



COMPULSIVE EATERS ANONYMOUS-H.O.W.
BOARD OF DIRECTORS 2023-24 Meeting
January 27, 2024
Minutes

Aneisa, Chair, called the meeting to order at 7:00 am Pacific time with the Serenity Prayer. Mary read Tradition Two; Adell read "As Bill Sees It." page 332.

1. **ROLL CALL.** Directors present: Aneisa B. Chair; Donna T., Vice-Chair; Bryce M.; Gris M.; Adell P.; Mary Q.; Jose F.; Suzanne E.; Marcus F., Non-Participating Director. Corporate Officers present: Michael D., President; Susan M., Vice-President; David M., Secretary; Kevin C., Treasurer. Executive Director: Jana C. Translator serving during the meeting: Maria D. Other regular translators were unavailable. Suzanne agreed to take over translating when Maria needed to leave at 9:00 am.
2. **APPROVAL OF MINUTES of October 28, 2023, meeting.** Bryce moved to approve the minutes of the last meeting, second by Michael. Motion passed unanimously.
3. **APPROVAL OF AGENDA.** Bylaws and Nominating Committee reports have been added to the Committee Report section. Adell moved to approve the agenda as presented; Mary seconded. Motion passed unanimously.
4. **OFFICER REPORTS**
 - a. **Chair's Report.** The Chair reported the possibility of a new Intergroup in the Atlanta (GA) area. There are three new meetings in the area, and they are working toward Intergroup formation. The Bylaws and Nominating Committees are active and have been meeting. Suzanne has been appointed to the Nominating Committee. The Special Needs Committee has submitted edits to their page on the WSO website and the submission is currently under review. Aneisa participated in the Intergroup/Area forum.
 - b. **President's Report.** No additional information to report beyond matters on the current agenda.
 - c. **Executive Director's Report.** A \$12,000 donation was made for gratitude month. It was noted this was above the limit set by the Bylaws (\$10,000). It was suggested in discussion that the Board may wish to reconsider this limit. Jana reported that there are currently 125 registrations for Global Convention 2024. Her additional training with Rureth has been very helpful to her. The CEA-HOW, Inc. trademark was renewed at \$725. Two freelancers have been hired (both at \$15/hour.) One is working on the front-end design of the website and the other is editing Convention audio recordings. 2022 Convention recordings are available on the website and Jana's expectation is that 2023 will be completed shortly. Continuing issues with the website have been a source of increased calls to the office. Website issues have also negatively impacted literature sales.
 - d. **Treasurer's Report.** Kevin presented his report. New to this quarter, he has provided an Executive Summary which summarizes the rest of the report:
 - i. FY 2023, CEA-HOW, Inc. had a net approximate loss of \$20,000 vs. a net approximate gain of \$15,000 in 2022. This decline was a result of a



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- \$19,000 (9%) decrease in gross income and a \$16,000 (9%) increase in expenses.
- ii. The gross income decline was principally due to a \$25,000 (28%) decrease in Convention income, which was partially offset by a \$5,000 (6%) increase in contributions. Discussion suggested this was because 2022 attendance was exaggerated since it was the first Global Convention in person after the Pandemic hiatus.
 - iii. The year-over-year (YOY) increase in contributions is promising, but the total 2023 contributions of \$84,000 are well below those of 2020 and 2021, as well as below the levels needed for the Fellowship to meet expenses, evolve, and flourish over the long term.
 - iv. The \$16,000 increase in expenses was largely due to a \$25,000 (24%) increase in operational costs, partially offset by a \$13,000 drop in Convention expenses. Operational expenses were up principally due to pre-approved employee hour and wage increases necessary to fulfill the additional duties required to maintain and improve services for the fellowship, and to adjust for inflation and retain the organization's two part-time employees. These payroll increases were several years overdue – though up 33% YOY, they are up 4.8% on an annualized basis over the past 10 years.
 - v. As of December 31, 2023, CEA-HOW, Inc. had \$228,082 in assets, including \$67,000 in prudent reserves per policy, and \$215 thousand in total cash and equivalents. These balances reflect a \$14,000 decline in assets vs. year-end 2022, driven primarily by the 2023 net loss of \$20,000, partially offset by an increase in literature inventory.

Discussion centered on how to best communicate to the Fellowship that while we are not meeting previous levels of contribution our organization is not in imminent danger of collapse. Concerns were raised about bypassing the regular channels of communication through Area and Intergroup service bodies and not directing more traffic to the website until it is more robust. A question was raised about the speed with which check contributions to WSO were deposited. Jana reported that WSO had been depositing checks every other week but because of concerns they are now being deposited weekly. Kevin has reviewed recent deposits and has found no evidence of delays of a month or more as has been reported and suggested this may have happened during previous WSO staff transitions. It was also noted that the cost of literature production had been going up and that Literature pricing needed future review.

[ACTION ITEM: Jana will include the Treasurer's Executive Summary as one document and, as a separate document, the supporting reports that comprise the Treasurer's quarterly report for the Board meeting as part of the IG/Area monthly report after each quarterly Board meeting.]



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5. COMMITTEE REPORTS

- a. **Spanish Literature.** Gris reported the members met and completed work on the translation of Musts and Miracles.
- b. **Finance.** No additional report. The Conference Finance Committee has not met since WSBC 2023.
- c. **Sponsorship.** Mary reported the Committee hasn't met since October 23rd, although the Chair has been trying to hold a meeting.
- d. **Education.** The Committee has been meeting. They believe that additional information is needed for new and existing members about the service structure.
- e. **Bylaws.** David reported the Bylaws Committee has met via Zoom a few times. The Committee reviewed Section A of the Bylaws and sent proposed amendments to the Board 12/19/2023 within the notification period specified in the Bylaws. These amendments will be moved and voted on in New Business later in this meeting. The last item, if approved by the Board, will also need to be approved by WSBC in July. For the next quarter, the Bylaws Committee will be reviewing Section C to propose changes to the Board for approval at its April 2024 meeting. Changes to Section C require both Board approval and then WSBC approval to be effective. Two of the matters addressed in the amendments give the Bylaws Committee editorial responsibility and authority regarding spelling, capitalization, punctuation correction of references, etc. that do not materially change the meaning of the Bylaws. Currently only an annually appointed Parliamentarian has this authority to make such changes and we have not had such a service position filled.
- f. **Nominating.** Marcus reported the Committee (Marcus, Susan, Kevin, Adell and Suzanne) met. They started a list of potential outside views and desired qualifications. There is no known process to identify and recruit candidates, so the Committee is developing one as well as a cover letter to candidates. They would like to have at least one candidate for the Board's consideration by WSBC in July. Confidentiality is important. In many respects, this is like a job search so it should be conducted in confidentiality. While candidacy will be confidential, the process will be transparent.
- g. **Convention.** Adell reported there are 7 open subcommittee Chair positions. There were 25 attendees at the first planning meeting. Committee members want to know when the hotel will be open for room registration. Suzanne reported the Committee needs a Speaker Chair. Last year the Spanish speakers expressed feeling separated because their workshops were upstairs. If there are no more than 200 attendees, it will be possible to have their workshops on the same floor with the English workshops.
- h. **Special needs.** The Committee has been meeting to add words to the search engine on the website to help people find the Special Needs page for the variously abled communities. There are only two stories on the Special Needs page of the website,



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and the Committee would like to replace them with others. Before the Pandemic, there was a push to update all face-to-face meetings information on the website with accessibility information and with all the changes that have happened in the past four years, this needs to be updated.

- i. **Literature.** The Committee is very active. The Committee has been working on the 3rd and 4th books of the “Made a Decision” series of workbooks, questions on “As Bill Sees It.” February 1st is the deadline for submission to the Literature committee.
- j. **Board Literature.** They’ve been reviewing workbooks in the “As Bill Sees It” series (51-100 & 101-150), From “Relapse to Abstinence” and the “Maintenance Sponsor Guide.” They are working on reviewing the new meeting packet. There is lots of literature to review and limited volunteer resources. They’ve completed review of “As Bill Sees It” questions 1-50 and An “Abstinence Model for Compulsive Eaters.”
- k. **Website.** The Committee hasn’t met.
- l. **Public Information.** The Committee has been concerned about groups using the Meetup app regarding personal anonymity, but they discovered that groups who have been using it are able to remove personal pictures and links to individual social media sites. They’ve had no success with outreach to eating disorder clinics.

6. OLD BUSINESS

a. Action Items Review

- i. Work with Fiverr to get Convention audio files edited and put on the website. Completed
- ii. Revise the 7th Tradition flyer and circulate it to the Board for approval. Completed.
- iii. Draft a revised Board Literature policy on editing and correcting existing literature.

Susan reminded the Board of the current Board policy: When publishing literature, any changes of content in Conference-approved literature must be approved by the WSBC. Grammatical editing changes need be approved only by the World Service Board.

Susan moved that this policy be replaced with the following policy: If the Board Literature Committee or the World Service Office makes editorial changes of conference approved literature for grammatical, formatting or clarifying purposes, the Board will be notified. Bryce seconded. Motion passed unanimously. Action Item is completed

- iv. Update the Bylaws on the Website with changes passed at WSBC 2023. Completed.
- v. Send ideas for qualifications and potential candidates for Non-Participating Directors to the Nominating Committee. Ongoing.
- vi. Send concerns and ideas regarding Bylaws to the Bylaws Committee. Ongoing.



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- vii. Identify and retain a qualified website consultant to wireframe the existing website and to develop a proposal to build a new/ revised website. Completed.
- viii. The Spanish Language Literature Committee will look at Spanish Language Literature for any incorrect [translated] identification of our organization (Compulsive Eaters Anonymous-HOW). Ongoing.
- ix. Process for Intergroup affiliation. Completed.

b. Intergroup Liaison Reports

- i. Suzanne reported she was unable to get hold of the Pennsylvania Intergroup Chair. She attended the Dallas Intergroup meeting. They had excess funds they were discussing how to disperse. She contacted the Ft Collins Intergroup and will go to an Intergroup meeting when informed. She's contacted the UK Intergroup Chair. All Chairs that she's spoken with are receiving the monthly email from WSO. She's reminded them to read all the flyers and pass them on to their Intergroup representatives.
- ii. Donna reported that she attended the Sierra-Nevada Intergroup meeting in January. They need more participation in their service body. Phone Bridge Intergroup is active and is working on outreach with flyers and meet ups.
- iii. Gris was in contact with Intergroup 90150 and Bugambilias Intergroup. The 90150 Intergroup has filled new service positions and are reviewing their Bylaws. They mentioned the high cost of shipping literature to Mexico. They had a question about receipts for literature purchases and 7th tradition donation receipts. Bugambilias Intergroup has two new meetings in Mexicali but have not received their meeting numbers yet.
- iv. Mary reported that the Oklahoma Intergroup has face-to-face and hybrid meetings that are well attended. They haven't scheduled an Intergroup meeting. The Northwest Intergroup (Pacific NW) have Intergroup meetings on an informal basis. The LA Intergroup is very active, have regular monthly meetings and have shared minutes with their liaison. They've committed \$3000 of excess funds to go to WSO.
- v. Bryce reported the Central Coast Intergroup is doing well. In Bakersfield, three meetings closed because of the Pandemic. New Mexico Intergroup also has Pandemic related challenges and the English Language Electronic Intergroup has not met yet.
- vi. Adell reported Las Vegas Intergroup elected new officers; their media website has gotten a lot of hits since their last Intergroup meeting. The San Bernadino/Riverside Intergroup will be having their 20th anniversary celebration in March in person. Southern California Intergroup elected a



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new Chair and Co-Chair and reactivated their public information committee.

- vii. Jose reported he's had contact with his liaison groups. The Phoenix face-to-face and hybrid Intergroup is very active and involved with hosting the Area 2 assembly. Intergroup 90153 had questions about its donations not appearing in the Treasurer's reports.
- viii. Aneisa reported the Michiana Intergroup voted to disband. Area 3,4,5 would welcome the meetings as unaffiliated if they wished. The Utah/Idaho Intergroup has one Zoom meeting and five in person meetings. San Diego Intergroup has one in person meeting and the rest are on Zoom.

7. NEW BUSINESS

- a. **WSO Website rebuild.** Michael said there doesn't seem to be a fix for our existing site and suggested the way forward was to get some qualified consultants to rebuild the website. Michael made a motion to go to Upwork with a request for a proposal to rebuild the website. Once Michael and Jana review the proposals, they will send the best three proposals to the Board for consideration. Mary seconded. Discussion revolved around requirements for the request for proposal. Concern was also voiced about the new website being accessible to the low-vision and blind communities. Motion passed unanimously.

[**ACTION ITEM:** put out a request for proposal on Upwork for a consultant to rebuild the WSO website and present the Board with the best three proposals. Michael and Jana.]

- b. **Status of current Delegates who would no longer qualify because they do not reside within the geographic Area which they represent.** Aneisa brought this issue before the Board. A delegate to Area 2 was elected for a two-year term in 2023 but does not reside in Area 2. One of the Bylaws Amendments passed at WSBC requires that delegates elected to represent geographic Areas must reside within that geographic region. Aneisa, after consulting with some members of the Bylaws committee, thought it was appropriate for the delegate to complete their term. The Board had no disagreement.
- c. **Bylaws Amendments to Part A.** David presented the following list of changes and corrections to the Bylaws Part A that were distributed to the Board 12/19/2023. It was noted there was an error in one of the references, the reference should be Article 4, Section 29 e 2, not Section 29 e 1. David moved and Donna seconded.

Bylaws Amendments for Board of Directors meeting January 27, 2024



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1. Article 4. Section 3. (Adding Rae Z. death date.)

EXISTING

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).)

PROPOSED

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 Z². and Fred S^{2,3}. 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 Rae Z. passed away August 10, 2018

^{2,3} 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).)



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2. Article 4. Section 6. Subsection a.) (Correcting a number problem with the composition of the Executive Committee.)

EXISTING

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:

PROPOSED

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, ~~the~~ Treasurer, and ~~the~~ Secretary of the Corporation. ~~and the Executive Director.~~ **The Executive Director of the World Service Office (WSO) shall serve as an ex-officio member of the Executive Committee with a voice and a vote at Executive Committee meetings.** 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:

3. Article 4. Section 6. Subsection b.) (Removing the requirement for a majority membership of Directors on the Executive Committee.)

EXISTING

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.

PROPOSED

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



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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.

4. Article 4. Section 8 subsection e.) (Board Literature Committee correction.)

EXISTING

The Board Literature Committee shall act as a liaison to the World Service Business Conference Literature and Policy Manual Committees.

PROPOSED

The Board Literature Committee shall act as a liaison to the World Service Business Conference Literature and Policy Manual Committees.

5. Article 4. Section 12. (Giving the Bylaws Committee editorial authority in the event of no annually appointed Parliamentarian.)

EXISTING

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

PROPOSED

The Bylaws Committee shall assist the Parliamentarian continually review and propose with reviewing and proposing changes and updates to the Bylaws as well as assisting with any editorial changes. If the Parliamentarian position is vacant (as opposed to a Parliamentarian appointed to serve only for the period of the WSBC), the Bylaws Committee shall make editorial changes to the Bylaws so long as they do not alter the meaning of the Bylaws in conformity with Article 6. Section 10.

6. Article 4. Section 15. Subsection d.) (Correcting reference to WSBC Election of Participating Directors.)

EXISTING

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)]



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PROPOSED

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)]~~ [See Section 32 (d)]

7. Article 4. Section 22. (Correcting Special Meetings place inconsistency.)

EXISTING

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 absence of such designation, at the principal office of the corporation.

PROPOSED

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 absence of such designation, at the principal office of the corporation. **The place of such meetings shall be in accordance with Article 4. Section 20. Place of Meetings.**

8. Article 4. Section 34. subsection b) (Correcting references for vacancies of Non-participating Directors.)

EXISTING

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.

PROPOSED

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)e)2 and Section 31]

9. Article 6. Section 1. (Clarifying the status of Corporate Officers as non-voting ex-officio members of the Board of Directors.)



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EXISTING

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.

PROPOSED

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. **Those Corporate Officers, who are also not Directors, shall be ex-officio members of the Board of Directors with a voice but no vote at meetings of the Board for the duration of their service.**

10. Article 6. Section 10. (Parliamentarian)

EXISTING

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.

PROPOSED

The Board of Directors may appoint a Parliamentarian to serve as its expert and arbitrator of parliamentary rules and procedures. **The Parliamentarian may be appointed for a two-year term and be subject to term limits for Officers [see Section 2 (d)] or may be appointed to serve for the days of the World Service Business Conference (see Article 22).** If a Parliamentarian is appointed by the Board **on an annual basis**, the Parliamentarian shall **work with the Board Bylaws Committee** to 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



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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.

11. Article 13. Section 1. Subsection e.) (Giving Editorial authority to the Bylaws Committee. Must be approved by the Board and then WSBC in order to be effective.)

EXISTING

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.

PROPOSED

Each Director must be notified of any editorial changes to these Bylaws by the Parliamentarian **or the Bylaws Committee**. 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. **Any editorial changes made to these Bylaws shall be reported to the World Service Business Conference annually.**

Bylaws Amendments passed unanimously.

[Continuing items of New Business]

- d. Flyers at Convention.** A question came to the Convention committee about displaying flyers for other CEA-HOW events. The Board agreed that flyers for events that are announced on the WSO website can be displayed at the Convention.
- e. Carry the message campaign.** Aneisa would like to initiate a Carry the Message month. She will talk to the Public Information Committee and prepare a motion for the next Board Meeting.

[**ACTION ITEM:** Aneisa will contact the Public Information Committee and prepare a motion to create a Carry the Message month.]

- f. AA approved literature.** A request for a list of AA Conference approved literature which is allowed for use at CEA-HOW meetings. The monthly email from WSO shall have a reminder that only AA or CEA-HOW Conference approved literature be used in CEA-HOW meetings.

[**ACTION ITEM:** Jana will include a reminder in the IG/Area email that only CEA-HOW and AA Conference-approved literature are to be used at CEA-HOW meetings.]

The next quarterly meeting is April 27, 2024. Bryce moved to adjourn; Donna seconded. The meeting adjourned at 9:38 am with the Serenity Prayer.