BYLAWS OF

LOS ANGELES INTERGROUP OF OVEREATERS ANONYMOUS, INC.

Updated as of June 19, 2021-Intergroup #09004

PREAMBLE

Overeaters Anonymous is a Fellowship of individuals who, through shared experience, strength and hope, are recovering from compulsive overeating. We welcome everyone who wants to stop eating compulsively.

There are no dues or fees for members; we are self-supporting through our own contributions, neither soliciting nor accepting outside donations. OA is not affiliated with any public or private organization, political movement, ideology or religious doctrine; we take no position on outside issues.

Our primary purpose is to abstain from compulsive eating and compulsive food behaviors while working toward and maintaining a healthy body weight, and to carry the message of recovery through the Twelve Steps of OA to those who still suffer.

GENERAL PRINCIPLES

In all its proceedings, the Los Angeles Intergroup of Overeaters Anonymous, Inc. shall oversee the spirit of the tradition of Overeaters Anonymous, taking care that the Intergroup never becomes the seat of wealth or power; that sufficient operating funds, plus an ample reserve, be its prudent financial principle; that none of the members of its Board of Directors ("Board") shall ever be placed in a position of unqualified authority over any of the others; that all important decisions be reached by discussion, vote and whenever possible, by consensus; that no committee action ever be personally punitive, or intentionally incite public controversy; that though the Board may act for the service of Overeaters Anonymous ("OA") Groups in Los Angeles, and obey and comply with all applicable federal and California laws, it shall never perform any acts of government in contradiction to the Twelve Traditions, and that like the society of Overeaters Anonymous, the Board itself will always remain democratic in thought and action.

The Los Angeles Intergroup of Overeaters Anonymous, Inc., shall conduct its meetings in accordance with Robert's Rules of Order (unless in conflict with these Bylaws or Articles of Incorporation, or Group Conscience of the Board, in which case the Bylaws or Articles or Group Conscious shall control). The Intergroup shall also be guided by the Twelve Steps, Twelve Traditions, and Twelve Concepts of Overeaters Anonymous, Bylaws, Subpart B, Articles I-III.

ARTICLE I: NAME

The name of this corporation shall be the Los Angeles Intergroup of Overeaters Anonymous,

Inc. (“Los Angeles Intergroup,” “LAIG” or “Intergroup”). It is incorporated in the State of California as a non-profit public benefit corporation under California Corporations Code Sections 5210 et seq.

ARTICLE II: PURPOSE

The purpose of the Los Angeles Intergroup of Overeaters Anonymous, Inc. shall be the administration and coordination of OA activities common to the various groups comprising its membership. These activities include:

A. Furthering the OA program in accordance with the Twelve Traditions and the Twelve Concepts of OA Service.

B. Maintaining a Los Angeles Intergroup Service Office as an operational center for OA in this area.

C. Specifically excluded from the objectives of the corporation is the operation of any club or clubhouse, or the endorsement of any public or private projects on compulsive overeating as outlined in Tradition Six.

ARTICLE III: MEMBERS

A. The membership of the Los Angeles Intergroup shall consist of each Overeaters Anonymous Group registered with the World Service Office of Overeaters Anonymous, which is affiliated with the Intergroup and unaffiliated with any other Intergroup of Overeaters Anonymous.

B. The Los Angeles Intergroup endorses the definition of a Group in Overeaters Anonymous, Inc. Bylaws Subpart B. Article V. Section 1.

1. a. Otherwise meet the definition of an Overeaters Anonymous group;

   b. Are fully interactive, and

   c. Meet in real time.

C. The Los Angeles Intergroup endorses the definition of an OA group in Overeaters Anonymous, Inc. Bylaws Subpart B. Article V, Section 1, as written and as it may be amended by a future World Service Business Conference.

ARTICLE IV: OFFICERS

At its first organizational meeting each year following the annual October Delegates’ meeting, the Board of Directors shall elect from its own members, by ballot, a Chairperson, Vice-Chairperson, Secretary and Treasurer. Other offices may be established by standing rule of the Board of Directors and elections for such offices shall also occur at this time.

A. The Chairperson shall be elected for a one-year term and shall serve no more than two consecutive terms as Chairperson.

B. Other officers serve a two-year term of office and shall serve no more than two consecutive terms in such office.

C. Should for any reason a vacancy in an office occur, the vacancy shall be filled by election. So long as a quorum is present the election to fill a vacancy can be held at the same meeting at which the vacancy is announced, although reasonable attempts shall be made to contact directors who may be absent from such meetings so that they can participate in such election in a telephonic conference call or virtual meeting where all participants can hear one another and speak. The officer thus elected shall serve the remainder of the term vacated. Should such a period to be served exceed one-half the original term, the officer thus elected shall be deemed to have served a full term once he or she completes the vacated term. If a vacancy occurs in any office, the Chair may appoint an interim officer to fill such vacancy until the first opportunity for an election. If a vacancy occurs in the office of Chairperson, the Vice-Chairperson shall act as Chairperson until the first opportunity for an election.

D. All officers may be elected by a majority of those Directors present at a properly called meeting.

E. Directors who miss two (2) consecutive Board Meetings and/or Delegates' meetings without notifying the Chairperson in person, by telephone or in writing or email prior to the meeting will be deemed to have resigned their position and will no longer be able to sit on the Board. Their membership on the Board will terminate the day after the second consecutive meeting missed without just cause. This provision of the Bylaws constitutes appropriate notice of this provision and no other notice need be given. The Board, by resolution, may adopt guidelines as to what constitutes just cause in the absence of any Board resolution, just cause shall be determined according to applicable guidelines under state law. Directors are to conduct themselves appropriately while attending member group meetings, while attending the board meetings and membership Delegates' meeting. The Director will be given thirty (30) days' notice that they have not been conducting themselves appropriately. If after the thirty (30) days the Director continues to not act appropriately, the Board at the next scheduled board meeting or, if necessary, a special board meeting the Director in questions can present their case and then the other Board Directors will meet in executive session and vote whether or not to keep this Director on the Board. Directors may be terminated from their position for non-performance of their duties as outlined in the Intergroup's definition of Director's positions. The Director will be given thirty (30) days' notice that they have not been performing their duties. If after the thirty (30) days the Director continues to not perform his/her duties, the Board at the next scheduled board meeting or, if necessary, a special board meeting the Director in questions can present their case and then the other Board Directors will meet in executive session and vote whether or not to keep this Director on the Board.

F. The Board, by a majority vote, may adopt, from time to time, resolutions or standing rules regarding the duties of officers and directors.

G. Only the Chairperson, Vice-Chairperson, and Treasurer and Secretary are authorized signatories on Los Angeles Intergroup accounts at financial institutions.

H. Two persons from the Executive Committee, the Chairperson, the Vice- Chairperson, or the Treasurer, must sign, on behalf of the Los Angeles Intergroup, all contracts, leases, or any other documents that financially binds the Los Angeles Intergroup.

ARTICLE V: MEETINGS

A. INTERGROUP MEETINGS:

1. Meetings of the members of the Los Angeles Intergroup of Overeaters Anonymous, Inc. shall be held monthly at such place, time and location as may be set by Resolution of the Board and as noticed to members.

2. At the Delegates' meeting held upon proper notification, all LAIG Groups may be represented by a delegate or alternate.

3. Only those individuals eligible to vote at Delegates' meetings shall be entitled to speak. Other individuals may petition the Chairperson prior to the start of the meeting for permission to speak on an agenda item. The Chairperson may, but is not required to, grant such permission.

B. DELEGATES' MEETINGS

Meetings of the members of the LAIG shall be held monthly at such place, time and location as may be set by Resolution of the Board. Notice of such meetings shall be given as is required by law.

1. It is suggested that it be the responsibility of each Group Secretary of each Member Group of make certain that the membership registry maintained by the Intergroup Secretary and the Intergroup staff is timely and accurate and that the Group Secretary shall ensure that the Intergroup Secretary and Intergroup staff receive all changes of Group Secretary, Treasurer, delegates of alternate delegates, complete with accurate mailing addresses, e-mail addresses and when applicate, phone numbers and any other necessary information.

2. At the Delegates' meeting held upon proper notification, those Los Angeles Intergroup Member Groups represented by a delegate or alternate.

3. Only those individuals eligible to vote at Delegates' meetings shall be entitled to speak. Other individuals may petition the Chairperson prior to the start of the meeting for permission to speak on an agenda item. The Chairperson may, but is not required to, grant such permission.

C. BOARD OF DIRECTORS

1. A quorum to conduct regular or special meetings of the Los Angeles Intergroup Board of Directors shall consist of a majority of the Directors. A quorum being present, matters before the Board shall be decided by a majority vote of those present and voting. The Board may adopt standing rules requiring a two-thirds vote of those Directors present for approval of fiscal or budgetary matters or motions establishing policies affecting LAIG.

D. VOTING RIGHTS

1. Delegates, Directors, and Representatives shall be entitled to vote at delegates' meetings.

2. Each Member Group shall be entitled to one (1) vote at Delegates' meetings. That vote shall be cast by a person chosen in accordance with the Twelve Traditions Any person employed by an Intergroup, Region or World Service Office Of Overeaters Anonymous shall not be eligible to serve as a delegate while so employed. No person can be designated to vote on behalf of more than one Group at a Delegates' meeting. Each such person designated to vote on behalf of a Group shall be known as a delegate.

3. If a delegate is unavailable, an elected alternate delegate may substitute for the vacant voting delegate position.

4. The Chairperson of the Board of Directors may vote in ballots and to make or break a tie.

E. NOTICE OF MEETINGS

1. Notification of regular LAIG meetings shall consist of written notice, prepared by or under the direction of the Secretary, to be sent via e-mail, US mail or delivered by hand to each Member Group at least two (2) weeks prior to the date of the meeting. Notice of regular membership Delegates' meeting will be sent to the most current name and address, e-mail address, or be delivered by hand for each Member Group's delegate listed on the membership registry shall be deemed to be sufficient.

F. SPECIAL MEETINGS

1. Special meetings of LAIG Intergroup, Delegates, Board of Directors, and committees may be called at any time by a majority vote of that voting body or by written petition of at least one-fourth (25%) of the group conscience of the member Groups they represent.

2. Notification of special meetings of the Los Angeles Intergroup shall consist of written notice, prepared by or under the direction of the Secretary, to be sent via e-mail, US mail or delivered by hand to each Member Group at least 72-hours prior to the date of the meeting.

G. MEETING COMPOSITION

LAIG may meet as outlined in OA Bylaws, Subpart B, Article V- Overeaters Anonymous Groups, Section 2 Composition including land-based, virtual and hybrid participation.

H. ELECTRONIC MEETINGS

The LAIG Board of Directors, and all committees and subcommittees shall be authorized to meet by electronic communication media so long as all members can simultaneously hear each other and participate during the meeting.

ARTICLE VI: BOARD OF DIRECTORS

A. The LAIG shall elect a Board of Directors that consists of ten members.

B. The regular term of office for a Director shall be two years, with a limit of two consecutive terms. A director who has completed two consecutive terms of service on the Board shall be ineligible to serve again for one year. A person serving a partial term of service as a Director for one year and one day or longer shall be considered to have served a full two year term of office.

C. Elections to the Board of Directors shall take place annually at the regular October Delegates' meeting. Five directors shall be elected in odd-numbered years, and the five directors shall be elected in even-number years.

D. To be eligible for election to the Board of Directors a person must, at the time of his/her election, satisfy the following requirements:

1. Regularly attend meetings of a Member Group.

2. Have abstained from compulsive overeating continuously for one year immediately prior to and including the date of his or her election.

3. Have taken Steps 4 and 5 of the Twelve Steps.

4. Have a sponsor.

5. Be practicing the Twelve Steps to the best of his or her ability and be committed to the Twelve Traditions.

E. Each nominee or candidate for election to the Board of Directors must be present at the time of the election or agree to serve prior to the election being held.

F. No nominee or candidate shall be a paid professional staff member or employee of the Overeaters Anonymous World Service Office, Region 2 or the Los Angeles Intergroup of Overeaters Anonymous, Inc.

G. To be elected to the Board of Directors a nominee must receive a plurality vote.

H. Persons elected are expected to attend monthly Board meetings and the Delegates' Meeting, as well as serve on committees. A Director who has been deemed to have vacated his or her position after missing two (2) consecutive Board and/or Delegates' meetings without just cause shall be ineligible for election for one year.

I. Should a vacancy occur on the Board of Directors, appropriate notice shall be given of a special election and such election shall be held at the first Delegates' meeting held thirty days or more after notification of the vacancy and special election has been given. If needed, the Chairperson may appoint an interim Director to serve until the first opportunity for an election.

J. During his or her term as director, each Director shall make a commitment of adherence to the Twelve Steps. Twelve Traditions and Twelve Concepts and continual maintenance of abstinence throughout the entire term of his or her office.

ARTICLE VII: REGIONAL AND WORLD SERVICE BUSINESS CONFERENCE

A. The Los Angeles Intergroup of Overeaters Anonymous, Inc., shall be a part of the Region 2 of Overeaters Anonymous, Inc., which consists of the states of California and Hawaii and the country of Mexico and other areas designated by Region 2 and/or the World Service Organization. The Los Angeles Intergroup shall elect representatives to the Regional Assemblies and World Service Business Conference. Separate persons shall serve as representatives to both the Regional Assemblies and World Service Business Conference. They shall be chosen in accordance with the OA, Inc. Bylaws and Regional Guidelines. As many as three (3) Alternate Representatives may also be chosen.

B. General elections shall take place at the regular October delegates' meeting each year when approximately half of the Representatives and all of the Alternates will stand for election. Appropriate notice of this election shall be given.

C. One Representative shall be a member of the Los Angeles Intergroup Board of Directors as designated by the Directors at the Board's first meeting after the October Representative elections.

1. General qualifications for Region 2 Representative or WSBC Delegate:

a. Be a regular attendee of a Member Group, which is also a registered affiliated group of World Service and Region 2.

b. At the time of his or her election as Representative or Alternate have abstained from compulsive overeating continuously for one year immediately prior to and including the date of his or her election, have taken Steps 4 and 5 of the Twelve Steps, have a sponsor, be practicing the Twelve Steps to the best of his or her ability and be committed to the Twelve Traditions.

c. Be present at the time of the election. Self-nomination is permitted. No second is required.

d. Shall not be a paid professional staff member or employee of the World Service Organization, Region 2 or the Los Angeles Intergroup.

2. Qualifications to be eligible for election as Region 2 Representative or Alternate:

a. Representatives elected are expected to attend two Regional assembly meetings annually. Alternates elected are expected at these meetings whenever Representatives cannot attend.

b. Representatives are expected to attend at least two LAIG meetings annually.

3. Qualifications for World Service Business Conference Delegate:

a. Representatives elected are expected to attend the World Service Business Conference and Alternates elected are expected at these meetings whenever Delegates cannot attend.

b. Delegates are expected to attend at least two LAIG meetings annually.

D. During his or her term as Representative or Alternate, each person shall make a commitment of adherence to the Twelve Steps, Twelve Traditions and Twelve Concepts and continual maintenance of abstinence throughout the entire term of his or her office.

E. Nominations shall be made for candidates to fill all vacant positions. To be elected to the first open Representative position, a nominee must receive both a majority vote and more votes than any other nominee. The nominee who receives the second highest number of votes on the same ballot shall be elected to the second open Representative position, if any, and so on. Should there not be enough nominees receiving a majority of the votes cast, then placement of Representatives shall continue by largest plurality until all positions are filled. Once all Representative positions are filled, the next three highest vote-getters shall become Alternates. Should there not be enough nominees present at the election meeting to fill all open positions, then the Board of Directors shall have the option of calling another election meeting or appointing representatives to fill the entire term of the open positions. Notice of this provision of the bylaws shall be given at the same time as notice of the election of Representatives is given to the delegates.

F. All Representatives shall be elected for a two year term. Alternates shall be elected for a one year term or until the election of their successors.

1. A person shall serve no more than two consecutive terms as either Representative or Alternate. Thereafter, that person shall not be eligible for election for one year.

2. A person serving an incomplete term as either Representative or Alternate for one day more than half the term of the office shall be considered as having served a full term of office.

3. Representatives and/or Alternates who miss two (2) consecutive meetings of WSO or Region 2 without just cause will be deemed to have resigned their positions and will no longer be able to serve as Representatives or Alternates. Their term of office as Representative or Alternate will terminate the day after the second consecutive meeting missed without just cause. This provision of the bylaws constitutes appropriate notice and no other notice need be given. The Board, by resolution, may adopt guidelines as to what constitutes just cause for the purposes of this Article. In the absence of any Board resolution, just cause shall be determined according to applicable guidelines under state law.

G. A vacancy among the at-large Representatives shall be filled by the senior Alternate who shall serve for the remainder of the unexpired term being filled.

H. A vacancy in the position of Representative chosen by the Board of Directors shall be filled by appointment of a member at the Directors' next regular or special delegates' meeting.

I. When a vacancy occurs from the ranks of the Alternates, the delegates shall be given prior appropriate notice and elections shall take place at its next regular delegates' meeting.

J. Should the number of meetings increase to require additional Representatives, they shall be filled among the Alternates in order of seniority.

ARTICLE VIII: COMMITTEES

The Board, by a majority vote, may adopt, from time to time, resolutions or standing rules establishing such standing and ad hoc committee as are deemed necessary for the welfare and operation of the LAIG.

A. The Chairperson, with the concurrence of the Board of Directors, shall appoint such.

B. Committee members from among the Directors. Other persons affiliated with a Member Group shall also be eligible to serve, at the discretion of the Chairperson and the

Committee's Chair, on committees-but only a Director may chair a committee.

C. Such committees may include, but need not be limited to: Office and Budget, Public Outreach, Communications, Special Events, Workshops and Fellowship, Birthday Party and Young Persons.

D. Committees must be chaired by a Director, but may include, at the discretion of the Chairperson and the Committee Chair, such other persons affiliated with Members Groups who desire to serve.

ARTICLE IX: FINANCIAL STRUCTURE

The activities of the LAIG shall be financed primarily by the contributions of individuals affiliated with its Member Groups.

A. The Los Angeles Intergroup may accept donations from OA members conforming with the general practice of Overeaters Anonymous.

B. The acceptance of bequests from any outside source is not allowed insofar as it conflicts with the Seventh Tradition of Overeaters Anonymous.

C. The acceptance of donations from outside sources is not allowed.

D. The Board of Directors shall not accept the responsibility of Trusteeship or enter into the distribution or allocations of funds outside of its duties with respect to the Los Angeles Intergroup of Overeaters Anonymous, Inc.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of LAIG in all cases not provided for in these bylaws and those of OA.

ARTICLE XI: AMENDMENT OF BYLAWS

A. These Bylaws may be amended at any time by a two-thirds (2/3) vote of the Meeting groups represented at any regular or special delegates' meeting provided that a copy of the proposed amendment(s) has been submitted to each Meeting by mail, e-mail, or by hand at least twenty-one (21) days before the delegates' meeting at which action is to be taken on the proposed amendment(s).

B. Amendments to the Policies & Procedures Manual may be made by a majority vote of the Meeting groups represented at any Board or Delegates' meeting provided that a copy of the proposed amendment(s) has been submitted to each Meeting by mail, e-mail, or by hand at least twenty-one (21) days before the delegates' meeting at which action is to be taken on the proposed amendment(s). Without such notice, amendments to the Policies &

Procedures Manual may be made by a two-thirds (2/3) vote of the Meeting groups represented at the delegates' meeting, except as noted in C. below.

C. Amendments to the Twelve Steps, Twelve Traditions, and Twelve Concepts cannot be made by the Los Angeles Intergroup of Overeaters Anonymous, Inc. except as per OA, Inc. Bylaws, Subpart B, Article XIV, Section 1.

ARTICLE XII: BENEFITS AND DISSOLUTION

A. The property of this Corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code. No part of the earnings or income of this California non-profit public benefit corporation shall ever inure to or for the benefit of, or be distributed to its members, trustees, officers, directors, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

B. Upon the winding up and dissolution of this California non-profit public benefit corporation, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation code and which has established its tax exempt status under Section 501C3 of the Internal Revenue Code.

C. In order to deregister, LAIG must submit a written request to the World Service Office, Region 2 Chair and Region 2 Trustee.