

# Bylaws

## CEA HOW Electronic Intergroup (English)

### ARTICLE 1 - OFFICES

#### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the organization for the transaction of its business is located at:

**453 South 1000 West  
Orem, UT 84058**

#### **SECTION 2. CHANGE OF ADDRESS**

The county of the organization'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:

\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_, \_\_\_\_\_

#### **SECTION 3. OTHER OFFICES**

The organization may also have offices at such other places within or without the State of Any State 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 general purpose and intent are to promote personal spiritual recovery and physical well-being through the practice and sharing of the 12 Steps of Recovery as described In the Big Book of AA; the CEAHOW Food Plan, Tools of Recovery, membership requirements, and participation guidelines of CEAHOW.

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.

The specific aim and primary purpose of this Intergroup is to provide support and assistance to the groups, to communicate with the groups, to provide retail sales of CEA-HOW literature to individuals and groups within its local, and to send representation to the Area 10 Assembly.

### ARTICLE 3 - INTERGROUP MEETING

#### **SECTION 1. REPRESENTATIVES**

Each registered group shall be entitled to send one (1) voting representative to the Intergroup meeting. The voting representatives shall elect the Board of Directors of the Intergroup at an Annual Meeting of the Intergroup (See Article 4, Section 25).

#### **SECTION 2. MEETING PLACE AND TIME**

The Intergroup shall have at least quarterly meetings. Meetings will be held via Live Video Conference.

### **SECTION 3. 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. 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 or with provisions of Law.

### **SECTION 4. QUORUM**

A quorum shall consist of a majority of voting members present.

### **SECTION 5. OTHER MEETINGS**

The Intergroup may have other meetings upon 14-day advance notice to all member groups or announced verbally at one meeting of each group.

## **ARTICLE 4 - INTERGROUP BOARD OF DIRECTORS**

### **SECTION 1. CHARGE**

The purpose of the Board of Directors of this Intergroup of Compulsive Eaters Anonymous-HOW is to provide educational outreach, literature distribution, and local group formation and support consistent with 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.

### **SECTION 2. COMPOSITION**

The Board of Directors shall consist of: Chair, Vice Chair, Secretary, Treasurer, and Area Assembly Representative(s).

### **SECTION 3. POWERS**

Subject to the provisions of the Any State Nonprofit Organization Law and any limitations in the Bylaws relating to action required or permitted to be taken or approved by the members of this organization, the activities and affairs of this organization shall be conducted and all organization powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. 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 the Bylaws.
- b. Subject to the limitations of these Bylaws and to the Delegates at the World Service Conference, all powers exercised by the organization 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 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 12 of these Bylaws.
  2. To conduct, manage and control the affairs and business of the Organization and to make such rules and regulations not inconsistent with law, these Bylaws or the action of the Conference taken through the Delegates at the Conference.
  3. To manage in such a manner as they deem best all funds and real or personal property received and acquired by the Organization and to distribute, loan, or dispense with the same and the income.
  4. To prayerfully and in support of the mission of any group, the Directors may call attention to any violations of the Twelve Traditions which it believes the individual or group has made and offer

methods of suggestion and support. To call to the attention of any Group any violation of the Twelve Traditions which it believes the Individual or Group has made and to implement appropriate policies, if any, intended to deal with such violations.

5. To provide for the retail distribution of CEA-HOW publications and translations.
6. To furnish counsel and guidance to the member Groups.
7. To support and guide education and attraction efforts of CEA-HOW.
8. To provide forums for the interchange of ideas and information among Groups and CEA-HOW service bodies.
9. To be instrumental in carrying the CEA-HOW message of recovery to compulsive eaters.
10. To prepare an annual report and to make it available to member groups and the CEA-HOW World Service Office.

#### **SECTION 5. 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, 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 Any State Nonprofit Organization Law.

#### **SECTION 6. 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 7. TERM OF OFFICE**

For the first year, the first term shall be from October 1, 2019 – January 31, 2021. Thereafter, elections shall be held annually. Directors shall be elected at the annual January Meeting of the Intergroup for a period of two (2) years. Directors may be elected at any time in order to fill the remaining term created by a vacancy except as specified in Section 25. Directors shall serve no more than four (4) consecutive years. A person may be reelected a Director after a one year absence from the Board.

#### **SECTION 8. COMPENSATION**

Directors shall serve without compensation. They may, however, be allowed reasonable reimbursement of expenses which have been pre-approved by the Board of Directors.

#### **SECTION 9. QUALIFICATIONS**

Qualifications for Participating Directors shall be one (1) year in the Fellowship and six (6) months of continuous abstinence in CEA-HOW. Directors should visibly reflect the ideals of CEA-HOW in order to serve as a role model to others. Director nominees must also have given away a Fourth Step Inventory, must share an active relationship with their sponsor, declared themselves as practicing the Twelve Steps, Twelve Traditions, Twelve Concepts of Service, the CEA-HOW Concept and Seven Tools and continual recovery including abstinence and that he or she agrees to comply with and be bound by all the terms and provisions of the prevailing Bylaws of this Intergroup.

#### **SECTION 10. PARLIAMENTARIAN**

The Board of Directors may select one from their number other than the Chair to serve as Parliamentarian or may appoint a non-Director to serve as Parliamentarian. In the absence of a Parliamentarian, questions of parliamentary procedure shall be resolved by the Secretary. The Parliamentarian shall serve for a term of one year which shall expire upon the selection of a new Parliamentarian. A Parliamentarian may serve successive terms.

#### **SECTION 11. RESIGNATION AND REMOVAL OF DIRECTORS**

- a. Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors of the Organization, 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 Organization shall not be necessary to make it effective. Any Director who advises the Board that he has returned to compulsive overeating 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 the Any State Nonprofit Organization Law. If a Director shall fail to attend two (2) meetings, 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. Any Director may be removed by a two-thirds (2/3) majority vote of the Board of Directors.
- c. Any Director may be removed by a two-thirds (2/3) majority vote of the Intergroup Representatives present and voting at a meeting.

#### **SECTION 12. PLACE OF MEETINGS**

Meetings shall be held by Video Conference unless otherwise provided by the Board or at such place within or without the State of Any 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 organization 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 organization 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, so as long as all Directors participating in such meeting can hear one another.

#### **SECTION 14. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chair of the Board, or the Secretary, or by any two (2) Directors, and such meetings shall be held at the place, within or without the State of Any, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization.

#### **SECTION 15. 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 electronically by **email**. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails as evidenced by a postmark. Such notices shall be addressed to each Director at his or her address as shown on the books of the organization. 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 16. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

### **SECTION 17. 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 organization records or made part of the minutes of the meeting.

### **SECTION 18. QUORUM FOR MEETINGS**

- a. A quorum shall consist of a majority of the present Directors.
- b. Except as otherwise provided in these Bylaws or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, 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 meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 21 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 Bylaws of this organization.

### **SECTION 19. 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 Bylaws of this organization or provisions of the Law. Any decision relating to appointment of committee's approval of contracts or transactions in which any Director has a material financial interest will require unanimous approval.

### **SECTION 20. 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. If the Secretary is absent the presiding officer shall appoint another person to act as Secretary of the Meeting.
- b. Meetings will be open to CEA-HOW members who may observe but may not vote. CEA\_HOW members attending may speak to the issue being discussed if permission is obtained from the chair.

### **SECTION 21. NOMINATION OF DIRECTORS**

The nominations for Directors shall be made by the voting representatives of the registered groups to the Intergroup Meeting. (See Article 3, Section 1.)

### **SECTION 22. ELECTION OF DIRECTORS**

- a. To be eligible for election, a nominee must be qualified and must appear before the voting representatives of the registered groups present at the time of the election.
- b. To be elected, each Director nominee must receive a majority vote of the voting representatives of the registered groups present at the time of the election.
- c. The newly elected Directors shall take office immediately at the conclusion of the meeting at which they were elected.

### **SECTION 23. VACANCIES**

Vacancies occurring among the Directors shall be filled by the Board of Directors to serve until the conclusion of the next election held at the Annual January Meeting.

#### **SECTION 24. NON-LIABILITY OF DIRECTORS**

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

## **ARTICLE 5- EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTIONS 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 organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee have any power or authority by and contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in an amount.

### **SECTIONS 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payments of money and other evidence of indebtedness of the organization shall be signed by the Treasurer and countersigned by Chair of the Board

### **SECTION 3. DEPOSITS**

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

## **ARTICLE 6 - ORGANIZATION RECORDS REPORTS**

### **SECTION 1. MAINTENANCE OF ORGANIZATION RECORDS**

The organization shall keep at its principal office in Orem, UT.

- a. 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.
- b. 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.
- c. A copy of the organization's Bylaws as amended to date, which shall be open to inspection at all reasonable times during office hours.

### **SECTION 2. INSPECTION RIGHTS**

Every Director and Intergroup Representative 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 organization.

### **SECTION 3. 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 organization may charge anyone who requests a copy of any record open to inspection.

### **SECTION 4. 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 organization's fiscal year to all Registered Meetings of the Intergroup. Such report shall contain the following information in appropriate detail:

1. The assets and liabilities, including trust funds, of the organization as of the end of the fiscal year;
  2. The principle changes in assets and liabilities, including trust funds, during the fiscal year;
  3. The revenue or receipts of the organization for the fiscal year;
  4. The expenses or disbursements of the organization for the fiscal year;
- 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 organization that such statements were prepared without audit from the books and records of the organization.

## **ARTICLE 7 - FISCAL YEAR**

### ***SECTION 1. FISCAL YEAR OF THE ORGANIZATION***

The fiscal year of the organization shall begin on Jan 1 and end on Dec 31.

## **ARTICLE 8 - FINANCES**

### ***SECTION 1. PROCEDURE***

- a. Accounting procedures shall follow all general accepted accounting principals.
- b. Financial statements to the Board of Directors and all Registered Meetings shall be clear and easy to understand to prevent confusion and misinterpretations.
- c. Any Director or Intergroup Representative is entitled to examine the accounting records of the Intergroup's Office and any question concerning the finances is to be answered promptly by staff.

## **ARTICLE 9 - ORGANIZATION ASSETS**

- a. No 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 Organization, or any other private individual shall receive at any time any earnings or pecuniary profit from the operations of the Organization; provided that this shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Organization 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 Organization.
- b. 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 Organization, whether voluntary or involuntary, the assets of the Organization 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 510(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE 10 - BYLAW AMENDMENTS**

### ***SECTION 1. PROCEDURE***

- a. The Board of Directors may amend these Bylaws by 2/3 majority vote of the Board of Directors and Intergroup Representatives.
- b. Amendments to these Bylaws shall be effective at the close of the fiscal year except as otherwise specified.

# **ARTICLE 11 - PHILOSOPHY**

## **SECTION 1. PHILOSOPHY**

This Intergroup subscribes to the Philosophy of CEA-HOW, Inc., as set forth in the CEA-HOW, Inc. Bylaws, Part B, Philosophy (and as amended in the future) consisting of the Twelve Steps, the Twelve Traditions, the Twelve Concepts of Service, the CEA-HOW Concept, and the Seven Tools.

## **SECTION 2. ROLE**

This Intergroup agrees to fulfill the roles of a CEA-HOW Intergroup and to abide by the rules and expectations of a CEA-HOW Intergroup as provided in the CEA-HOW, Inc. World Service Bylaws, Part C, Organizational Structure.

## **SECTION 3. DUTIES**

This Intergroup understands that failure to make a good faith effort to comply with the CEA-HOW World Service philosophy or that any attempt to modify the CEA-HOW World Service philosophy may result in the Intergroup being unregistered by a majority vote of the World Service Board of Directors of CEA-HOW, Inc.

## **SECTION 4. RESPONSIBILITY**

- a. This Intergroup understands that CEA-HOW, Inc. is not responsible for any act, omission, or debt of an Intergroup.
- b. This Intergroup understands that 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.

## **SECTION 5. COMMENTS**

- a. Any officer or Director of the World Service Board may attend any meeting of the Intergroup to observe and comment but may not vote.
- b. This Intergroup understands that 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.

## **SECTION 7. AREA ASSEMBLY**

- a. This Intergroup shall select Assembly Representatives (AR) for the Area Assembly. Qualifications for selection of AR's and Alternates for this Intergroup shall be set by the Area containing this Intergroup.
- b. AR's and alternates should be selected at least one hundred twenty (120) days before the Area Assembly and the names forwarded immediately upon selection to the Area Chair
- c. Qualifications for Delegates to the CEA-HOW World Service Business Conference are set by CEA-HOW, Inc.

# **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**



We, the undersigned, are all of the persons named as the initial Directors in the CEA HOW ELECTRONIC INTERGROUP (ENGLISH) of Compulsive Eaters Anonymous-HOW, and all subsequently appointed Directors, and pursuant to the authority granted to the Directors by Intergroup Representatives to adopt the foregoing Bylaws, consisting of 8 pages, as the Bylaws of this organization.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the organization named in the title thereto and that such Bylaws were duly adopted by the Intergroup Representatives of said organization.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary