

BYLAW OF COMPULSIVE EATERS ANONYMOUS-HOW OF
SOUTHERN CALIFORNIA INTERGROUP AND CENTRAL OFFICE

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ARTICLE I – NAME

The name of this organization, in these Bylaws, shall be Compulsive Eaters Anonymous-HOW of Southern California Intergroup and Central Office (hereinafter sometimes referred to as “the Intergroup” or “the SCI.”)

ARTICLE II – 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. 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.

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 III – PURPOSE

The specific aim and primary purpose of this organization is to help and support those persons who acknowledge their problem of eating. Meetings follow the Twelve Steps, Twelve Traditions, Concepts of Service, HOW Concept and Seven Tools of CEA-HOW to aid them in the process of recovery from that condition.¹ 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.

This Intergroup is organized exclusively for charitable, religious and scientific purposes, including for such purposes that making of distributions to organizations that qualify as exempt organizations under Section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future Unites States Internal Revenue Law.)

ARETICLE IV – MEMBERS

SECTION 1. MEMBERSHIP

- a) The Intergroup Board
- b) Intergroup Representatives or IRs shall consist of one member from each group within the Intergroup.

SECTION 2. QUALIFICATIONS/ELIGIBILITY FOR MEMBERSHIP

- a) Those groups within the Intergroup that have formally registered with the General Service Office of Compulsive Eaters Anonymous-HOW and indicated their intention to belong to the Intergroup maybe considered members. A group is defined as any two (2) or more persons meeting together who practice the Twelve Steps, Twelve Traditions, the HOW Concept and Seven Tools of CEA-HOW.
- b) Each group shall be entitled one (1) vote through it's selected IR, however, each IR present at an Intergroup meeting may represent more than one group, but shall be entitled to only one (1) vote.
- c) No group may be registered with another Intergroup.

SECTION 3. INTERGROUP REPRESENTATIVE "IR"

- a) IRs shall be selected by the group conscience of the group they shall represent. Every IR shall serve for a period designated by their group, always subject to recall by the group they represent. Each group shall be free to designate an alternate IR when the necessity arises.
- b) IR's should be selected from among those members of each group who are firmly committed to the Twelve Steps, Twelve Traditions, the HOW Concept and Seven Tools of CEA-HOW as a program of recovery and have at least ninety (90) days of continuous abstinence.
- c) The primary responsibility of the IR, or alternate, is to represent his/her group at all Intergroup meetings to act as a liaison between this Intergroup and their groups, to see that all communications pertaining to Intergroup are made available and when requested, read aloud to the group.

SECTION 4. VACANCIES OR RESIGNATIONS OF INTERGROUP REPRESENTATIVES "IRs"

- a) Failure of an IR or alternate to attend two (2) consecutive meetings of this Intergroup may cause their position to be declared vacant. The Intergroup meeting liaison shall notify the group of any IRs absences. Action shall be at the discretion of said group.

SECTION 5. MEMBERSHIP WITH A VOICE AND NO VOTE

- a) Any employee. (An employee who is a duly elected IR from a meeting may vote).
- b) Any member of the Fellowship who is not duly elected representative or alternate has a voice but no vote

ARTICLE V – INTERGROUP BOARD

SECTION 1. SCI EXECUTIVE BOARD

The SCI Executive Board shall consist of a Chair, Vice-Chair, Secretary and Treasurer.

SECTION 2. SCI BOARD OF DIRECTORS

The SCI Board of Directors shall consist of:

- a) Executive Board
- b) Area Assembly Representative(s).
- c) The Chairs of each standing Committee.

SECTION 3. NOMINATIONS

Nominations to the Executive Board and Area Representative(s) may be made from the floor at the time of election. A Nominating Committee may also be formed at the discretion of the Intergroup. .

SECTION 4. EXECUTIVE BOARD AND AREA REPRESENTATIVE QUALIFICATIONS

- a) Working the Twelve Steps, the HOW Concept and Seven Tools of Recovery Program for one (1) year.
- b) Familiarity with the Twelve Traditions and Twelve Concepts of Service.
- c) Six (6) months current CEA-HOW abstinence.
- d) Regular attendance of an active group for a period of one (1) year and to be or have been an IR.

SECTION 5. METHOD OF ELECTION

- a) Elections shall be held annually or as needed to fill vacancies.
- b) To be eligible for election to the Executive Board the nominee must:
 - 1. Meet all qualifications as defined in Article V, Section 3.
 - 2. Understand responsibilities of the position as defined in Article V. Section 8.
- c) In order to be elected to the Executive Board, a nominee must be present at the election meeting and receive a majority vote of the IR's present and voting.

SECTION 6. COMMITTEE CHAIR APPOINTMENT

- a) The Intergroup Chair shall appoint Chairs to each standing committee annually. To be eligible for appointment the Committee Chair must meet qualifications as defined in Article 5, Section 6.
- b) Committee chair appointments can be made from SCI Board members or from any qualified Intergroup member (see Art. V, Sec. 6)
- c) The SCI Board Chair with the assistance and approval of the SCI Board of Directors may appoint a replacement should it become necessary.

SECTION 7. COMMITTEE CHAIR QUALIFICATIONS

- a) Working the Twelve Steps, the HOW Concept and Seven Tools of Recovery Program for six (6) months.
- b) Familiarity with the Twelve Traditions and Twelve Concepts of Service.
- c) Ninety (90 days current CEA-HOW abstinence.

SECTION 8. TERM OF OFFICE

- a) Board members shall be elected to serve for a period of one (1) year.
- b) Board members shall serve no more than two (2) consecutive terms.
- c) After an interval of one (1) year, they may be eligible again fro election or appointment.

SECTION 9. RESPONSIBILITIES OF THE INTERGORUP BOARD

a) Chair:

1. Shall preside at all regular and special meetings of this Intergroup.
2. Shall be responsible for establishing all Intergroup meeting agendas.
3. May cast the deciding vote to make or break a tie.
4. Shall be an ex-officio member of each committee and may attend all standing committee meeting.
5. May be removed after two (2) consecutive and unexcused absences from this Intergroup's meeting.

b) Vice-Chair:

1. Shall serve in the absence of the Chair.
2. Shall assist the Chair, Secretary, Treasurer whenever needed.
3. May act as a liaison and attend all standing committee meetings.
4. May be removed after two (2) consecutive and unexcused absences from this Intergroup's meetings.

c) Secretary:

1. Shall maintain a file of all minutes of past meetings and a copy of said minutes shall be provided upon request (seven '7' days from each Intergroup and/or Board meetings)
2. Shall maintain and direct correspondence as needed (may be assisted by office staff).
3. May distribute a notice of all Intergroup meetings as described in Article VI, Section 4(a) (may be assisted by office staff).
4. May act as a liaison and attend all standing committee meetings.
5. Assist in informing the General Service Office of CEA-HOW of all changes in group information (may be assisted by office staff).
6. May be removed after two (2) consecutive and unexcused absence from this Intergorup's meeting.

d) Treasurer:

1. Shall maintain a checking and/or savings account, if necessary for dispersal of Intergroup funds requiring two (2) signatures (may be assisted by the office staff).
2. Must submit financial reports with budget and actual figures each month at the Intergroup meetings.
3. Shall serve as Chair of the Finance Committee.
4. Shall secure and publish an annual audit of financial records before newly installed Treasurer assume the responsibilities.
5. May act as a liaison and attend all standing committee meetings.
6. May be removed after two (2) consecutive and unexcused absences from this Intergroup meetings.

e) Area Assembly Representative(s):

1. Attend and report on all Area Assembly meetings.
2. Shall meet all qualifications and requirements outlined in Area One's Bylaws.
3. Act as a liaison between Area Assembly and the Intergroup and/or Board.
4. May be removed after two (2) consecutive and unexcused absences from this Intergroup's meetings.

5. Should a vacancy, resignation or removal of an Area Representative(s) occur, all pertinent information shall be turned over to the Intergroup Board or agent (the office staff will take possession of all material).

f) Committee Chair(s):

1. Shall attend all Board meetings.
2. Conduct committee and/or Intergroup meetings at which committee items are discussed.
3. Act as a liaison between the committee and Board.
4. May be removed after two (2) consecutive and unexcused absences from Board meetings.
5. Should a vacancy, resignation or removal occur of any standing committee chair, all pertinent information shall be turned over to the Intergroup Board or agent (the office staff will take possession of all material).

SECTION 10. VACANCIES AND RESIGNATIONS

- a) Vacancies shall be filled by a majority vote at the meeting in which the vacancy occurred, or at the next meeting or special Intergroup meeting. Such persons chosen to fill said vacancies shall serve for the remainder of the unexpired term.
- b) A person chosen to fill any vacancy on the Board shall meet the qualifications as defined in Article V, Section 3 and 6, and be aware of all responsibilities of that position as described and defined in Article V, Section 8.

ARTICLE VI – MEETINGS

SECTION 1. REGULAR MEETINGS

The Intergroup shall meet monthly at a time and place designated by a majority of the voting members.

SECTION 2. ANNUAL MEETING

A special meeting may be called at any time by a majority vote of the Intergroup Board by giving notice as prescribed in Article VI, Section 4.

SECTION 3. SPECIAL MEETINGS

A special meeting may be called at any time by a majority vote at the Intergroup Board by giving notice as prescribed in Article VI, Section 4.

SECTION 4. METHOD OF NOTIFICATION

Notification of all meetings may be made in the Intergroup newsletter and at the monthly Intergroup meeting.

SECTION 5. QUORUM

Those voting members present at any meeting of this Intergroup shall constitute a quorum for all Intergroup proceedings.

ARTICLE VII – COMMITTEES

SECTION 1. STANDING COMMITTEES

- a) The following committees have been established by the Intergroup:
 - i. **Education Committee** shall consider, propose, advise, carry out, and recommend (but not limited to) the following activities: Workshops, literature, and other programs to support and service meetings and the fellowship.
 - ii. **Inreach Outreach Committee** shall consider propose, advise, the following activities: Public announcements, media contacts, community liaison, community events, communication with other 12 Step programs.
 - iii. **Special Events Committee** shall consider, propose, advise, carry out, and recommend (but not limited to) activities to support the fellowship financially, socially, and spiritually.
 - iv. The **Audit and Finance Committee** shall:
 1. Be composed of five Board members plus advisors.
 - a. Advisors have no vote.
 - b. The Committee shall be responsible to review the Intergroup budget and make suggestions regarding budgetary needs and decision. The Committee shall examine all the Intergroup accounting records.

SECTION 2. OTHER COMMITTEES

- a) The Board of Trustees or Intergroup Meeting may establish other Committees as needed.

SECTION 3. COMMITTEE PROCEDURES

- a) Each committee may prescribe its own rules for calling and holding meetings and it's method of procedures, subject to the guidelines of the Twelve Traditions and Concepts of Service of CEA-HOW.

SECTION 4. COMMITTEE RESPONSIBILITY

- a) Each committee Chair shall submit a verbal report at the Intergroup meeting of any committee meeting taking place outside the Intergroup.
- b) All pre-event expenditures must be cleared through the Executive Board for reimbursement.

SECTION 5. COMMITTEE BANK ACCOUNT

- a) If it is deemed necessary by the Board that a committee shall open a bank account, the following procedure shall be followed:

1. The committee Chair and the Treasurer of the Intergroup or Office Manager shall be the two (2) signers on the account (those two [2] signatures shall be required on all checks).
2. The committee Chair shall keep all financial records and shall present a detailed, itemized report of transactions to the Intergroup one (1) month following any event for which moneys were expended.
3. The committee Chair shall arrange for an audit of all bank accounts during the first month of each fiscal year. The audit shall take place at the same time as the audit for the general account of the Intergroup.

SECTION 6. EX-OFFICIO MEMBERS

Past committee members may serve in an ex-officio capacity on their respective committees for one year following exit from that office at the discretion of the current chair.

ARTICLE VIII – FUNDING

SECTION 1. SOURCE OF FUNDS

- a) Voluntary member group contributions shall be the primary source of funds.
- b) Secondary sources of income may be such occasional projects and/or activities as authorized by the Intergroup according to Tradition Six.
- c) The Intergroup may accept donations from CEA-HOW members, conforming with the general practice of CEA-HOW.
- d) The Intergroup may accept donations from CEA-HOW members conforming with the general practice of CEA-HOW.
- e) The maximum allowable annual donation of the Intergroup by and individual CEA-HOW member is to be limited to two thousand dollars (\$2,000).
- f) The Intergroup shall not accept the responsibility for trusteeship over, or enter into the distribution allocation of funds set up outside of CEA-HOW,

SECTION 2. PRUDENT RESERVE

There shall be no accumulation of funds beyond current necessities with retention of only a prudent reserve for contingencies. Funds in excess will be donated to the Area Assembly and/or World Service Office on a regular basis as directed by the Intergroup.

ARTICLE IX – PARLIAMENTARIAN AUTHORITY

Article IX Section 1. PARLIAMENTARIAN AUTHORITY

SECTION 1. ROBERT'S RULES OF ORDER

The rules contained in the current edition of "Robert's Rules of Order" may govern this Intergroup where they are applicable and in which they are not inconsistent with these Bylaws, the Twelve Traditions, or any special rules of order this Intergroup may adopt

SECTION 1. CONSENSUS

All group decisions shall be reached through a process of consensus. Consensus is defined as a decision making process that works creatively to include all persons making the decision. The process of reaching a consensus is as follows:

- A. **Presentation** – A proposal is presented as clearly as possible by the author.
- B. **Clarifying Questions** – Questions are asked by everyone present about the proposal to make sure that everyone understands it before it is discussed.
- C. **Discussion** - The proposal is discussed and debated. The author reserves the right to alter the proposal as he/she sees fit.
- D. **Straw Pool** - A straw pool can be taken in order to understand general feelings about the proposal.
- E. **Call for Major Objections or Strong Concerns** - A single Major Objection blocks the proposal from passing. The proposal can still pass if objections and concerns are not major and the objectors are willing to agree to the proposal “For the Good of the Group.”
- F. **Attempts** - Three (3) serious attempts should be made to reach consensus.

SECTION 2. ROBERT’S RULES OF ORDER

In the event consensus cannot be reached after three (3) serious attempts or when making an amendment to the bylaws the rules contained in the current edition of “Robert’s Rules of Order” may govern this Intergroup where they are applicable and in which they are not inconsistent with these Bylaws, the Twelve Traditions, or any special rules of order this Intergroup may adopt.

ARTICLE X – BYLAW AMENDMENTS

SECTION 1. AMENDMENT

- a) These Bylaws may be amended at any time by a two-thirds (2/3) vote of the IR’s present and Board members present at any regular or special meeting of the Intergroup, provided the proposed amendments have been announced in the Intergroup meeting agenda or published newsletter prior to the Intergroup meeting.
- b) The Parliamentarian shall make editorial changes which do not alter the meaning of any Bylaws, but clarify the wording or bring the Bylaws and Articles of Incorporation into conformity. A written report of each such editorial changes shall be given to the IR’s.

ARTICLE XI – MAJOR POLICY MATTERS

SECTION 1. INTERGROUP

Matters which affect the Intergroup an/or groups within its service area shall be referred to the Board of this Intergroup.

SECTION 2. CEA-HOW

Matters which related to CEA-HOW as a whole shall be referred to the CEA-HOW World Service Board and/or Area 1 Board².

ARTICLE XII - MANAGEMENT OF THE SOUTHERN CALIFORNIA OFFICE AND CENTRAL OFFICE

SECTION 1. MANAGEMENT

The Board of Directors shall oversee the management of the Southern California Intergroup and Central Office.

SECTION 2. DIRECTION OF THE OFFICE MANAGER

The Executive Board shall direct the Office Manager.

SECTION 3. OFFICE POLICY

The Board of Directors shall set office policy. If a situation arises which there is no office policy, the office manager shall consult with the Executive Board.

SECTION 4. OFFICE MANAGER

- a) The Board of Directors shall set the job description for the office manager.
- b) The Executive Board shall hire the office manager.
- c) The Executive Board supervises the daily functioning of the office.
- d) The Executive Board shall review the office manager's performance in accordance with generally accepted practices of 30-day, 60-day, 90-day, and every 6 months thereafter.

SECTION 5. OFFICE PROCEDURES

The Office Manager shall develop procedures and implement them upon the approval of the Board of Directors.

SECTION 6. DISBURSEMENTS

The Board of Directors shall set a maximum dollar amount for each disbursement that is authorized by the Office Manager.

ARTICLE XIII – DISSOLUTION

- a) Upon the dissolution of this Intergroup, after paying or adequately providing for the debts and obligation of the Intergroup, the remaining assets shall be distributed to the CEA-HOW World Service Office. If the CEA-HOW World Service Office is unable to receive the funds, they will be dispersed to a non-profit fund, association, foundation or corporation which is organized and operated for charitable, educational or religious and/or scientific purposes and which has established its tax-exempt status under Section 501c(3) of the Internal Revenue Code.
- b) No part of the net earnings of this Intergroup shall ever incur or be used for the benefit of or be distributed to its members, trustees, officers, or other private persons. However, the association shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution for the express purposes for which it is formed.

END NOTES

¹ *Full text of the Twelve Steps, Twelve Traditions, Twelve Concepts of Service, Seven Tools, and CEA-HOW Concept is contained in the CEA-HOW World Service Bylaws.*

² *Refer to Bylaws of CEA-HOW World Service and CEA-HOW Area 1.*

RECORD OF CHANGES

June 26, 2005 - Amend Article IX, Parliamentary Authority, Adding Section I, Consensus
July 18, 2004 - Editorial Change to Article VI, Section 4.