to comply with the CEA-HOW philosophy or which intentionally modifies or formally alters the CEA-HOW philosophy may be unregistered by a majority vote of the Board of Directors of the Corporation.
- b) CEA-HOW, Inc. is not responsible for any act, omission, or debt of an Intergroup.
- c) CEA-HOW, Inc. is not responsible for oversight, discipline, or management of any Intergroup. CEA-HOW, Inc. (through a request made by the Board of Directors or any duly authorized officer or employee) may require a report, explanation, accounting, or formal audit of any aspect of any operation of an Intergroup.
- d) Any officer or Director of the Corporation may attend any meeting of the Intergroup to observe and comment but may not vote (unless they otherwise hold a voting position).
- e) CEA-HOW, Inc. may comment or make a recommendation with respect to any aspect of the operation of an Intergroup including the performance, action, or status of any officer or employee of the Intergroup. Such comment or recommendation may be oral or written and may be made to the leadership of the Intergroup, to any employee of the Intergroup, to any member group of the Intergroup, to the Area or other organization to which the Intergroup belongs, to any other CEA-HOW Group, Intergroup, Area, or other CEA-HOW organization, to any other interested party, to any appropriate regulatory authority, or to the public as may be advisable in CEA-HOW's sole discretion without any liability on behalf of CEA-HOW, Inc. Any individual associated with CEA-HOW, Inc. who wrongfully, intentionally, and maliciously abuses this right to comment and make recommendations shall be solely liable as an individual under the law. Any comment or recommendation made in good faith to remedy a perceived problem or to prevent any possible harm or problem shall not be grounds for liability.
- f) Any Intergroup which involves CEA-HOW, Inc. in any dispute, legal process, or litigation must reimburse CEA-HOW, Inc. for any legal expenses incurred, any damages incurred, or any settlements or awards paid.

ARTICLE 21 - AREAS

SECTION 1. PURPOSE

The purposes of the Area are to act as guardian of CEA-HOW's Twelve Steps, Twelve Traditions, Twelve Concepts of Service, CEA-HOW Concept, and the Seven Tools; to conduct the Area assemblies;

to facilitate Intergroup formation; to facilitate communication and participation in the CEA-HOW organization structure; to provide service and support to member Intergroups and unaffiliated groups in the Area; to facilitate discussion and resolution of Area issues. Matters which affect CEA-HOW as a whole shall be addressed by the Board of Directors.

SECTION 2. COMPOSITION

- a) Areas shall be composed of Intergroups and Groups unaffiliated with an Intergroup within an Area's defined boundaries.
- b) Current recognized Areas are:
 - 1. Area 1 is composed of Alaska, California, Hawaii, Oregon, and Washington.
 - 2. Area 2 is composed of Arizona, Colorado, Kansas, Nebraska, Nevada, New Mexico, North Dakota, Idaho, Montana, Oklahoma, South Dakota, Texas, Utah, and Wyoming.
 - 3. Area 3 is composed of Indiana, Illinois, Iowa, Kentucky, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.
 - 4. Area 4 is composed of Connecticut, Delaware, District of Columbia, Maryland, Massachusetts, New Jersey, New Hampshire, New York, Maine, Pennsylvania, Rhode Island, Vermont, Virginia, and West Virginia.
 - 5. Area 5 is composed of Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, and the Virgin Islands.
 - 6. Area 6 is composed of Mexico
 - 7. Area 7 is composed of all countries outside the United States not included in Areas 6, 8 and 9.
 - 8. Area 8 is composed of Australia, New Zealand, and Pacific Rim countries.
 - 9. Area 9 is composed of Canada.
 - 10. Area 10 is composed of one or more Virtual Intergroups i.e., telephonic, video, conferencing or other remote meeting technology.
- c) Intergroups within a state or territory may petition the Board of Directors for transfer to another Area that is geographically more convenient.
- d) Geographically contiguous Intergroups outside the United States and its territories may petition the Board of Directors to form an Area.
- e) Intergroups sharing a common language outside the United States and its territories may also petition the Board of Directors to form an Area.

SECTION 3. AREA ASSEMBLIES

- a) The purpose of the Assembly is to:
 - 1. Disseminate news and other information from the World Service Business Conference to its Intergroups;
 - 2. Select Delegates to the World Service Business Conference; and
 - 3. Address local concerns and, wherever possible and within the guidelines of these Bylaws, facilitate solutions.

- b) At least one annual meeting will be sponsored by each Area, which shall be known as an Area Assembly. Notice of the Assembly and all special meetings shall be given to each member Intergroup by mail, fax or other electronic means. Such notice shall be sent no less than sixty (60) days before each meeting and shall specify the place, day and hour of the meeting and shall state the general nature of the business to be considered at such meeting.
- c) Time and location of each meeting shall be determined at the previous Area Assembly's meeting.
- d) The voting Representatives chosen in accordance with Section 3(f) to attend the Area Assemblies shall be called "Area Representatives" or "ARs" and are as follows:
 - 1. Representatives from Intergroups within the area.
 - 2. Representatives from unaffiliated Groups.
 - 3. Members of the Area Governing Body.
- e) Any officer or Director of the Corporation or the Executive Director of the World Service Office may attend any Area Assembly or other Area meeting and may observe and comment but may not vote (unless they otherwise hold a voting position).
- f) Qualifications/Selection
 - 1. Qualifications for selection of ARs and alternates shall be set by each Intergroup. Each AR shall have at least one year of service above the Group level. (Permission for any exception in qualification may be granted at the sole discretion of the Area Governing Body.)
 - 2. Each Intergroup shall be entitled to have one (1) qualified AR for up to the first seven (7) Groups it represents and one (1) for each additional ten (10) Groups or any fraction thereof.
 - 3. ARs and alternates should be selected no later than November 1st and the names forwarded immediately upon selection to the Area Chair.
 - 4. If an Intergroup does not select its ARs or alternates or fails to inform the Area Chair before the Assembly, such ARs or alternates may appear with evidence of their due selection deemed credible by the Area Chair and such ARs or alternates shall be seated.
- g) Presiding Officer

All meetings of ARs shall be presided over by the Area Assembly's Chair. In the absence of the Chair, the Vice Chair shall preside over the meeting of the Representatives.
- h) Parliamentary Authority

All meetings of the ARs shall be conducted in accordance with the latest edition of *Robert's Rules of Order Newly Revised* where not in conflict with the law, Articles of Incorporation, these Bylaws, and special rules that ARs may adopt.

SECTION 4. GOVERNING BODY

Each Area Assembly shall be self-governing and shall organize itself.

SECTION 5. REGISTRATION

- a) Each Area shall be duly registered with the World Service Office of Compulsive Eaters Anonymous-HOW upon approval of the Board of Directors of the Area's Bylaws and the list of all the Intergroups

it represents. For approval, the Bylaws must exactly conform with CEA-HOW's Twelve Steps, Twelve Traditions, Twelve Concepts of Service, The CEA-HOW Concept, the Seven Tools, and Article 21 of these by-laws.

- b) An Area and its delegate(s) must be formally registered with the WSO ninety (90) days prior to the opening of a World Service Conference to send Delegates to the current World Service Business Conference.

SECTION 6. OPERATION

- a) Any Area Assembly which fails to make a good faith effort to comply with the CEA-HOW philosophy or which intentionally modifies or formally alters the CEA-HOW philosophy may be unregistered by a majority vote of the Board of Directors of the Corporation.
- b) CEA-HOW, Inc. is not responsible for any act, omission, or debt of an Area Assembly.
- c) CEA-HOW, Inc. is not responsible for oversight, discipline, or management of any Area Assembly. CEA-HOW, Inc. (through a request made by the Board of Directors or any duly authorized officer or employee) may require a report, explanation, accounting, or formal audit of any aspect of any operation of an Area Assembly.
- d) Any officer or Director of the Corporation may attend any meeting of the Area Assembly to observe and comment but may not vote (unless they otherwise hold a voting position).
- e) CEA-HOW, Inc. may comment or make a recommendation with respect to any aspect of the operation of an Area Assembly including the performance, action, or status of any officer or employee of the Area Assembly. Such comment or recommendation may be oral or written and may be made to the leadership of the Area Assembly, to any employee of the Area Assembly, to any member group of the Area Assembly, to any other organization to which the Area Assembly belongs, to any other CEA-HOW Group, Intergroup, Area Assembly, or other CEA-HOW organization, to any other interested party, to any appropriate regulatory authority, or to the public as may be advisable in CEA-HOW's sole discretion without any liability on behalf of CEA-HOW, Inc. Any individual associated with CEA-HOW, Inc. who wrongfully, intentionally, and maliciously abuses this right to comment and make recommendations shall be solely liable as an individual under the law. Any comment or recommendation made in good faith to remedy a perceived problem or to prevent any possible harm or problem shall not be grounds for liability.
- f) Any Area Assembly which involves CEA-HOW, Inc. in any dispute, legal process, or litigation must reimburse CEA-HOW, Inc. for any legal expenses incurred, any damages incurred, or any settlements or awards paid.

SECTION 7. SELECTION OF DELEGATES

- a) Area Assemblies shall regularly elect its Delegates to the World Service Business Conference every two years on even numbered years.
- b) Any vacancy which arises shall be filled by appointment by the Governing Board of the Area to serve until the next regular election.
- c) Delegates may not serve for more than eight (8) consecutive years. Delegates may be re-elected after a two year absence from office.

ARTICLE 22 - WORLD SERVICE BUSINESS CONFERENCE

SECTION 1. ANNUAL MEETING

- a) Purpose. The Corporation shall sponsor at least one meeting of the Delegates of the members, which shall be known as the World Service Business Conference (hereafter may be referred to as the “Conference”). The Conference shall serve as the collective conscience of the CEA-HOW Fellowship as a whole.
- b) Time and Location. The time and location shall be determined by the Board of Directors. See Article 4, Section 5, subsection b) 3.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Delegates for any purpose may be called at any time by the Chair of the Board of Directors of CEA-HOW, Inc. or by a majority of the Board of Directors. [Note: Section 4 below.] Any Special Meeting may be held by conference telephone or similar communications equipment, provided all Delegates participating in such meeting are able to communicate with one another.

SECTION 3. WSBC PARTICIPANTS

- a) Voting WSBC Participants shall consist of the following persons chosen in accordance with subsection (c) below.
 - 1. Delegates from the Area Assemblies.
 - 2. Participating Directors.
 - 3. Non-Participating Directors.
 - 4. Co-Founders: Fred S. and Rae Z.
- b) WSBC participants having a voice but no vote shall consist of officers of the Corporation and the Executive Director of the World Service Office (unless they otherwise hold a voting position).
- c) Qualifications/Selection of World Service Business Conference Delegates/alternates shall be
 - 1. Three (3) years in the Fellowship;
 - 2. Two (2) years of service above the meeting level;
 - 3. Attendance as an Area Representative in at least one (1) Area Assembly;
 - 4. Two (2) years of continuous recovery in CEA-HOW as evidenced by two (2) years continuous abstinence;
 - 5. Delegates/alternates from a geographic Area must reside in that Area for at least six months prior to being voted in as a Delegate. Delegates/alternates from Area 10 serve without regard to geographic residence.
 - 6. Should visibly reflect the ideals of CEA-HOW in order to serve as a role model to others;
 - 7. Must also, be a qualified CEA-HOW Food, Inventory & Step Sponsor;
 - 8. Must share an active relationship with their sponsor;
 - 9. Declared themselves as practicing the Twelve Steps, CEA-HOW Concept and Seven Tools to the

best of their ability;

10. Be committed to the Twelve Traditions and Concepts of Service of CEA-HOW to be affirmed on their Delegate application forms;
 11. Delegates shall focus exclusively on the business presented at WSBC for their deliberation and vote as Delegates, and shall not simultaneously serve in any dual or overlapping role at WSBC. Permission for any exception in qualifications for valid reasons, if deemed credible by the Directors, may be granted by the Board of Directors upon proper receipt of an application to the World Service Office.
- d) Upon election or appointment, each Delegate shall make a commitment of adherence to the Twelve Steps, Twelve Traditions, Twelve Concepts of Service, CEA-HOW Concept, Seven Tools and continual recovery including abstinence, completed and read to their sponsor the CEA-HOW *Twelve Tradition Study Guide* within six (6) months of becoming a delegate and that he or she agrees to comply with and be bound by all the terms and provisions of the prevailing CEA-HOW, Inc. Bylaws.
 - e) On October 1st of each year, there will be a count of all Groups registered with the CEA-HOW World Service Office. Following the count, the Board of Directors shall determine the number of Delegates to be assembled at the next Conference. The allotment will not exceed seventy-five (75) total Delegates each year. Each Area Assembly shall be allotted the number of Delegates in proportion to the number of Groups within that Area as it relates to the total number in the organization. The number computed shall be rounded to the nearest integer. In the event that the number of Delegates so selected is less than the number of designated Delegates, then the Area Assemblies with the highest fraction without representation shall each receive a Delegate until the number of designated delegates is reached. Each Area Assembly will be informed by the World Service Office of its total number of Delegates no later than November 1st.
 - f) Delegates and alternates for each year's Conference shall be selected no later than March 1st of that year. Delegate registration forms and fees and requests for waiver of delegate qualifications shall be received by WSO a minimum of 90 days before Conference. Under extraordinary circumstances (as determined by the Board of Directors), requests for waiver of delegate qualifications will be considered if submitted less than 90 days before Conference but no later than 30 days before Conference.
 - g) Delegates shall be elected for two year terms. (See Article 21, Section 7.)
 - h) Delegates shall focus exclusively on the business presented at WSBC for their deliberation and vote as Delegates, and shall not simultaneously serve in any dual or overlapping role at WSBC.

SECTION 4. NOTICE

Notice of the annual Conference and all special meetings of Delegates shall be given to each Delegate of an Area Assembly entitled to vote thereat, by prepaid mail, fax or other electronic means. Notices shall be deemed to have been given if sent by mail, fax or other electronic means no less than sixty (60) days before each meeting and shall specify the place, day and hour of the meeting and the general nature of the business to be considered at such meeting, except that the Special Meeting's primary purpose shall be specified in the notice.

SECTION 5. PRESIDING OFFICER

All meetings of Delegates shall be presided over by the Chair of the Board of Directors of the Corporation. In the absence of the Chair, the Vice Chair shall preside over the meetings of the Delegates.

SECTION 6. PARLIAMENTARY AUTHORITY

All meetings of the Delegates shall be conducted in accordance with the latest edition of *Robert's Rules of Order Newly Revised*, where not in conflict with the law.

SECTION 7. VOTING

No Delegate shall have more than one vote. Votes shall be taken by hand raising, voice vote or ballot. No proxies may be used for any vote.

SECTION 8. CONFERENCE AGENDA

- a) Items may be placed on the Conference Agenda by the Chair of the Board of Directors or by a majority vote of the Board of Directors.
- b) The Chair shall provide that the agenda for the annual Conference includes written reports of the Board Chair, President, Treasurer, Executive Director, Board and Conference Committee Chairs. Copies of the agenda and all pertinent materials shall be sent to all registered Delegates no less than 14 days prior to the opening of the Conference.
- c) The World Service Business Conference Agenda Committee may propose agenda items to the Chair of the Board. These items will be placed on the agenda of the regular Board Meeting prior to the Conference for discussion and vote.
- d) Notwithstanding any action of the Chair or mandate of Section 6 above, questions of policy shall take precedence over proposed Bylaw amendments at all Conference meetings, except for such Bylaw amendments as may be required to conform with or be mandated by any action of State or Federal statute, code, or law. The agenda of the Conference shall specifically provide for consideration of policy questions before consideration of Bylaw amendments.
- e) Other new business of an urgent nature must receive a majority vote of the Urgent New Business Committee in order to be brought to the Conference floor. (See Article 23, Section 6.)

ARTICLE 23 - CONFERENCE COMMITTEES

SECTION 1. COMMITTEE APPOINTMENTS

- a) Each registered Delegate will be sent a "Committee Selection Form" upon receipt of their registration.
- b) "Committee Selection Forms" must be returned to the World Service Office no less than 45 days before the opening of the World Service Business Conference.
- c) Conference Committee appointments (except to the World Service Business Conference Committee itself) shall be made by the World Service Business Conference Committee members in whatever manner they deem to be most appropriate.

- d) The World Service Conference Committee Chair shall forward a list of the Committees and the appointed delegates to the World Service Office no less than 14 days before the opening of the World Service Business Conference.
- e) Delegates shall be informed of their Committee assignment upon registration at the Conference site.
- f) Within the size restrictions set for each committee, Delegates may choose to serve on another committee.
- g) Committee Chairs, with the approval of the Board Liaison to the committee, may appoint non-delegate members who have expertise and specialized talents, skills, knowledge and competencies in a field related to the goals of a Conference Committee. At no time shall the number of non-delegate committee members exceed the number of delegate members. Non-delegate members shall not hold leadership positions on committees; only delegates may chair Conference Committees. Non-delegate members must have a minimum of 90 days of current CEA-HOW abstinence to serve on any Conference Committee.

SECTION 2. WORLD SERVICE BUSINESS CONFERENCE COMMITTEE

- a) The World Service Business Conference Committee shall be composed of five (5) to thirteen (13) delegates elected by the Conference.*
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The World Service Business Conference Committee shall appoint Delegates to the Conference Committees.
- d) The World Service Business Conference Committee shall act as the Conference Delegates' liaison to the World Service Office. It shall suggest presentation, discussion, and workshop topics for future Conferences. It shall propose additional Committees it deems needed by the Fellowship.

SECTION 3. CONFERENCE LITERATURE COMMITTEE

- a) The Conference Literature Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The Conference Literature Committee may review and recommend for the approval or disapproval of any CEA-HOW literature and outside literature as needed.
- d) The Conference Literature Committee shall propose to the Conference the development of new CEA-HOW literature as well as develop new CEA-HOW literature.

SECTION 4. SPANISH LANGUAGE LITERATURE COMMITTEE

- a) The Spanish Language Literature Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The Spanish Language Literature Committee may review and recommend for the approval or disapproval of any CEA-HOW literature and outside literature in Spanish as needed.

- d) The Spanish Language Literature Committee shall propose to the Conference the development of new CEA-HOW literature as well as develop new CEA-HOW literature in Spanish.

SECTION 5. AGENDA COMMITTEE

- a) The Agenda Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) Any participant, group, Intergroup, or Area may recommend an agenda item in writing to the Agenda Committee. Such proposals must be received by the Agenda Committee no later than March 5th each year.
- d) The Agenda Committee shall make recommendations and propose agenda items to the Chair of the Board of Directors. Such proposals must be received by the Chair of the Board of Directors no later than 14 days prior to the regularly scheduled Quarterly April Board Meeting.
- e) The Chair of the Agenda Committee shall make a report to the Conference regarding all motions received and those passed on to the Board of Directors.

SECTION 6. FINANCE COMMITTEE

- a) The Finance Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The Finance Committee shall review the annual CEA-HOW budget and make suggestions regarding budgetary needs and decisions, giving comments on income needed for service work. The Finance Committee is entitled to examine the accounting records of the Corporation. Any questions concerning the finances are to be answered promptly by staff.

SECTION 7. URGENT NEW BUSINESS COMMITTEE

- a) The Urgent New Business Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) The Urgent New Business Committee shall determine whether any proposed agenda item not included on the agenda is sufficiently urgent to warrant inclusion on the Conference agenda. (See Article 22, Section 8(c).)

SECTION 8. CONFERENCE SUPPORT COMMITTEE

- a) The Conference Support Committee shall provide whatever support the World Service Business Conference Delegates and WSO Board of Directors need during the Conference (copying and distribution of documents, change in room temperature and whatever else is deemed necessary).
- b) The Conference Support Committee will consist of volunteer fellowship members (not World Service Business Conference Delegates) solicited prior to the Conference.

- c) The Conference Support Committee Chair will be appointed each year prior to the Conference by the Board Chair.

SECTION 9. PUBLIC INFORMATION COMMITTEE

- a) The Public Information (PI) Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) Develop a coordinated Public Information effort that include, but is not limited to:
 - 1. Research the activities of other CEA-HOW groups' PI efforts;
 - 2. Gather the information into a central source;
 - 3. Make this information available to the general fellowship via the CEA-HOW website (ceahow.org) and any other communication methods;
 - 4. Maintain contact with the various CEA-HOW groups in order to keep the information current and updated;
 - 5. Research and develop other PI opportunities including, but not limited to radio, TV, hospitals, and internet;
 - 6. Develop additional material to be used in outreach to the community such as, but not limited to: sample letters to the clergy, hospitals, treatment centers, physicians, therapists, other health care professionals, flyers for public display, public service announcements, community calendar announcements and articles for media publication;
 - 7. Provide guidance to CEA-HOW groups as to how they can use the available material and information to inform the public about CEA-HOW;8
 - 8. Suggest ways to involve the membership in public outreach.

SECTION 10. SPONSORSHIP COMMITTEE

- a) The Sponsorship Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The Sponsorship Committee shall purpose to the Conference the development of CEA-HOW service documents relating to sponsorship and shall develop CEA-HOW service documents relating to sponsorship as it deems fit, or as directed by the World Service Business Conference.
- d) The Sponsorship Committee's initial priority is to:
 - 1. Develop a Sponsorship Manual;
 - 2. Develop a Sponsorship Workshop;
 - 3. Develop Intergroup Sponsorship Packets to include; both the newcomer meeting format and new sponsor workshop.
 - 4. Develop Sponsorship webpage on CEA-HOW website (ceahow.org) and maintain that website under the WSO Board's guidance.

SECTION 11. WEBSITE COMMITTEE

- a) The Website Committee shall be composed of three (3) to five (5) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain good geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The Conference Website Committee shall be a voice of the Conference and the fellowship as a whole to help ensure the website serves the needs of those seeking help for compulsive eating whether prospective members, those who want to help someone who is a compulsive eater, and current members of the fellowship. In so doing, the Committee may, but is not limited to:
 - 1. Invite input of the Conference Committees, the WSO Board, WSO, those who have expertise in website development, optimization, and maintenance, and, at times, the fellowship as a whole
 - 2. Provide input to WSO and the WSO Board on the prioritization of website-related projects
 - 3. Propose to the Conference Committees and/or develop content to be updated or for posting to the website
 - 4. Recommend editorial and technical changes to the website
 - 5. Undertake projects as requested by WSO or the WSO Board
- d) Website Committee Members should have the following:
 - 1. Basic understanding of web technologies and Microsoft Office software.
 - 2. Ability to learn quickly and adapt to changes.
 - 3. Open-mindedness and willingness to learn.
 - 4. Access to a computer, the internet, and email.

SECTION 12. EDUCATION COMMITTEE

- a) The Education Committee shall be composed of five (5) to thirteen (13) Delegates at the Conference who are appointed by the World Service Business Conference Committee to obtain full geographic representation.
- b) Outgoing Delegates, if they desire, may serve an extra year on the committee in an advisory capacity.
- c) The Conference Education Committee shall invite input on education topics or initiatives from the Conference Literature, Public Information, Website, and Sponsorship Committees.
- d) Whenever possible, the Conference Education Committee shall incorporate this input and work in conjunction with the other committees to implement educational goals (within and outside of the fellowship).
- e) Special Needs Subcommittee. The Special Needs Subcommittee is charged with investigating adapting CEA-HOW literature in different formats for members' needs, compiling information regarding the accessibility of individual meetings (using ADA guidelines) and posting it on the website, and maintaining the accuracy of such information. The Subcommittee shall consist of no fewer than 3 members. The Subcommittee shall research such other special needs of members as may come to its attention, and shall present such research to the World Service Business Conference for approval.

SECTION 13. OTHER CONFERENCE COMMITTEES

The Board of Directors, the World Service Business Conference Committee, or the Conference Delegates may establish other Conference Committees as needed, based on the following criteria:

- a) **Standing Committees.** Recommendations regarding the establishment of new standing Conference Committees will be placed on the Conference Agenda following submission through standard Motion procedures as prescribed by these Bylaws. Immediately upon the Conference's passing a Bylaws motion to establish a standing committee and before moving on to further business, the Chair will call for delegates to volunteer to serve on such committee. If there is insufficient interest to fully populate the new standing Committee (five to 13 Delegates), establishment of the standing committee will be tabled to the next WSBC.
- b) **Ad Hoc Committees.** Recommendations regarding the establishment of an *Ad Hoc* Committee may be:
 1. Placed on the Conference Agenda following submission through standard Motion procedures as prescribed by these Bylaws; or
 2. Presented from the Conference floor without prior Agenda approval if it meets the following requirement: establishment of the *Ad Hoc* Committee is so **urgent** that it must be addressed before close of business of this WSBC.
 3. Creation of an *Ad Hoc Committee* must be determined to fill an expressed need of CEA-HOW as a whole.
 4. *Ad Hoc* Committees may be established following a $\frac{3}{4}$ vote of the Delegates [present and voting]. The Motion establishing an *Ad Hoc* Committee shall contain language stating the specific purpose and mandate of the Committee, the date by which a Report is due the World Service Business Conference, and the sunset date of the Committee.
 5. Before establishing any *Ad Hoc* Committee, the Conference shall make all attempts to place proposed actions and/or responsibilities into an existing Standing Committee. Immediately upon the Conference's passing a policy motion to establish an *Ad Hoc* committee and before moving on to further business, the Chair will call for delegates to volunteer to serve on such committee. If there is insufficient interest to fully populate the *Ad Hoc* Committee (five to 13 Delegates), establishment of the *Ad Hoc* Committee will be tabled to the next WSBC.

SECTION 14. CONFERENCE COMMITTEE DELEGATE CHAIRS

- a) Elections. A Chair and a Vice-Chair for each Conference Committee shall be elected bi-annually for a two year term by a majority of the Delegates present at the annual Conference Committee meeting. Conference Chairs and Vice-Chairs shall be Delegates and shall not serve more than four (4) consecutive two (2) year terms in either office. After a two year absence from the office of Chair and Vice-Chair, a delegate may be reelected Chair or Vice-Chair for not more than four consecutive two-year terms.
- b) Vice-Chairs shall assume all responsibilities in the absence of the Conference Chair.
- c) Vacancies. The World Service Business Conference Committee shall appoint a replacement for any vacancy that arises in the position of a Conference Committee Chair. (A vacancy shall be presumed if the Conference Committee Chair fails to communicate with the Conference Committee for three consecutive months.)