

BYLAWS OF THE GREATER MEMPHIS OVEREATERS ANONYMOUS INTERGROUP

ARTICLE I - NAME

The name of this organization shall be the Greater Memphis Overeaters Anonymous Intergroup, hereinafter known as GMI.

ARTICLE II - PURPOSE

SECTION 1 - Purpose

The primary purpose of this organization is to aid those with the problems of compulsive eating through the Twelve Steps of Overeaters Anonymous, and to serve and represent the OA groups from which the Intergroup is formed. This group may choose to apply for qualification as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue law).

SECTION 2 - The Twelve Steps

The Twelve Steps are suggested for recovery in the Fellowship of Overeaters Anonymous. The Twelve Steps are:

1. We admitted we were powerless over food - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God *as we understood Him*.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves, and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked Him to remove our shortcomings.
8. Made a list of all persons we had harmed and became willing to make amends to them all.
9. Made direct amends to such people whenever possible, except when to injure them or others.
10. Continued to take personal inventory and when we were wrong, promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with God *as we understood Him*, praying only for knowledge of His will for us, and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to compulsive overeaters and to practice these principles in all our affairs.

SECTION 3 - The Twelve Traditions

The Twelve Traditions of Overeaters Anonymous are:

1. Our common welfare should come first; personal recovery depends on OA unity.
2. For our group purpose there is but one ultimate authority - a loving God as he may express himself in our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for OA membership is a desire to stop eating compulsively.
4. Each group should be autonomous except in matters affecting other groups or OA as a whole.
5. Each group has but one primary purpose - to carry its message to the compulsive overeater who still suffers.
6. An OA group ought never endorse, finance or lend the OA name to any related facility or outside enterprise, lest problems of money, property and prestige divert us from our primary purpose.
7. Every OA group ought to be fully self-supporting, declining outside contributions.
8. OA should remain forever nonprofessional, but our service centers may employ special workers.
9. OA, as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. Overeaters Anonymous has no opinion on outside issues, hence the OA name ought never be brought into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, films, television, and other public media of communication.
12. Anonymity is the spiritual foundation of all these traditions, ever reminding us to place principles before personality.

SECTION 4 - The Twelve Concepts

The Twelve Concepts are:

1. The ultimate responsibility and authority for OA world services reside in the collective conscience of our whole fellowship.
2. The OA groups have delegated to World Service Business Conference the active maintenance of our world services; thus, World Service Business Conference is the voice, authority, and effective conscience of OA as a whole.
3. The right of decision, based on trust, makes effective leadership possible.
4. The right of participation ensures equality of opportunity for all in the decision-making process.
5. Individuals have the right of appeal and petition in order to ensure that their opinions and personal grievances will be carefully considered.
6. The World Service Business Conference has entrusted the Board of Trustees with the primary responsibility for the administration of overeaters Anonymous.

7. The Board of Trustees has legal rights and responsibilities accorded to them by OA Bylaws, Subpart A; the rights and responsibilities of the World Service Business Conference are accorded to it by Tradition and by OA Bylaws, Subpart B.
8. The Board of Trustees has delegated to its Executive committee the responsibility to administer the OA World Service Office.
9. Able, trusted servants, together with sound and appropriate methods of choosing them, are indispensable for effective functioning at all service levels.
10. Service responsibility is balanced by carefully defined service authority; therefore, duplication of efforts is avoided.
11. Trustee administration of the World Service Office should always be assisted by the best standing committees, executives, staffs and consultants.
12. The spiritual foundation for OA service ensures that:
 - a. No OA committee or service body shall ever become the seat of perilous wealth or power;
 - b. Sufficient operation funds, plus an ample reserve, shall be OA's prudent financial principle;
 - c. No OA member shall ever be placed in a position of unqualified authority;
 - d. All important decisions shall be reached by discussion, vote and whenever possible, by substantial unanimity;
 - e. No service action shall ever be personally punitive or an incitement to public controversy; and
 - f. No OA service committee or service board shall ever perform any acts of government, and each shall always remain democratic in thought and action.

ARTICLE III - MEMBERS

SECTION 1 - Membership

Membership of the GMI shall consist of the following:

- A. The Intergroup Board.
- B. Intergroup representatives (IRs), which shall consist of one or more members from each meeting group within the geographic area. Geographic area shall be defined as the Greater Memphis Area (approximately 90-mile radius).
- C. Group members not acting IRs but elected or appointed to carry out specific duties, e.g., PIPO chair.
- D. General members - any member of OA who attends local meetings has a voice and a vote.

SECTION 2 - Qualifications

Qualifications of eligibility for membership in the GMI:

Those groups within the region or the geographic definition of GMI that have formally registered with World Service Office and indicated their intention to belong to GMI may be considered members. An OA group is defined as the following with the additional parameters:

- A. As a group, they meet together to practice the Twelve Steps and Twelve Traditions of OA.
- B. All who have a desire to stop eating compulsively are welcome in the group.
- C. No member is required to practice any actions in order to remain a member of or to have a voice (share at a meeting).
- D. As a group, they have no affiliation other than OA.
- E. A group may be formed by two or more persons meeting together as set forth in Bylaws Subpart B, Article V of Overeaters Anonymous, Inc.
- F. No group may be registered with another Intergroup.

SECTION 3 - Intergroup Representatives

- A. GMI representatives shall be selected by group conscience of the group represented. Each IR shall be selected by any method deemed appropriate by their group. The 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 delegate when necessity arises.
- B. It is suggested that an IR be selected for their willingness to serve, their commitment to the Twelve Steps and Twelve Traditions of OA, their attendance at the meeting, length of time in the program, and length of service.
- C. The primary responsibility of the IR or alternate is to represent their group at all meetings of the GMI, to act as liaison between this GMI and their group, to ensure that all communications pertaining to GMI are made available and, where requested, read aloud to the group.

SECTION 4 - Attendance of Intergroup Representatives

The Intergroup secretary shall include in the minutes all in attendance and which meeting they represented.

SECTION 5 - Membership with voice and no vote may be any employee.

SECTION 6 - Region Representative

GMI may have Region Representatives elected/chosen in November by group conscience for a one-year term, commencing January of the following year, pursuant to the Bylaws of OA Region 8, which are copied here verbatim, including Section numbers from that document:

Section 2 – Representative Qualifications (sic)

- A. Representatives to Region 8 Assemblies must:
 - 1. be a member of an Intergroup, National Service Board, or Language Service Board within the geographic definition of Region 8;

2. be a member of an Intergroup, National Service Board, or Language Service Board which is registered with the World Service Office of OA; and
 3. have a current Certificate of Eligibility on file with the Region 8 Secretary.
- B. Each member Intergroup and/or National/Language Service Board shall be entitled to one (1) vote in the Region 8 Business Assembly for each ten (10) groups or parts thereof as participants. Region 8 Representatives shall not be bound by the wishes of their Intergroup or National/Language Service Board but vote for that which is in the best interest of Overeaters Anonymous as a whole.
- C. No Intergroup or National/Language Service Board may be registered with or be a member of another region.
- D. Qualified Representatives as described in Article III, Section 2, A, above, may attend Region Assemblies either in person or virtually.

Section 3 – Region 8 Representatives (sic)

- A. Region 8 Representatives shall be selected by the group conscience of the Intergroup or National/Language Service Board they represent. Each Region 8 Representative shall serve for a period designated by their Intergroup or National/Language Board always subject to recall by those whom they represent. Each Service Body shall be free to designate an Alternate to serve as Representative when the necessity arises.
- B. Region 8 Representatives should be selected for sound judgment, experience, stability, willingness to serve and for faithful adherence to the program of the Twelve Steps of Overeaters Anonymous and the Twelve Traditions. A Region 8 Representative should have a minimum of 6 month's current continuous abstinence as defined by OA, while practicing the 12 Steps and 12 Traditions of OA.
- C. The primary responsibility of the Region 8 Representative or Alternate is:
1. to represent their local Service Body at all meetings of the Region 8 Business Assembly.
 2. to act as liaison between the Region 8 Business Assembly and their respective Service Body.
 3. to ensure that all communications pertaining to Region 8 are made available and where requested, read aloud to their Service Body.

ARTICLE IV - THE INTERGROUP BOARD

SECTION 1 - The Intergroup Board

- A. The board shall consist of at least a chair, vice-chair, secretary, and treasurer.

- B. The immediate past chair shall serve as an ex-officio member of the GMI.
- C. This GMI Board shall serve as the executive board. In the event the chair of the board should be unavailable to attend any meeting of the board, the next highest ranking executive officer in attendance shall serve as chair for that meeting. The ranking of the officers is in this order: Vice-chair, Treasurer, Secretary.

SECTION 2 - Nominations to the Intergroup Board.

Nominations to the board may be made from the floor at the time of election, or at any time prior to said election. A nominating committee may also be formed, at the discretion of the GMI.

SECTION 3 - Qualifications for the Intergroup Board

- A. Working the Twelve Steps of OA for a year.
- B. Familiarity with the Twelve Traditions of OA and the Twelve Concepts of OA Service.
- C. Six months commitment to the OA program and abstinence as defined by Overeaters Anonymous.
- D. Regular attendance of an active group for one year and GMI for six months.
- E. The World Service Business Conference delegate/alternate (whether or not a member of the GMI board) shall have at least one year of continuous abstinence and meet qualifications and requirements as outlined and defined in the Overeaters Anonymous, Inc. Bylaws, Subpart B, Article X, Section 3, and as required for election to the Board by these Bylaws.
- F. The region representative/alternate (whether or not a member of the GMI board) shall meet qualifications and requirements as outlined and defined in the Region 8 Bylaws, and as required for election to the board by these Bylaws.

SECTION 4 - Method of Election

- A. Elections should be held annually in November at a meeting specified for that purpose with the terms commencing in January.
- B. To be eligible for election to the board, nominee must:
 - 1. Meet all qualifications as defined in Article IV, Section 3.
 - 2. Understand the responsibilities of the position as defined herein.
- C. In order to be elected to membership on the Intergroup board, a nominee must be present at the election meeting (either virtual or in person) and must receive a majority vote of those present and voting.

SECTION 5 - Term of Office

- A. Board members shall be elected to serve a period of two years.
- B. Chair and secretary shall be elected in odd-numbered years.
- C. Vice-chair and treasurer shall be elected in even-numbered years.
- D. Board members should serve no more than two consecutive terms.

- E. Upon election to the board, members should cease to be representative of their group(s) and that group should elect a new representative.

SECTION 6 - Responsibilities of the Intergroup Board

A. Chair:

1. Shall preside at all regular and special meetings of this Intergroup and Intergroup Board.
2. Shall be responsible for establishing the agenda for all Intergroup meetings.
3. May cast the deciding vote to break a tie.
4. May attend all standing committee meetings.
5. Shall ensure that the general account of the Intergroup be audited annually.

B. Vice-chair:

1. Shall serve in the absence of the chair.
2. Shall perform all other duties as prescribed in the Intergroup policy, and as requested by chair.

C. Secretary:

1. Shall keep minutes of all Intergroup and Intergroup Board meetings and print and deliver same to all Intergroup Representatives and Region Representatives.
2. Shall maintain a file of all past minutes.
3. Shall perform all other duties as prescribed in the Intergroup policy, and as requested by chair.

D. Treasurer:

1. Shall maintain a checking (and savings account, if necessary) for deposit and dispersal of Intergroup funds.
2. Shall submit financial reports each month at the Intergroup meetings.
3. Shall be signatory with one other board member or an appointee of the board.
4. Shall perform all other duties as prescribed in the Intergroup policy, and as requested by chair.

- E. The Intergroup Board shall provide a means of conducting the Intergroup business in the case of emergencies and/or between regular meetings of the Intergroup.

SECTION 7 - Filling of Vacancies

- A. Vacancies shall be filled by majority vote at that meeting in which the vacancy occurred, or at the next meeting, or special meeting. Such persons elected to fill said vacancies shall serve for the remainder of the un-expired term.

- B. A person chosen to fill any vacancy on the board shall meet the qualifications as defined herein and be aware of all responsibilities of that position.
- C. Any board member of this intergroup may be removed from office for due cause by a 2/3 majority vote of the members present at a special meeting announced for that purpose.

ARTICLE V - MEETINGS

SECTION 1 - Regular meetings

The Intergroup should meet monthly at a time and place designated by majority vote, but may, by majority vote, meet every other month.

SECTION 2 - Annual meetings

An annual meeting shall be held in the month of November for the election of officers.

SECTION 3 - Special Meetings

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

SECTION 4 - Method of Notification

Notification of all meetings shall consist of notices prepared by the Intergroup secretary and distributed to each group secretary, IR, or general membership at least one week prior to the date of the meeting. Notification should be by email and announcements at meetings.

SECTION 5 - Quorum

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

SECTION 6 - Meeting Procedure

One step, tradition and concept may be read at each GMI meeting, corresponding to the number of that month.

ARTICLE VI - COMMITTEES

SECTION 1 - Standing Committees

The following standing committees may be established as required to carry out the purposes of Intergroup in the most effective and efficient manner. Standing committees may include, but are

not limited to: Newsletter, Public Information, Information Technology, and other committees deemed necessary to carry on Intergroup work.

SECTION 2 - Special Committees

The board shall designate such special committees as are deemed necessary for the welfare and operation of the Intergroup.

SECTION 3 - Committee Appointments

The chair shall appoint a committee chair from those IRs present who meet IR qualifications. A board member or any OA member present meeting IR qualifications may be appointed to chair a standing or special committee with approval through majority vote of those present.

SECTION 4 - Committee Procedures

Each standing or special committee shall be responsible for calling and holding meetings, and establishing its method of procedures, subject to the approval of the Intergroup Board, and the guidelines of the Twelve Traditions of OA.

SECTION 5 - Committee Responsibility

Any committee decision or vote which establishes or changes a policy, sets a procedural plan for a special event, or expends funds in excess of the approved budget, shall require approval by the Intergroup prior to implementation. Each standing committee chair should submit a written request to the Intergroup at least two months prior to, and at the end of, any specified event coordinated by that committee. If any monies are expended from an approved budget, a detailed and itemized report shall be included with the committee report. However, requests for minimal funding may be approved without advanced written request.

SECTION 6 - Nominating Committee

The Intergroup may have a nominating committee to recommend persons to serve as officers, Region Representatives, WSBC delegates, and persons to fill vacancies and to serve on the next nominating committee. The number of members on the committee should be three.

SECTION 7 - Ex-officio Members

- A. Past committee chairs may serve in an ex-officio capacity in their respective committees.
- B. The Intergroup chair is an ex-officio member of all committees.

SECTION 8 - 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 follows:

- 1) The committee chair and the treasurer of the Intergroup shall be cosigners on the account. Two signatures shall be required on all checks.
- 2) The committee chair shall keep all financial records and shall present a detailed, itemized report to the Intergroup within one month following any event for which monies were expended or received.
- 3) The committee chair shall arrange for an audit of the committee account during the final month of each year. The audit shall take place at the same time as the audit for the general account of the Intergroup.

SECTION 9 - Vacancies

Should a vacancy, resignation, or removal of a committee chair occur, all pertinent information shall be turned over to the Intergroup chair. The chair shall then appoint a new committee chair to serve the remainder of the term.

SECTION 10 - Removal of Committee Chair

A committee chair may be removed from office by two-thirds majority vote of the Intergroup board. Removal is based upon unworthy conduct, return to compulsive eating, non-attendance, or losing status as “trusted servant.”

ARTICLE VII - SOURCE OF FUNDS AND FINANCIAL POLICIES

SECTION 1 - Source of Funds

- A. Voluntary contributions of the member groups shall be the primary source of funds.
- B. Secondary sources of income may be such projects or activities as may be authorized by the Intergroup according to Tradition Six.
- C. The Intergroup may accept donations from OA members, conforming to the general practice of OA.
- D. The acceptance of bequests or donations from any outside source is prohibited.
- E. The IG shall not accept the responsibility for trusteeship over, or enter into the distribution or allocation of, funds set up outside of Overeaters Anonymous.

SECTION 2 - Use and maintenance of Funds

- A. An annual budget shall be submitted jointly by the chair and treasurer in January for approval by the intergroup.
- B. All budget requests must be approved by majority vote at any meeting.
- C. Any intergroup decision to expend funds in excess of the approved budget shall require approval by the Intergroup prior to implementation. A written request to the Intergroup should be submitted at least two months prior to said event, project, necessity. If any monies are expended from an approved budget or special request for funds, a detailed and itemized report shall be submitted. However, requests for minimal funding may be approved without advanced written request.

- D. The treasurer shall maintain a checking account and/or a savings account. Either the chair or the last serving treasurer shall have access to said account and authority to sign checks, unless they have lost status as a “trusted servant.”
- E. With regard to expense for the Region Representative, the following principles and rules apply:
 - 1) The IG shall pay for a portion of representative’s reasonable and prudent expenses while attending Region 8 business assemblies. Representative shall make every effort to conserve the Intergroup’s funds.
 - 2) Said payments parameters are as follows:
 - a. Lowest possible airfare to location of assembly, unless location is within driving distance 3-6 hours away. If driving, representative will be reimbursed for actual expense, including passenger contributions for their pro-rata share. Representative must make best efforts to timely ascertain the cost and schedule of any flights in order to secure the lowest fare. The fare must be approved by majority vote at any meeting of the IG or IG board.
 - b. One-half of hotel rate for two nights.
 - c. Cost of registration and lunch and dinner banquets on Saturday only.
 - d. Cost of airport parking at the lowest long-term rate, including passenger contributions for their pro-rata share.
 - e. Prudent and reasonable cost of transfer from airport to assembly location, including ride share or passenger contributions.
 - f. Receipts must be provided by representative.

SECTION 3 - Prudent Reserve

There shall be maintained a prudent reserve sufficient to ensure that the IG can pay future expenses and consider current and projected average income and expenses. In keeping with Tradition 7, funds in excess of the prudent reserve should be donated to Region 8 and the World Service Office annually as budgeted and directed by the Intergroup, and/or by special vote of the Intergroup.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert’s Rules of Order Newly Revised shall govern this Intergroup in all cases in which they are applicable and not inconsistent with these Bylaws, the Overeaters Anonymous, Inc. Bylaws, Subpart B, or any special rules of order that this Intergroup may adopt, including standing rules.

ARTICLE IX - AMENDMENTS TO THESE BYLAWS

These bylaws, with the exception of Article II, sections 2, 3 and 4, may be amended at any time by a 2/3 majority vote of the members present at any regular or special meeting of the Intergroup, provided a copy of the proposed amendments have been submitted in writing and

published to groups and individual members at least two months prior to the meeting in which action is to be taken on the amendments.

ARTICLE X - MAJOR POLICY MATTERS

- A. Matters that affect this IG and/or groups with its service area shall be referred to the board of this Intergroup.
- B. Matters which relate to OA as a whole and which affect Subpart A of the Bylaws of OA, Inc. shall be referred to the Board of Trustees.
- C. Matters which affect Subpart B of the Bylaws of OA, Inc. Shall be referred to the World Service Business Conference.

ARTICLE XI - DISSOLUTION

SECTION 1

Upon dissolution of this association, after paying or adequately providing for the debts and obligations of the association, the remaining assets shall be distributed to the World Service Office of Overeaters Anonymous and/or to Region 8.

SECTION 2

No part of the net earnings of this association shall ever inure to or be used for the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the association shall be empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the express purposes for which it is formed.

Effective this 8th day of February, 2025.