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# Compulsive Eaters Anonymous - HOW

## Board of Directors Quarterly Meeting October 24, 2020, 7:00am Pacific Time

1. **CALL TO ORDER** at 7:00 am PT
2. **TRADITION 2 AND ABSI p.332** were read to open the meeting.
3. **ROLL CALL**  
Directors: Michael D., Susan M., Lorraine S, Bryce M., Gris M, Janice R., Shirle A., Jim W. (non-participating)  
Corporate Officers: Jim W. Acting President, Carolyn P, Treasurer  
Not Present: Executive Director: Ellie M.
4. **Approval of Minutes: First Meeting of new Board July 24, 2020**  
Motion to approve minutes were made by Susan and seconded by Shirle.  
Minutes were unanimously approved.
5. **Approval of Agenda**  
Amendment: Moving the Bylaw motion for signatures under treasurer's report was made by Janice and seconded by Shirle.  
The agenda was unanimously approved with this amendment.
6. **Officer Reports**
  - a. Chair (Michael)
    - 1) Area 7 put forth bylaws (Area 7 includes the UK and Europe). The fellowship is doing a great job in changing during the pandemic and, in fact, is thriving.
  - b. President (Jim – Acting President)
    - 1) Executive Committee meeting report has 3 points of interest.
      - Discuss continuity of office operations and the replacement of the computer up to \$900.
      - How has covid-19 affected our financial obligations?
      - Signature authorization addressed in the proposed bylaw
  - c. Executive Director (Ellie)  
(See attached report)
  - d. Treasurer and Finance Committee (Carolyn)

See attached report and supporting documents for details

*CEA-HOW is A Way of life!*

*Everyone is welcome to attend Board meetings as observers. Please note that observers may not vote and may not speak unless the Board specifically invites comment. The Board may close meetings for reasons of confidentiality.*

Report was not sent via email to Board members: she will send it out.

The highlights are: we came into this period not knowing what the impact of Covid-19 would be on our financials. We are actually up \$2770 over the same period last year.

There was a reduction in gross income, but reduction of costs too. These were offset with some income from Connected in Place, (\$7000). There was \$1400 in costs and income shows \$6000. Conference reduced costs by \$13,000 due to reduction in expenses.

In contributions, Intergroups up over the year. Up 14.5% 1<sup>st</sup> quarter up a little, 2<sup>nd</sup> down, 3<sup>rd</sup>, up again. Area 2 gave \$855

Gratitude and overall giving up (36%). Distribution of literature is down some but not unexpected.

Another detractor from net income was Operations. Operations expenses was up due to planned increase in payroll expenses due to the overlap with Ellie and Pamela transitioned out, coupled with the implementation of the COLA increase approved for this year. The increase in us to communicate out gratitude for those who are making 7<sup>th</sup> tradition donations and to encourage members to continue to step up and continue supporting CEA-HOW.

The Treasurer submitted a motion to amend the Bylaws to set out the signature authority of the President and Executive Director. Susan moved to accept the amendment and Janice seconded.

**Motion:** Amend the Bylaw Part A, Article 7, Section 2 to reflect the Executive Director and President roles and signature authority to read:

- a. Except as otherwise required by law or specifically determined by resolution of the Board of Directors, or as otherwise required by law, any checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be made in accordance with Board Policy.
- b. Notwithstanding the foregoing, the affirmative vote of a majority of all the members of the Board of Directors shall be necessary to:

7.2.1 Approve capital and operating budgets

7.2.2 Approve any borrowing.

7.2.3 Approve any leases and contracts.

7.2.4 Approve non-budgeted operational or capital expenditure in excess of limits outlined through Board Policy.

7.2.5 Approve methods and the establishment of accounts of which receipt or disbursement or monies are to be made.

**Motion passed unanimously.**

Bryce made a motion to revise Board policy regarding financial signature authority; Janice seconded:

**Motion:** Board policy resolution to update financial signature powers to reflect the duties and authority of Executive Director and President.

The Board resolves to provide authority to the Executive Director and Office Manager, together, to establish and maintain accounts approved by way of Article 7, Section 7.2.5 accounts and the Treasurer and President as to the specific account intended for the deposit and disbursement of funds of the Corporation.

The Executive Director, Treasurer and/or President may sign checks or otherwise direct the disbursement of funds for budgeted amounts by approved methods. The Treasurer and President will also be provided access to view approved accounts and may be provided access to transact business in approved accounts on a case-by-case basis to carry on the business of the Corporation. All non-budgeted items or items above budgeted levels must be approved as set forth by Policy. Checks and other disbursements over \$999, whether budgeted or unbudgeted will also require approval of the Treasurer or President of the Corporation prior to the disbursement of the funds. Approval may be transmitted via electronic means including email or facsimile.

The President or Treasurer may contractually bind the Corporation beyond the establishment of accounts to transact business provided for above.

**Motion passed unanimously.**

Finance Committee – Carolyn said the meetings at WSBC and on 10.11.20 were well attended. The committee reviewed financials and they are talking about proposed projects; one is a January workshop for treasurers at various service levels with a formal program and a Q & A /problem solving strategies at the treasurer position.

**7. Committee/Liaison Reports**

1) Sponsorship Committee (Bryce)

Bryce reported that they had one meeting so far. LA was very well represented, NY, London and Denmark also. The committee would like to promote sponsorship on a local level.

2) Education Committee (Lorraine)

Nothing to add to the written report.

3) Convention Committee (Lorraine)

Nothing to add to the written report pending BOD decision to have physical convention slated for discussion in January

4) Special Needs Committee (Shirle)

The Special Needs Committee has a workbook for special needs almost ready and is very impressed with the work they are doing.

5) Literature (Susan)

Susan reported that at the last meeting the chair and secretary were present and no other members. They are now aware of the direction to determine how separating the first 30-day questions from the Sponsorship Guide will affect other literature. The committee will move forward. The Reflection Meditation Book is being edited by one person and it is not being done due to that person's family obligations. Susan would like to ask the committee to thank the person and request she return the project to the committee. Susan recommends finding other members who have editing experience to work on the project and get the book ready for printing.

Susan requested a deeper discussion on looking into editing and refining our current literature on a more professional basis to provide a better reflection of our program. With the committee's participants changing yearly, the continuity of the process is hampered and limits the output of the literature. Money may also be needed for getting this task accomplished and more to be discussed at a later time. Susan will take this to her committee.

6) Website (Carolyn)

Carolyn is now the liaison as she has worked with the website company through the implementation of the literature store. The initial Chair stepped down and a new chair came forward. The primary projects are to review the website in its entirety and identify their highest priority projects.  
(See attached report.)

7) Public Information (Janice)

The last meeting was very well attended. The focus is on reviewing public information guidelines. Janice will look further into this, as she has some questions. They are also looking at the existing health care kit and would like to revise it to include a virtual health care kit to send to health care workers and posing on social media. Janice will have a conversation with them regarding Facebook. Facebook is not board approved. Here was also a discussion to break into smaller groups to tackle different parts.

## 8. OLD BUSINESS

**a. Social Media**

We still have Instagram, but it is not really active. There have not been enough participants with before and after pictures. There have been about 13000 “hits”. Podcasts still being posted. Susan noted that the quality of podcast audio was “rough” and hard to listen to. Are there programs or someway to “clean up” the audio. Michael says unfortunately, they are the cleaned-up audio. Some members have also listened to them and had the same response. They have to be recorded differently, (recording for audio) and this is a bigger conversation to have someone come in and have them record as opposed to recorded as we are doing through phone, etc. They just are not set up for distribution. We can only record better by recording live meetings and have speaker recorded with mic with understanding it is going out for distribution. We are not in a financial place to do this at this time. Michael asked if someone comes up with something, he will put it on the agenda for next time.

**b. Global Convention:**

There is no action at this time, but we will discuss at the January meeting. Executive Committee suggested the registrations be treated as follows if we decide to cancel Convention 2021:

1. Donate
  - a. Full
  - b. Partial
2. Refund
3. The member must request above or it is rolled over

**9. NEW BUSINESS**

**a. Connected In Place**

Michael reported that Connected in Place would like to do another board sponsored event in gratitude month. We have a chair and board liaison volunteering. The motion was passed that we will have one with a cap of \$750 for the host company to facilitate this.

Lorraine made a motion to sponsor another Connected in Place and Shirle seconded. **Motion was unanimously passed.**

**b. Face-to-face meetings, electronic meetings**

A discussion was held regarding the question of registration within our infrastructure of face-to-face meetings temporarily on zoom or conference call versus permanent electronic meetings, i.e., what happens to the status of the phone or video meetings that may continue after the pandemic is lifted and the face-to-face meetings can

resume? Our current Bylaws state electronic meetings are registered with the Electronic Area.

It is to be noted that this is a discussion and not a resolution. Any permanent change of meeting registration within our infrastructure requires WSBC approval to amend our Bylaws.

After discussion, a motion was made by Lorraine and seconded by Janice:

**Motion:** “The board is aware that many face-to-face meetings are temporarily being held electronically at this time, due to the pandemic, and as such are staying within their current intergroup and area”.

**Motion was unanimously approved.**

c. **Single focus meetings**

A new meeting requested registration as an African-American CEA-HOW meeting. A concerned member requested the Board address this as she felt it would be harmful to have a single focus meeting for African-Americans in a time very sensitive to this issue. Discussion was held on whether the Board can regulate the meeting focus. Various issues were discussed and it was decided that, in lieu of it being a guideline proposal or other official response, it be a Director of the Month response.

Lorraine made a motion and Janice seconded.

**Motion:** With Board guidance, the Director of the Month will respond to the member that a single focus meeting, e.g., African American meeting, is not outside the guidelines of Tradition 5.

**Motion was unanimously approved.**

**Action Item:** Ellie will forward letter to Janice (DOM) for October.

d. **Service in the fellowship**

Susan reported that there is nothing formal yet, but she would like to see service become more of an integral understanding on how members work their fellowship. Looking for actionable thought and ideas to make this a reality. (Website, convention, workshops, meetings, etc.) Addressing service and what it means could go into our sponsor guidelines. She would love to make these actionable ideas. Shirle and Lorraine volunteered to be on Susan’s committee to start this process.

**10. Next BOD Meeting January 23, 2021**

**11. Adjournment at 8:46am PT**